



SMIFS CAPITAL MARKETS LIMITED

June 03, 2024

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

Sub: Minutes of postal Ballot

Dear Sir,

Pursuant to the Regulation 30 of the Listing Regulations, we enclose a copy of the minutes of Postal seeking the approval of the members of the Company in respect of the following Resolutions, only by way of remote electronic voting ("e-voting")

Item No.	Resolution	Ordinary/ Special	Result
1.	Appointment of Mr. Nitin Daga as a Non-Executive, Independent Director of the Company.	Special	Passed by requisite majority
2.	Appointment of Mr. Pratik Ghose as a Non-Executive, Independent Director of the Company.	Special	Passed by requisite majority
3.	Approval for making Investments/ Extending Loans & Advances and giving Guarantees or providing securities under section 186 of the Companies Act, 2013.	Special	Passed by requisite majority

Kindly take the above information on record.

Yours faithfully,

For SMIFS Capital Markets Limited

(Poonam Bhatia)
Company Secretary-cum- Compliance Officer



MINUTES OF THE POSTAL BALLOT THROUGH REMOTE E-VOTING FOR THE SPECIAL RESOLUTIONS PASSED BY THE MEMBERS OF SMIFS CAPITAL MARKETS LIMITED ON FRIDAY, 31ST MAY, 2024 AS SET OUT IN POSTAL BALLOT NOTICE DATED 27TH MARCH, 2024

Directors Present:

Mr. Utsav Parekh	- Chairman
Mr. Kishor Shah	-Managing Director
Mr. Ajay Kumar Kayan	-Director
Mr. Pratik Ghose	- Additional Director
Mr. Nitin Daga	- Additional Director
Mrs. Pushpa Mishra	- Director

In Attendance:

Mr. Shreemanta Banerjee	- CFO-cum-Assistant Vice President (Finance and Taxation)
Mrs. Poonam Bhatia	-Company Secretary-cum-Compliance Officer
Mr. Sudhansu Sekhar Panigrahi	-Scrutinizer for Postal Ballot

Mr. Utsav Parekh, Chairman of the Meeting informed that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with the Companies (Management and Administration) Rules, 2014, and all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Postal Ballot Notice dated March 27, 2024, containing 3 (three) Special Resolutions were sent to the Shareholders of the Company.

1. Appointment of Mr. Nitin Daga as a Non-Executive, Independent Director of the Company.
2. Appointment of Mr. Pratik Ghose as a Non-Executive, Independent Director of the Company.
3. Approval for making Investments/ Extending Loans & Advances and giving Guarantees or providing securities under section 186 of the Companies act, 2013.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

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The Board of Directors in their meeting held on March 27, 2024 had approved the said notice and also appointed Mr. Sudhansu Sekhar Panigrahi, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, the postal ballot notice dated March 27, 2024 was sent to the members whose name(s) appeared on the Register of Members as received from Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. March 29, 2024.

As per the Rules of the Companies Act, 2013, Company provided e-voting facility to its members to exercise their votes electronically. The e-voting portal of Central Depository Services (India) Limited (CDSL) for voting purpose remained open from May 02, 2024 (Thursday) (10:00 a.m.) and ended on May 31, 2024 (Friday) (05:00 p.m.) and thereafter the same was disabled.

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

The votes cast through electronic means were unblocked on May 02, 2024 at 10:00 a.m.

Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company as on March 29, 2024

Votes cast through electronic means up to 05:00 p.m. of May 31, 2024 being the last time and date fixed by the company for voting through electronic means were considered for scrutiny.

Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated June 01, 2024 to the Chairman of the Company.

