

**Date: 22<sup>nd</sup> January, 2021**

**The Deputy General Manager,  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejebhoy Towers,  
Dalal Street, Mumbai - 400 001  
Security Code: 500069**

**The Secretary  
The Calcutta Stock Exchange Ltd  
7, Lyons Range  
Kolkata - 700 001  
Script Code: 10012048**

Dear Sirs,

**Re: Results of Postal Ballot & Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

1. This is further to our Letter dated December, 18, 2020 thereby submitting the Notice of Postal Ballot dated December, 18, 2020 issued to the members of the Company for seeking approval for the following item stated in the said Notice, through Postal Ballot:

i. To consider and approve the Material Related Party Transactions.

2. We now enclose herewith voting results of the postal ballot on the said Resolution. The Resolution of the said postal ballot as mentioned in the Notice dated December, 18, 2020, have been passed with requisite majority on January 21, 2021.

3. We have to further inform you that M/s. AL & Associates, Practicing Company Secretaries (Ms. Priti Lakhota, Partner, ICSI Membership No. FCS – 10843) has submitted her report dated January 21, 2021 on the aforesaid Postal Ballot. A copy of the said Report is enclosed herewith.

4. The aforesaid may be deemed to be the proceedings under the said Regulation 30.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
**For BNK Capital Markets Ltd.**

Ankita Poddar

**Ankita Poddar  
Company Secretary & Compliance Officer  
Membership No.- ACS53978**

**An ISO 9001 : 2015 and ISO 27001 : 2015 COMPANY**

Regd. Office : Mayfair Tower, 2, Palm Avenue, Kolkata-700019, (India), Telefax : +91-33 2280 0457, Tel. : +91-33 4602 2160-63,  
Mumbai Office : 1st Fl. 'Buona Casa', Homji Street, Sir P. M. Road, Fort Mumbai 400 001, Tel. : +91-22 2266 2584, 4004 8531  
B 105, Crystal Plaza, Opp. Infinity Mall, Oshiwara, Andheri West, Mumbai 400 053, Tel. : +91-22-26397965, 49720111

**CIN No. : L34202WB1986PLC040542 ● RBI Regn. No. : B\_05.02574 ● E-mail : corporate@bnkcapital.com**

**BNK CAPITAL MARKETS LTD.**

**Voting Results under Regulation 44(3) of the SEBI (LODR) Regulations, 2015**

<b>Date of Declaration of Voting Results of Postal Ballot</b>	January 22, 2021
<b>Total number of shareholders on record date</b>	
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	

**Agenda-wise disclosure:**

<b>Resolution Required: (Ordinary)</b>			<b>To consider and approve the Material Related Party Transactions</b>					
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>			<b>YES</b>					
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of Votes polled</b>	<b>% of Votes polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - in against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-voting	5968857	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public Non-Institutions	E-voting	4031143						
	Poll							
	Postal Ballot		1531385	37.9889	1531356	29	99.9981	0.0019
	<b>Total</b>		1531385	37.9889	1531356	29	99.9981	0.0019
<b>Total</b>		<b>10000000</b>	<b>1531385</b>	<b>15.3139</b>	<b>1531356</b>	<b>29</b>	<b>99.9981</b>	<b>0.0019</b>





# A L & ASSOCIATES

Company Secretaries

24, Netaji Subhas Road, 4th Floor, Room No. 33, Kolkata - 700 001  
Ph. : 4007 4750, E-mail : alassociates2014@gmail.com

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,  
The Chairman  
BNK Capital Markets Limited  
Mayfair Tower  
2 Palm Avenue  
Kolkata – 700019.

## SCRUTINIZER'S REPORT ON THE POSTAL BALLOT PROCESS CONDUCTED THROUGH REMOTE E-VOTING.

Dear Sir,

I, Priti Lakhota, Partner of M/s. AL & Associates, Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of BNK Capital Markets Limited for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated December 18, 2020 in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April 2020 and Circular No. 33/2020 dated September 28, 2020 (the "MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India (the "MCA,") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of Postal Ballot.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules made thereunder including MCA Circulars issued by the MCA in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and SEBI Listing Regulation, relating to postal ballot process conducted through electronic means.

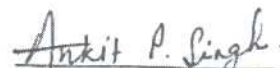


2. The Company has appointed "Central Depository Services India Limited (CDSL)", as the Agency, for providing the facility of remote e-voting to the Members of the Company. CDSL has provided a system for recording the votes of the shareholders electronically.
3. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot.
4. Pursuant to the MCA Circulars the Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, December 18, 2020 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated December 18, 2020, through remote e- voting only.
5. The remote e-voting period commenced from Wednesday, December 23, 2020 (09.00 A.M.) and ended on Thursday, January 21, 2021 (5.00 P.M.) at the e-voting Platform on the designated website of CDSL i.e. (www.evotingindia.com). E-voting facility was blocked forthwith thereafter.
6. Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. December 18, 2020 and whose e-mail IDs was available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. However, the Company has also given an additional opportunity to its members to update their credentials with the Company through a public notice dated 18th December, 2020. Further the Company vide the Postal Ballot notice dated December 18, 2020, had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.
7. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time & MCA circulars, on Wednesday, December 23, 2020, public notices were published by the Company in Financial Express ('English Newspaper') and in Duranta Barta ('Bengali Newspaper') informing about the completion of dispatch of Postal Ballot notices to its shareholders through electronic means, along with all requisite document.
8. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.



9. Due to COVID-19, pandemic and nationwide lockdown announced by the Central/State Government, physical ballot was not dispatched and provisions of MCA Circulars dated 8th April, 2020, 13th April, 2020 and 28th September, 2020 were adhered. Therefore, neither the Company nor I have received any postal ballot (s).
10. After completion of e voting, votes casted by the members, were unblocked by me in the presence of two witnesses, Mr. Rajan Thakur & Mr. Ankit Pratap Singh who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Mr. Rajan Thakur

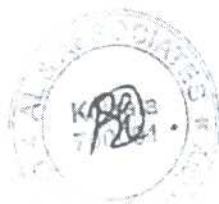
  
Mr. Ankit Pratap Singh

11. The remote e-voting report downloaded from the website of CDSL have been kept separately for the purpose of postal ballot.
12. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
13. The Postal Ballots and other related documents/registers and record will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.
14. Promoters being interested has not voted for this resolution.
15. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:

1. **ORDINARY RESOLUTION:**

To consider and approve the Material Related Party Transactions:

Mode	Total Valid Votes***		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Remote e-voting	80	1531385	75	1531356	99.9981	5	29	0.0019
<b>TOTAL</b>	<b>80</b>	<b>1531385</b>	<b>75</b>	<b>1531356</b>	<b>99.9981</b>	<b>5</b>	<b>29</b>	<b>0.0019</b>



16. Based on the above remote e-voting, I confirm that the resolution have been carried on with the requisite majority, accordingly I request the Company, to announce the voting result of Postal Ballot.

**FOR AL & ASSOCIATES**  
**(Company Secretaries)**

*Priti Lakhota*

**Priti Lakhota**  
**Scrutinizer**  
**Membership No. :- FCS10843**  
**C.P. No.:- 12790**  
**UDIN: F010843B002126858**

Countersigned by

*Sanjeev Khandelwal*

**Sanjeev Kumar Khandelwal**  
**Director**  
**DIN: 00419799**  
**(Authorized Person)**

**Date: 21.01.2021**  
**Place: Kolkata**

