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06-05-2023

Si Capital & Financial Services Limited

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

Scrip Code: 530907

Dear Sir/ Madam,

Sub: Proceedings of the Extra Ordinary General Meeting

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015

In continuation of our intimation dated April 11, 2023, the Extra Ordinary General Meeting of the Company was held on May 06, 2023 and the business mentioned in the Notice was transacted. In this regard, please find enclosed the Proceedings as required under the Regulation 30, Part A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulation”) along with the Voting Results and Scrutinizers Report.

Kindly take the same on record.

Thank you.

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

AKHIL T M
Company Secretary

Encl: As above

Regd. Office No.27, First Floor, New Scheme Road,
Pollachi, Coimbatore, Tamil Nadu 642001
CIN : L67190TZ1994PLC040490
Tel : 04259 – 233304/05, E-Mail : info@sicapital.co.in
Website : www.sicapital.co.in

PROCEEDINGS AT THE EXTRA-ORDINARY GENERAL MEETING OF S.I. CAPITAL & FINANCIAL SERVICES LIMITED HELD ON MAY 06, 2023 AT 10:30 AM THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS

The Extra-Ordinary General Meeting (“AGM”) of S.I.Capital & Financial Services Limited (“the Company”) was held on Saturday, May 06, 2023 at 10:30 AM (IST) through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”). Mr. Vinod Manazhy chaired the meeting. The Chairman informed that the EGM was being held through Video Conferencing in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. The requisite quorum being present, the Chairman called the meeting to order. He introduced all the Directors of the Company and also confirmed the presence of Key Managerial Personnel, Statutory Auditor, Secretarial Auditor and the Scrutinizer.

The Chairman then welcomed the Shareholders, Directors and Auditors to the meeting and requested Mr. Akhil T M, Company Secretary to proceed with the meeting. Mr. Akhil T M Company Secretary and Compliance officer of the company informed the members that the Company had provided the remote e-voting facility to all the persons who were members as on the cut-off date i.e. Saturday April 29, 2023 for voting on resolutions set out in the notice of EGM. The remote e-voting was kept open from Wednesday, 03rd May, 2023 at 9:00 AM (IST) and till Friday, 05th May, 2023 at 5:00 PM (IST). Members who have not cast their votes yet through remote e-voting facility and who are participating in this meeting can cast their vote during the EGM. No voting will be allowed once the EGM is over. All the documents referred to in the notice of EGM are available for inspection. As the EGM is being held through video conferencing, the facility for appointment of proxies by the members is not applicable and hence the proxy register is not available for inspection.

He further informed that your Company has appointed M/s. K Sreekrishnakumar & Co, Practicing Company Secretaries as the scrutinizer for the purpose of scrutinizing the E-voting process. The E- voting results declared along with the Scrutinizers’ Report would be placed on the Company’s website, website of RTA and the results would also be communicated to the Stock Exchanges.

The Company Secretary then informed that the Notice of the Extraordinary General Meeting has already been sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories. The same has also been made available on the Company’s website and on the website of the Stock Exchanges. He then with the concurrence of all the members present informed that the notice convening the EGM of the Company was taken as read

The following items were transacted at the meeting.

Special Business:

1. Appointment of Mr. Kuriakkose Paul Kannanaikkal (DIN: 02188453) as a Director of the Company
2. Approval to borrow in excess of the paid-up share capital and free reserves and securities premium of the company under section 180(1)(c) of the companies act, 2013

3. Approval to create charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013
4. Approval for Related Party Transaction

Since the resolutions were put to remote e-voting from May 03, 2023, the procedure of proposing and seconding of resolutions were dispensed with.

The Chairman reminded the members who were present at the EGM and who have not cast their votes on the resolutions through remote e-voting, to vote through CDSL's e-voting system till 30 minutes from the conclusion of the EGM.

Since no shareholders were registered as Speaker Shareholders, question-answer session was dispensed with at the EGM.

CS K Sreekrishna Kumar, Practicing Company Secretary, was appointed by the Board of Directors as the Scrutinizer in order to scrutinize the electronic voting process in a fair and transparent manner. The Chairman authorized the Company Secretary to declare the voting results and place the same on the website of the Company.

A total of 19 members attended the meeting.

The Chairman then thanked the Members, Board of Directors and the Auditors for their continued support and for attending the Meeting through VC/ OAVM. The meeting concluded at 10:40 A.M (IST).

This summary of the proceedings is being issued pending the approval of EGM Minutes by the Chairman.

