

**MUNOTH CAPITAL MARKET LIMITED**

**CIN: L99999GJ1986PLC083614**

**Registered Office: Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S.G.Road,  
Ahmedabad- 380058, Gujarat, India.**

**Phone No.:079-26937954 E-mail:munoth@gmail.com Website:www.munoth.com**

October 01, 2015

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, 2015 at Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S.G.Road, Ahmedabad - 380058.

Name of the Company	MUNOTH CAPITAL MARKET LIMITED
Date of the AGM	30/09/2015
Total number of shareholders as on Record date	171
No. of Shareholders present in the meeting either in person or through	8
Proxy:	0
Promoters and Promoter group:	5
Public:	3
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 receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 including Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and Reports of the Board of Directors and Auditors 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 against on Votes polled
Promoters	Physical	6524172	----	----	----	----	----	NIL
	E-voting		4983822	76.39	4983822	NIL	100	----
Public	Physical	2466828	252630	10.24	252630	NIL	100	NIL
	E-voting		----	----	----	----	----	----
<b>Total</b>		<b>8991000</b>	<b>5236452</b>	<b>86.63</b>	<b>5236452</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

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

To appoint director in place of Mr. Siddharth Shantilal Jain (DIN: 00370650), 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 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	6524172	----	----	----	----	----	NIL
	E-voting		4983822	76.39	4983822	NIL	100	----
Public	Physical	2466828	252630	10.24	252630	NIL	100	NIL
	E-voting		----	----	----	----	----	----
<b>Total</b>		<b>8991000</b>	<b>5236452</b>	<b>86.63</b>	<b>5236452</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	6524172	----	----	----	----	----	NIL
	E-voting		4983822	76.39	4983822	NIL	100	----
Public	Physical	2466828	252630	10.24	252630	NIL	100	NIL
	E-voting		----	----	----	----	----	----
<b>Total</b>		<b>8991000</b>	<b>5236452</b>	<b>86.63</b>	<b>5236452</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

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

Appointment of Mr. Mr. Sumit Khanna (DIN: 01180220) 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	6524172	----	----	----	----	----	NIL
	E-voting		4983822	76.39	4983822	NIL	100	----
Public	Physical	2466828	252630	10.24	252630	NIL	100	NIL
	E-voting		----	----	----	----	----	----
<b>Total</b>		<b>8991000</b>	<b>5236452</b>	<b>86.63</b>	<b>5236452</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**

*Siddharth Shantilal Jain*  
Compliance officer  
(Siddharth Shantilal Jain)



**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

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

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

30<sup>th</sup> September, 2015

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: L99999GJ1986PLC083614), held on 30<sup>th</sup> September, 2015 at Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S.G.Road, Ahmedabad - 380058 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 Wednesday, 30<sup>th</sup> September, 2015.

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 Wednesday, 30<sup>th</sup> September, 2015.

1. The members of the Company were given an option to vote electronically on E-voting platform, provided by the NSDL from September 24, 2015 till September 29, 2015. The E voting results were unblocked by me on Tuesday, 29<sup>th</sup> September, 2015, in the presence of two witnesses. My detailed scrutinizer's report dated 29<sup>th</sup> September, 2015 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 30<sup>th</sup> September, 2015 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.
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: 30/09/2015



*Pankaj K. Shah*  
Name & Signature of Scurtinizer

**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

701-A, Nirman, Opp. Havmore  
Restaurant, Navrangpura,  
Ahmedabad – 380 009.  
Phone : 26562980PANKAJ SHAH  
B.Com, F.C.A., A.C.S.**Munoth Capital Market Limited**  
Annual general meeting- 30<sup>th</sup> September, 2015

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

Particulars	No. of members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	3	7	10	252630	4983822	5236452	100
Dissent	0	0	0	0	0	0	0
Total	3	7	10	252630	2448350	5236452	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, 2015

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

Particulars	No. of members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	3	7	10	252630	4983822	5236452	100
Dissent	0	0	0	0	0	0	0
Total	3	7	10	252630	2448350	5236452	100

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



**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

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Ahmedabad – 380 009,  
Phone : 26562980

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

Munoth Capital Market Limited  
Annual general meeting- 30<sup>th</sup> September, 2015

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

Particulars	No. of members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	3	7	10	252630	4983822	5236452	100
Dissent	0	0	0	0	0	0	0
Total	3	7	10	252630	2448350	5236452	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, 2015

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

Particulars	No. of members present and voting (in person or by proxy)			No. of votes contained in			Percentage
	Poll	E -votes	Total	Poll	E -votes	Total	
Assent	3	7	10	252630	4983822	5236452	100
Dissent	0	0	0	0	0	0	0
Total	3	7	10	252630	2448350	5236452	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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Restaurant, Navrangpura,  
Ahmedabad – 380 009.  
Phone : 26562980

30<sup>th</sup> September 2015

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

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies ,  
(Management and Administration) Rules, 2014]

To,  
The Chairman,

Of Annual General meeting of the Equity Shareholders M/s. Munoth Capital Market Limited (CIN: L99999GJ1986PLC083614), held on 30<sup>th</sup> September, 2015 at 105, Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S.G.Road, Ahmedabad – 380058 at 11.00 a.m.