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For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

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SPECIAL BUSINESS:**Resolution No. 1 (As a Special Resolution)**

Appointment of Mr. Nitin Daga (DIN: 08606910) as an Independent Director of the Company

The following Special Resolution was passed-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Nitin Daga (DIN: 08606910), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 27, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 26, 2029 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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For SIMIFS CAPITAL MARKETS LIMITED

P. Bhatia

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

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Resolution No. 1 (SPECIAL RESOLUTION) Appointment of Mr Nitin Daga (DIN : 08606910) as an independent director of 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	% of votes against
		1	2	3=(2/1*100)	4	5	6=(4/2)*100	7=(5/2)*100
1	Promoter Group							
	E-Voting	2804051	2804051	100	2804051	Nil	100	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	2804051	2804051	100	2804051	Nil	100	Nil
2	Public Institution							
	E-Voting	965606	549919	56.951	549919	Nil	100	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	965606	549919	56.951	549919	Nil	100	Nil
3	Public Non Institution							
	E-Voting	1815343	71676	3.948	13096	58580	18.271	81.73
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	1815343	71676	3.948	13096	58580	18.271	81.73

Thus the Special Resolution set out in the Notice dated March 27, 2024 was approved by the members with requisite majority.

Resolution No. 2(As a Special Resolution)

Appointment of Mr. Pratik Ghose (DIN: 10545249) as an Independent Director of the Company

The following Special Resolution was passed-

***RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association

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P. Bhatia

(POONAM BHATIA)

Company Secretary-cum-Compliance Officer

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of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Pratik Ghose (DIN: 10545249), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 27, 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 26, 2029 and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Resolution No. 2 (SPECIAL RESOLUTION) Appointment of Mr Pratik Ghose (DIN: 10545249) as an independent director of 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 Group	E-Voting	E-Voting	2804051	2804051	100	2804051	Nil	100
		Postal Ballot	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil
		Total	Total	2804051	2804051	100	2804051	Nil	100
2	Public Institution	E-Voting	E-Voting	965606	549919	56.951	549919	Nil	100
		Postal Ballot	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil
		Total	Total	965606	549919	56.951	549919	Nil	100
3	Public Non Institution	E-Voting	E-Voting	1815343	71676	3.948	13096	58580	18.271
		Postal Ballot	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil
		Total	Total	1815343	71676	3.948	13096	58580	18.271

Thus the Special Resolution set out in the Notice dated March 27, 2024 was approved by the members with requisite majority.

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For SMFS CAPITAL MARKETS LIMITED

Bhatia

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

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Resolution No. 3 (As a Special Resolution)

Increase in the limits applicable for making investments/ extending loans & advances and giving guarantees or providing securities in connection with loans & advances to persons / bodies corporate.

The following Special Resolution was passed-

“RESOLVED THAT in supersession of the earlier resolutions and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to (i) give any loan to any person or other Body Corporate that includes the loan to be given to the Companies under the same management or same group; (ii) give any guarantee or provide any security in connection with a loan to any other Body Corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other Body Corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or Body Corporates along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed in aggregate a sum of Rs. 300 Crores (Rupees Two Hundred Crores only) even if it exceeds the limit of 60% of the Paid-Up Share Capital, Free Reserves And Securities Premium Account of the Company or 100% of Free Reserves And Securities Premium Account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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For SMIFS CAPITAL MARKETS LIMITED

Poonam

(POONAM BHATIA)
Company Secretary-cum-Compliance Officer

CHAIRMAN'S
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Resolution No. 3 (SPECIAL RESOLUTION) Increase in the limits applicable for making investments/ extending loans and advances and giving guarantees or providing securities in connection with loans and advances to persons/ bodies corporates.									
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 Group	E-Voting	2804051	2804051	100	2804051	Nil	100	
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	
		Total	2804051	2804051	100	2804051	Nil	100	
2	Public Institution	E-Voting	965606	549919	56.951	549919	Nil	100	
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	
		Total	965606	549919	56.951	549919	Nil	100	
3	Public Non Institution	E-Voting	1815343	71676	3.948	13096	58580	18.271	
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	
		Total	1815343	71676	3.948	13096	58580	18.271	

Thus the Special Resolution set out in the Notice dated March 27, 2024 was approved by the members with requisite majority.

The Chairman then directed the Company Secretary to inform the results of the Postal Ballot and send the necessary reports to BSE Limited, The Calcutta Stock Exchange Limited, CDSL and upload the same on Company's website i.e. www.smifscap.com.

Date: 03.06.2024

Place: Kolkata

(Utsav Parekh)
Chairman

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For SMIFS CAPITAL MARKETS LIMITED

P. Bhatia

(POCNAM BHATIA)

Company Secretary-cum-Compliance Officer

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