VOTING RESULTS

Name of the Company	S.I.Capital & Financial Services Limited
Date of Extra-Ordinary General Meeting	06-05-2023
Total Number of Shareholders as on Record Date i.e., April 29, 2023	1,676
No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter	
Public	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group	1
Public	18
No. of resolutions passed	4

Voting details on the business transacted at the Extra-Ordinary General Meeting held on May 06, 2023

SLNO	RESOLUTION	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100	
1	Ordinary Resolution - Appointment of Mr. Kuriakkose Paul Kannanaikkal (DIN: 02188453) as a Director of the Company.	Promoter - E-Voting	1823780	18,23,780	100.00	18,23,780	-	100.00	-	
		Promoter - Poll at AGM		-	-	-	-	-		
		Promoter - Ballot by Post		-	-	-	-	-		
		Total (A)	18,23,780	18,23,780	100.00	18,23,780	-	100.00	-	
		Public - Institutions - E-Voting	9200	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-		
		Public - Institutions - Ballot by Post		-	-	-	-	-		
		Total (B)	9,200	-	-	-	-	-	-	
		Public - Non Institutions - E-Voting	1567020	3,54,049	22.59	3,54,049	-	100.00	-	
		Public - Non Institutions - Poll at AGM		-	-	-	-	-		
		Public - Non Institutions - Ballot by Post		-	-	-	-	-		
		Total (C)	15,67,020	3,54,049	22.59	3,54,049	-	100.00	-	
		Total (A+B+C)	34,00,000	21,77,829	64.05	21,77,829	-	100.00	-	

SLNO	RESOLUTION	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100	
2	Special Resolution - Approval to borrow in excess of the paid-up share capital and free reserves and securities premium of the company under section 180(1)(c) of the companies act, 2013.	Promoter - E-Voting	1823780	18,23,780	100.00	18,23,780	-	100.00	-	
		Promoter - Poll at AGM		-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	
		Total (A)	18,23,780	18,23,780	100.00	18,23,780	-	100.00	-	
		Public - Institutions - E-Voting	9200	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)	9,200	-	-	-	-	-	-	
		Public - Non Institutions - E-Voting	1567020	3,54,049	22.59	3,54,049	-	100.00	-	
		Public - Non Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)	15,67,020	3,54,049	22.59	3,54,049	-	100.00	-	
Total (A+B+C)	34,00,000	21,77,829	64.05	21,77,829	-	100.00	-			

SLNO	RESOLUTION	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100	
3	Special Resolution - Approval to create charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013.	Promoter - E-Voting	1823780	18,23,780	100.00	18,23,780	-	100.00	-	
		Promoter - Poll at AGM		-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	
		Total (A)	18,23,780	18,23,780	100.00	18,23,780	-	100.00	-	
		Public - Institutions - E-Voting	9200	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)	9,200	-	-	-	-	-	-	
		Public - Non Institutions - E-Voting	1567020	3,54,049	22.59	3,54,049	-	100.00	-	
		Public - Non Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)	15,67,020	3,54,049	22.59	3,54,049	-	100.00	-	
Total (A+B+C)	34,00,000	21,77,829	64.05	21,77,829	-	100.00	-			

			1	2	3	4	5	6	7	
SLNO	RESOLUTION	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
4	Ordinary Resolution - Approval for Related Party Transaction.	Promoter - E-Voting	1823780	18,23,780	100.00	18,23,780	-	100.00	-	
		Promoter - Poll at AGM		-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	
		Total (A)	18,23,780	18,23,780	100.00	18,23,780	-	100.00	-	
		Public - Institutions - E-Voting	9200	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)	9,200	-	-	-	-	-	-	
		Public - Non Institutions - E-Voting	1567020	3,54,049	22.59	3,54,049	-	100.00	-	
		Public - Non Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)	15,67,020	3,54,049	22.59	3,54,049	-	100.00	-	
		Total (A+B+C)	34,00,000	21,77,829	64.05	21,77,829	-	100.00	-	



K. SREEKRISHNA KUMAR M.COM; MBA; LL.B; FCS
PRACTICING COMPANY SECRETARY

"KRISHNASREE", TC-36/1220
PAZHAYANADAKKAVU, THRISSUR – 680001

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Consolidated Scrutinizer's Report

[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
S.I.CAPITAL & FINANCIAL SERVICES LIMITED
No.27, First Floor, New Scheme Road
Pollachi, Coimbatore, Tamil Nadu - 642001

SUB: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the Extra Ordinary General Meeting of the members of S.I. Capital & Financial Services Limited(CIN L67190TN1994PLC029151) ("the Company") through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") held on **Saturday, May 06, 2023**

Dear Sir,

1. Your Company had provided a facility to the shareholders to exercise their votes on the resolution(s), as set out in the Notice of Extra Ordinary General Meeting(EGM) dated 08.04.2023, by way of remote e-voting and e-voting conducted during the EGM held on 06.05.2023, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.
2. I, CS K.Sreekrishna Kumar of M/s. K SREEKRISHNA KUMAR & CO, Practicing Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of S.I.CAPITAL & FINANCIAL SERVICES LIMITED (the Company) for the purpose of scrutinizing the process of voting through electronic means (e voting) at the said EGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said notice.
3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made there under (ii) the MCA Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.