Sir,

I, Pankaj K. Shah of M/s. Pankaj K. Shah Associates, Chartered Accountant, appointed as Scrutinizer as per letter dated 14<sup>th</sup> August, 2015 for the purpose of the Poll taken on the below mentioned resolution, at the Annual General meeting of the Equity Shareholders of "Munoth Capital Market Limited" held on Wednesday September 30, 2015 at 11.00 a.m. at the 105, Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S.G.Road, Ahmedabad - 380058, submit my report as under:

1. After the time fixed for the closing of the Poll by the Chairman, one ballot box kept for polling was locked in presence of my Authorized Representative with due identification mark placed by him.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Purva Sharegistry (India) Pvt. Ltd., the Registrar and Transfer agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. Result of the Poll is annexed herewith Resolution- wise.
5. Soft copy of the list of Equity Shareholders who have voted "FOR", "AGAINST" and those whose votes were declared invalid for each Resolution has been provided to Mr. Siddharth Jain, Compliance Officer of the Company.
6. The poll papers 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 : 30.09.2015



*Pankaj K. Shah*  
Name & Signature of Scrutinizer

# PANKAJ K. SHAH ASSOCIATES

CHARTERED ACCOUNTANTS

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

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

Annexure-I

The result of the poll is as under:

## 1. Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 including Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	252630	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
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# PANKAJ K. SHAH ASSOCIATES

CHARTERED ACCOUNTANTS

701-A, Nirman, Opp. Havmore  
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Phone : 26562980

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

## Annexure-II

The result of the poll is as under:

### 2. Ordinary Resolution

To appoint director in place of Mr. Siddharth Shantilal Jain (DIN: 00370650), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	252630	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
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# PANKAJ K. SHAH ASSOCIATES

CHARTERED ACCOUNTANTS

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Ahmedabad – 380 009.  
Phone : 26562980

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

## Annexure-III

The result of the poll is as under:

### 3. Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Vijay R. Tater & Co., Chartered Accountants (Firm Registration no. 111426W), Mumbai approved in the last Annual General meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 is hereby ratified in the Annual General Meeting till conclusion of Next Annual General Meeting, with remuneration as may be decided by the Board of Directors."

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	252630	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
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# PANKAJ K. SHAH ASSOCIATES

CHARTERED ACCOUNTANTS

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Ahmedabad – 380 009.  
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PANKAJ SHAH  
B.Com, F.C.A., A.C.S.

## Annexure-IV

The result of the poll is as under:

### 4. Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Sumit Khanna (DIN: 01180220), who was appointed as a Director of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General meeting and in respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, signifying his intention to propose Mr. Sumit Khanna as a candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 30<sup>th</sup> September, 2015 and not liable to retire by rotation.”

#### (i) Voted in favour of the Resolution:

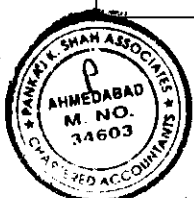
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	252630	100%

#### (ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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#### (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
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## **PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

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

29<sup>th</sup> September, 2015

### 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  
Shanti Nivas, Opp. Shapath - V,  
Nr. Karnavati Club, S.G.Road,  
Ahmedabad – 380058.

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 Wednesday September 30, 2015 at 11.00 a.m. at the Shanti Nivas, Opp. Shapath - V, Nr. Karnavati Club, S.G.Road, Ahmedabad - 380058, for the purpose of voting by electronic means on the below mentioned resolution(s), on agenda as contained in the Notice dated 14<sup>th</sup> August, 2015.

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 Thursday, September 24, 2015 at 9.30 a.m. and ended on Tuesday, September 29, 2015 at 6.00 p.m.
3. Accordingly, the e-voting votes cast were taken into account and at the end of this voting period, on Tuesday, 29<sup>th</sup> September, 2015 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 Tuesday, 28<sup>th</sup> September, 2015.



**PANKAJ K. SHAH ASSOCIATES**

**CHARTERED ACCOUNTANTS**

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

701-A, Nirman, Opp. Havmore  
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Phone : 26562980

5. Based on the results made available to me, seven members have 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 : 29.09.2015



*Pankaj Kantilal Shah*  
Name & Signature of Scrutinizer

# PANKAJ K. SHAH ASSOCIATES

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Phone : 26562980

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

## Annexure-I

Agenda No.1	Type of Resolution: Ordinary
Subject	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 including Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and Reports of the Board of Directors and Auditors thereon.

Particulars	Number of e-voters	Number of votes contained in e-votes	Percentage of Total
Assent	7	4983822	100
Dissent	0	0	0
Total	7	4983822	100

## Annexure-II

Agenda No.2	Type of Resolution: Ordinary
Subject	To appoint director in place of Mr. Siddharth Shantilal Jain (DIN: 00370650), 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
Assent	7	4983822	100
Dissent	0	0	0
Total	7	4983822	100



**PANKAJ K. SHAH ASSOCIATES**

CHARTERED ACCOUNTANTS

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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 sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Vijay R. Tater & Co., Chartered Accountants (Firm Registration no. 111426W), Mumbai approved in the last Annual General meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 is hereby ratified in the Annual General Meeting till conclusion of Next Annual General Meeting, with remuneration as may be decided by the Board of Directors."

Particulars	Number of e-voters	Number of votes contained in e-votes	Percentage of Total
Assent	7	4983822	100
Dissent	0	0	0
Total	7	4983822	100

**Annexure-IV**

Agenda No.4	Type of Resolution: Ordinary
Subject	"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Sumit Khanna (DIN: 01180220), who was appointed as a Director of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General meeting and in respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, signifying his intention to propose Mr. Sumit Khanna as a candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 30 <sup>th</sup> September, 2015 and not liable to retire by rotation."

Particulars	Number of e-voters	Number of votes contained in e-votes	Percentage of Total
Assent	7	4983822	100
Dissent	0	0	0
Total	7	4983822	100

