

**MUNOTH CAPITAL MARKET LIMITED**

**CIN: L99999MH1986PLC040833**

**Registered Office: 105, 1st Floor, Chartered House, 293, Dr. Cawasji, Hormasji Street, Nr. Marine Line Church, Marine Lines, Mumbai – 400 002.**

**Phone No.: 099 7400 4651 E-mail:munoth@gmail.com Website:www.munoth.com**

October 01, 2014

To  
**The Secretary,**  
The Bombay Stock Exchange Ltd,  
P. J. Towers, Dalal Street,  
**Mumbai - 400 001.**

Dear Sir,

**Sub : Compliance under Clause – 35A**

**Ref.: Security Code No.: 511200**

The Annual General meeting of the Equity Shareholders M/s. Munoth Capital Market Limited, held on 30<sup>th</sup> September, 2014 at 105, 1st Floor, Chartered House, 293, Dr. Cawasji Hormasji Street, Nr. Marine Line Church, Marine Lines, Mumbai – 400 002.

Name of the Company	MUNOTH CAPITAL MARKET LIMITED
Date of the AGM	30/09/2014
Total number of shareholders as on Record date	167
No. of Shareholders present in the meeting either in person or through	11
Proxy:	6
Promoters and Promoter group:	3
Public:	2
No. of Shareholders attended the meeting through Video Conferencing	N.A.

Details of the Agenda:

Resolution required: Ordinary	Details enclosed
Mode of voting- Evoting	E-voting and Physical Ballot Forms

Agenda- Wise  
In case of Poll/ E-voting  
The mode of Voting of all resolutions was e-voting and Physical ballot Forms

**Resolution No. 1:**  
Type: Ordinary Resolution

To consider and adopt the Audited Balance Sheet for the year ended 31st March, 2014, the Profit & Loss Statement as on that date, cash flow statement as on that date, the Directors' Report and the Auditors' Report thereon.

Promoter/ Public	Mode of Voting	No. of Shares held	No. of Votes Polled	% of votes polled on outstandin g Shares	No. of votes in Favour	No. of Votes Against	% of votes in favour on Votes polled	% of votes in Aganise on Votes polled
Promoters	Physical	1678572	1678572	100	1678572	NIL	100	NIL
	E-voting	----	----	----	----	----	----	----
Public	Physical	769778	769778	100	769778	NIL	100	NIL
	E-voting	----	----	----	----	----	----	----
<b>Total</b>		<b>2448350</b>	<b>2448350</b>	<b>100</b>	<b>2448350</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

**Resolution No. 2:**  
Type: Ordinary Resolution

To elect Director in place of Mr. Shantilal Misrimal Jain (DIN: 00370624), who retires by rotation and being eligible, offers himself for reappointment.

Promoter/ Public	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 in Aganise on Votes polled
Promoters	Physical	----	----	----	----	----	----	----
	E-voting	----	----	----	----	----	----	----
Public	Physical	769778	769778	100	769778	NIL	100	NIL
	E-voting	----	----	----	----	----	----	----
<b>Total</b>		<b>769778</b>	<b>769778</b>	<b>100</b>	<b>769778</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

**Resolution No. 3:**  
Type: Ordinary Resolution

Reappointment of Auditors and Fixing their Remuneration :

Promoter/ Public	Mode of Voting	No. of Shares held	No. of Votes Polled	% of votes polled on outstandin g Shares	No. of votes in Favour	No. of Votes Against	% of votes in favour on Votes polled	% of votes in Aganise on Votes polled
Promoters	Physical	1678572	1678572	100	1678572	NIL	100	NIL
	E-voting	----	----	----	----	----	----	----
Public	Physical	769778	769778	100	769778	NIL	100	NIL
	E-voting	----	----	----	----	----	----	----
<b>Total</b>		<b>2448350</b>	<b>2448350</b>	<b>100</b>	<b>2448350</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

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

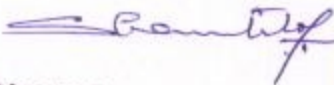
Appointment of Mr. Mukesh Hakralal Patel(DIN: 05179865) as an Independent Directors

Promoter/ Public	Mode of Voting	No. of Shares held	No. of Votes Polled	% of votes polled on outstandin g Shares	No. of votes in Favour	No. of Votes Against	% of votes in favour on Votes polled	% of votes in Aganise on Votes polled
Promoters	Physical	1678572	1678572	100	1678572	NIL	100	NIL
	E-voting	----	----	----	----	----	----	----
Public	Physical	769778	769778	100	769778	NIL	100	NIL
	E-voting	----	----	----	----	----	----	----
<b>Total</b>		<b>2448350</b>	<b>2448350</b>	<b>100</b>	<b>2448350</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

Hope, you will find the same in order and do the needful in the matter and oblige.

Thanking you.  
Yours faithfully,

For, MUNOTH CAPITAL MARKET LIMITED



Director  
(Shantilal Misrimal Jain)  
DIN 00370624



**PROCEEDING OF THE ANNUAL GENERAL MEETING OF MUNOTH CAPITAL MARKET LIMITED HELD ON TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2014 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 105,1ST FLOOR, CHARTERED HOUSE, 293, DR. CAWASJI, HORMASJI STREET, NR.MARINE LINE CHURCH, MARINE LINES, MUMBAI - 400002.**

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The requisite quorum being present, the Meeting started with the welcome address by Mr. Siddharth Jain (DIN: 00370650), Director of the Company. The notice of the Meeting, along with Annual Accounts was taken as read with the permission of the Members present. The Auditor's Report on the Annual Accounts of the Company for the Financial Year 2013-14 was read before the Meeting.

Mr. Siddharth Shantilal Jain, Director of the Company delivered his speech. In his speech, he informed about the performance of the Company.

After his speech, the Chairman requested the shareholders to propose/second the resolutions as detailed in the Notice of the meeting.

**RESOLUTION NO.1:**

**APPROVAL OF ANNUAL ACCOUNTS:**

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March, 2014 and the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on 31st March, 2014 along with the reports of the Board of Directors, Corporate Governance and the Auditor's Report thereon as placed before the Meeting, be and are hereby received, considered and adopted."

Then the same is being put to vote by poll.

**RESOLUTION NO.2:**

**REAPPOINTMENT OF MR. SHANTILAL MISHRIMAL JAIN (DIN 00370624), AS THE DIRECTOR OF THE COMPANY.**

"RESOLVED THAT Mr. Shantilal Mishrimal Jain (DIN 00370624), who retires by rotation under the provisions of Companies Act, 2013 and is eligible for reappointment as a Director of the Company, be and is hereby reappointed as Director of the Company."

Then the same is being put to vote by poll.



**RESOLUTION NO.3:**

**RE-APPOINTMENT OF AUDITORS OF THE COMPANY**

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. Vijay R. Tater & Co., Chartered Accountant (Firm Registration No. 111426W), Mumbai, be and is hereby re-appointed as Auditors of the Company to hold the office from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc. as may be fixed by the Board of Directors of the Company."

Then the same is being put to vote by poll.

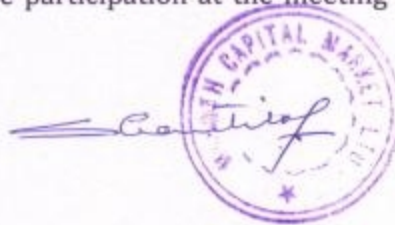
**RESOLUTION NO.4:**

**APPOINTMENT OF MR. MUKESH HAKRALAL PATEL (DIN 05179865) AS AN INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule VI and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for time being in force) and Clause 49 of the Listing Agreement, Mr. Mukesh Hakralal Patel (DIN 05179865), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30/09/2014 upto 29/09/2019, not liable to retire by rotation."

Then the same is being put to vote by poll.

At last, the Chairman informed that result of voting on each resolution shall be determined by adding votes of poll in favour or against a resolution with electronic votes in favour or in against the same resolution and thereafter as all the agenda items have been discussed, he thanked the members for their active participation at the meeting and then declared the meeting as concluded.

The image shows a handwritten signature in blue ink over a circular purple stamp. The stamp contains the text "NORTH CAPITAL MARKET LTD." around the perimeter and a small star at the bottom. The signature is written in a cursive style.

**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

701-A, Nirman, Opp. Havmore  
Restaurant, Navrangpura,  
Ahmedabad – 380 009.  
Phone : 26562980, 30024115

**PANKAJ SHAH**  
B.Com, F.C.A., A.C.S.

01<sup>st</sup> October, 2014

Scrutinizer's Consolidated Report for E-voting and Poll for M/s. Munoth Capital Market  
Limited

To,  
The Chairman,

Of Annual General meeting of the Equity Shareholders of M/s. Munoth Capital Market Limited(CIN: L99999MH1986PLC040833) , held on 30<sup>th</sup> September, 2014 at 105,1st Floor, Chartered House, 293, Dr. Cawasji Hormasji Street, Nr.Marine Line Church, Marine Lines, Mumbai – 400 002 at 11.00 a.m..

Dear Sir,

Sub.: Passing of Resolutions through Electronic voting and Poll conducted at the Annual General Meeting of M/s. Munoth Capital Market Limited held on Tuesday, 30<sup>th</sup> September, 2014.

I, Pankaj K. Shah of M/s. Pankaj K. Shah Associates, Chartered Accountant, had been appointed as Scrutinizer for Electronic voting and for the purpose of Poll conducted on Resolutions passed at the Annual General Meeting held on Tuesday, 30<sup>th</sup> September, 2014.

1. The members of the Company were given an option to vote electronically on E-voting platform, provided by the NSDL from September 26, 2014 till September 27, 2014. The E voting results were unblocked by me on Monday, 29<sup>th</sup> September, 2014, in the presence of two witnesses. My detailed scrutinizer's report dated 29<sup>th</sup> September, 2014 on E-voting is attached herewith.
2. At the Annual General meeting, the Company facilitated the members presents in the meeting who could not exercise their votes through e-voting, to record their votes through poll process. My detailed scrutinizer's Report dated 01<sup>st</sup> October, 2014 in form MGT 13 on Poll conducted at the Annual General Meeting is attached herewith.
3. A Consolidated report on details of voting done on all the Resolutions is attached herewith.



**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

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**PANKAJ SHAH**  
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4. Data sheet, papers/registers relating to E-voting and poll were sealed and handed over to the Mr. Siddharth Jain, Compliance Officer of the Company, authorized by the Board for safe keeping.

Thanking You,

Place: Ahmedabad

Date: 01/10/2014



**FOR PANKAJ K. SHAH ASSOCIATES  
CHARTERED ACCOUNTANTS**

*Pankaj K. Shah*  
**PROPRIETOR**

**Name & Signature of Scurtinizer**

**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

**PANKAJ SHAH**  
B.Com, F.C.A., A.C.S.

701-A, Nirman, Opp. Havmore  
Restaurant, Navrangpura,  
Ahmedabad – 380 009.  
Phone : 26562980, 30024115

Munoth Capital Market Limited  
Annual general meeting- 30<sup>th</sup> September, 2014

Consolidated result of E-voting and poll at the AGM on Item No.-1 – Ordinary Resolution

Particulars	No. of member members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	11	0	11	2448350	0	2448350	100
Dissent	0	0	0	0	0	0	0
Total	11	0	11	2448350	0	2448350	100

Thus, the Ordinary resolution as item No. 1 of the Notice is passed with requisite majority.

Munoth Capital Market Limited  
Annual general meeting- 30<sup>th</sup> September, 2014

Consolidated result of E-voting and poll at the AGM on Item No.-2 – Ordinary Resolution

Particulars	No. of member members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	8	0	8	769778	0	769778	100
Dissent	0	0	0	0	0	0	0
Total	8	0	8	769778	0	769778	100

Thus, the Ordinary resolution item No. 2 of the Notice is passed with requisite majority.





**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

701-A, Nirman, Opp. Havmore  
Restaurant, Navrangpura,  
Ahmedabad – 380 009.  
Phone : 26562980, 30024115

**PANKAJ SHAH**

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Munoth Capital Market Limited  
Annual general meeting- 30<sup>th</sup> September, 2014

Consolidated result of E-voting and poll at the AGM on Item No.-3 – Ordinary Resolution

Particulars	No. of member members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	11	0	11	2448350	0	2448350	100
Dissent	0	0	0	0	0	0	0
Total	11	0	11	2448350	0	2448350	100

Thus, the Ordinary resolution as item No. 3 of the Notice is passed with requisite majority.

Munoth Capital Market Limited  
Annual general meeting- 30<sup>th</sup> September, 2014

Consolidated result of E-voting and poll at the AGM on Item No.-4 – Ordinary Resolution

Particulars	No. of member members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	11	0	11	2448350	0	2448350	100
Dissent	0	0	0	0	0	0	0
Total	11	0	11	2448350	0	2448350	100

Thus, the Ordinary resolution as item No. 4 of the Notice is passed with requisite majority.



**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

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Ahmedabad – 380 009.  
Phone : 26562980, 30024115

**PANKAJ SHAH**  
B.Com, F.C.A., A.C.S.

29<sup>th</sup> September, 2014

Report of Scrutinizer  
[E-voting]

[Pursuant to Clause 35B of Listing Agreement and Pursuant to section 108 of the  
Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and  
Administration) Rules, 2014]

To,  
The Chairman,  
Munoth Capital Market Limited  
105,1st Floor, Chartered House, 293, Dr. Cawasji  
Hormasji Street, Nr.Marine Line Church, Marine Lines,  
Mumbai – 400 002.