**K. SREEKRISHNA KUMAR M.COM; MBA;LL.B; FCS
PRACTICING COMPANY SECRETARY**

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4. My responsibility as scrutinizer is restricted to making a Scrutinizer's Report on the votes cast in favour and against the resolution.
5. The company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conduct of remote e-voting by members.
6. The voting period commenced on **Wednesday, May 03, 2023 at 9.00 A.M.** and ends on **Friday, May 05, 2023 at 5.00 P.M**
7. The company has also provided e-voting facility to the members present at the meeting through video conferencing or other audio visual means and had not voted earlier.
8. The members of the company holding shares as on the cut-off date i.e. **Saturday, April 29, 2023** were entitled to vote on the resolutions contained in the Notice.
9. After the closure of the e-voting at EGM the report on remote e-voting prior to and during the EGM was unblocked and counted.
10. I have scrutinized and reviewed the remote e-voting prior to and during the EGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
11. I now submit my consolidated report as under on the results of remote e-voting prior to and during the EGM in respect to the said resolutions.





**K. SREEKRISHNA KUMAR M.COM; MBA; LL.B; FCS
PRACTICING COMPANY SECRETARY**

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SPECIAL BUSINESS

RESOLUTION 1:

To Appoint Mr. Kuriakkose Paul Kannanaikkal (DIN: 02188453) as a Director of the Company by passing Ordinary Resolution

1. Votes cast in favour of the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
26	2177829	100

2. Votes cast against the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
0	0	0

3. Invalid votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Item 1 (One) of Notice stands passed with requisite majority

RESOLUTION 2:

To Approve borrowing in excess of the paid-up share capital and free reserves and securities premium of the company under section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution

1. Votes cast in favour of the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
26	2177829	100

2. Votes cast against the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
0	0	0

3. Invalid votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Item 2 (Two) of Notice stands passed with requisite majority





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RESOLUTION 3:

To Approve creation of charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013 by passing Special Resolution

1. Votes cast in favour of the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
26	2177829	100

2. Votes cast against the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
0	0	0

3. Invalid votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Item 3 (Three) of Notice stands passed with requisite majority

RESOLUTION 4:

To Approve Related Party Transaction by passing Ordinary Resolution

1. Votes cast in favour of the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
26	2177829	100

2. Votes cast against the resolution

Number of members voted	Number of valid votes cast	% of number of valid votes cast
0	0	0

3. Invalid votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Item 4 (Four) of Notice stands passed with requisite majority





**K. SREEKRISHNA KUMAR M.COM; MBA; LL.B; FCS
PRACTISING COMPANY SECRETARY**

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The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking you

Yours faithfully,



CS K.SREEKRISHNA KUMAR
K SREEKRISHNA KUMAR & CO.
Practising Company Secretaries
TC-36/1220, Krishnasree,
Pazhayanadakkavu, Thrissur - 680001
M No. F5913; CP: 3371

CS K SREEKRISHNA KUMAR
M.Com; MBA; LL.B; MMM; FCS
PRACTISING COMPANY SECRETARY
Pazhayanadakkavu, Thrissur-1
FCS-5913; CPN : 3371

UDIN: F005913E000263940

Place: Thrissur
Date: 06.05.2023

Annexure

**The following is the summary of e-voting results of
M/s S.I Capital & Financial Services Ltd
[CIN:L67190TN1994PLC029151]
relevant to the Postal Ballot Voting process held from Wednesday, May 03, 2023 at 9.00 A.M. to
Friday, May 05, 2023 at 5.00 P.M**

SL	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	ASSENT		DISSENT	
				NO OF VOTES	%	NO OF VOTES	%
1	ORDINARY RESOLUTION To Appoint Mr. Kuriakkose Paul Kannanaikkal (DIN: 02188453) as a Director of the Company	REMOTE E-VOTE	2177829	2177829	100	0	0
		COUNT	26	26			
		EGM E-VOTE	0	0		0	
		COUNT	0	0			
		TOTAL	VOTES	2177829	2177829	100	0
	COUNT	26	26				

2	SPECIAL RESOLUTION To approve borrowing in excess of the paid-up share capital and free reserves and securities premium of the company under Section 180(1)(c) of the Companies Act, 2013	REMOTE E-VOTE	2177829	2177829	100	0	0
		COUNT	26	26			
		EGM E-VOTE	0	0		0	
		COUNT	0	0			
		TOTAL	VOTES	2177829	2177829	100	0
	COUNT	26	26				



3	SPECIAL RESOLUTION	REMOTE E-VOTE	2177829	2177829	100	0	0	
	To Approve creation of charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180(1)(a) of the Companies Act, 2013	COUNT	26	26				
		EGM E-VOTE	0	0		0		
		COUNT	0	0				
		TOTAL	VOTES	2177829	2177829	100	0	
		COUNT	26	26				

4	ORDINARY RESOLUTION	REMOTE E-VOTE	2177829	2177829	100	0	0
	To Approve Related Party Transaction	COUNT	26	26			
		EGM E-VOTE	0	0		0	
		COUNT	0	0			
		TOTAL	VOTES	2177829	2177829	100	0
		COUNT	26	26			

CS K SREEKRISHNA KUMAR
M.Com; MBA; LL.B; MMM; FCS
PRACTISING COMPANY SECRETARY
Pazhayanadakkavu, Thrissur-1
FCS-5913; CPN : 3371