Dear Sir,

I, Pankaj K. Shah of M/s. Pankaj K. Shah Associates, Chartered Accountant, was appointed as Scrutinizer, for the Annual General meeting of the Equity Shareholders of "Munoth Capital Market Limited" to be held on Tuesday September 30, 2014 at 11.00 a.m. at the 105,1st Floor, Chartered House, 293, Dr. Cawasji Hormasji Street, Nr.Marine Line Church, Marine Lines, Mumbai – 400 002, for the purpose of voting by electronic means on the below mentioned resolution(s), on agenda as contained in the Notice dated 30<sup>th</sup> May, 2014.

I submit my report as under:

1. As confirmed by the management, the Notice convening the meeting including Explanatory statement under section 102 of the Companies Act, 2013 has been dispatched to all the members. The members of the Company were given an option to vote electronically on E-voting platform, provided by the NSDL.
2. The E-voting period commenced on Friday, September 26, 2014 at 9.30 a.m. and ended on Saturday, September 27, 2014 at 6.00 p.m.



**PANKAJ K. SHAH ASSOCIATES**

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**PANKAJ SHAH**  
B.Com, F.C.A., A.C.S.

3. Accordingly, the e-voting votes cast were taken into account and at the end of this voting period, on Saturday, 27<sup>th</sup> September, 2014 at 6.00 p.m., the NSDL portal was blocked for voting.
4. The votes cast were unblocked in the presence of two witnesses Miss Nayna Chopra and Mr. Pragnesh Bhagatwala on Monday, 29<sup>th</sup> September, 2014 at 12.22 p.m.
5. Based on the results made available to me, no member has cast their votes on e-voting platform and I have annexed with this Report the details of the e-voting results for each of the four agenda items contained in the said notice.
6. The data sheet relating to e-voting and other related papers/registers, records and all other relevant records were sealed and handed over to the Mr. Siddharth Jain, Compliance Officer of the Company, authorized by the Board for safe keeping.

Thanking You,

Place: Ahmedabad

Date : 29.09.2014



For PANKAJ K. SHAH ASSOCIATES  
CHARTERED ACCOUNTANTS

*Pankaj K. Shah*

PROPRIETOR

Name & Signature of Scurtinizer

## PANKAJ K. SHAH ASSOCIATES

CHARTERED ACCOUNTANTS

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PANKAJ SHAH  
B.Com, F.C.A., A.C.S.

### Annexure-I

Agenda No.1	Type of Resolution: Ordinary
Subject	To consider and adopt the Audited Balance Sheet for the year ended 31st March, 2014, the Profit & Loss Statement as on that date, cash flow statement as on that date, the Directors' Report and the Auditors' Report thereon.

Particulars	Number of e-voters	Number of votes contained in e-votes	Percentage of Total
Total Votes casted	0	0	0
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

### Annexure-II

Agenda No.2	Type of Resolution: Ordinary
Subject	To elect Director in place of Mr. Shantilal Misrimal Jain (DIN: 00370624), who retires by rotation and being eligible, offers himself for reappointment.

Particulars	Number of e-voters	Number of votes contained in e-votes	Percentage of Total
Total Votes casted	0	0	0
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0



**PANKAJ K. SHAH ASSOCIATES**

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**PANKAJ SHAH**  
B.Com, F.C.A., A.C.S.

Annexure-III

Agenda No.3	Type of Resolution: Ordinary
Subject	"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Vijay R. TATER & Co., Chartered Accountants (Firm Registration no. 111426W), Mumbai, be and is hereby re-appointed as Auditors of the company to hold the office from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be fixed by the Board of Directors of the Company."

Particulars	Number of e-voters	Number of votes contained in e-votes	Percentage of Total
Total Votes casted	0	0	0
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0



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**PANKAJ SHAH**

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**Annexure-IV**

Agenda No.4	Type of Resolution: Ordinary
Subject	"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mukesh Hakralal Patel (DIN: 05179865), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30/09/2014 upto 29/09/2019, not liable to retire by rotation."

Particulars	Number of e-voters	Number of votes contained in e-votes	Percentage of Total
Total Votes casted	0	0	0
Assent	0	0	0
Dissent	0	0	0
Total	0	0	0

