



SMIFS CAPITAL MARKETS LIMITED

October 15, 2024

To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001.

To,
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Dear Sir,

Sub: Declaration of Voting Results of Postal Ballot through remote e-Voting

This is further to the Postal Ballot Notice dated September 11, 2024 for seeking consent of the Members of the Company by way of Special Resolutions through the remote e-voting process for the following:

1. Adoption of new set of Memorandum of Association of Company as per the Companies Act, 2013.
2. Adoption of new set of Articles of Association of Company as per the Companies Act, 2013.
3. Issuance of Equity Shares on a preferential basis to the persons belonging to the Non-Promoter Category.
4. Issuance of fully convertible Warrants into Equity shares on a preferential basis to the persons belonging to Promoter and Non- Promoter Category.

The remote e-voting process concluded on October 14, 2024 at 05:00 P.M. (IST), post which Mr. Sudhansu Sekhar Panigrahi, Practicing Company Secretary, appointed by the Company as Scrutinizer for conducting the Postal Ballot process has submitted his report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the above Special Resolutions with the requisite majority.

Accordingly, please find the following:

- a) Voting results of the said Postal Ballot activity through remote e-voting, in relation to the aforesaid business, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**Annexure - 1**).
- b) The Scrutinizer's Report dated October 14, 2024, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**Annexure - 2**).

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company – www.smifscap.com and on the website of Central Depository Services Limited – www.cdslindia.com

You are requested to kindly take same on record.

Yours Faithfully

For **SMIFS CAPITAL MARKETS LIMITED**

(Poonam Bhatia)

Company Secretary-cum-Compliance Officer



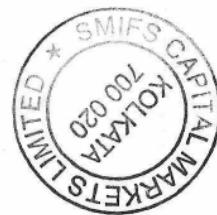


SMIFS CAPITAL MARKETS LIMITED

Annexure-1

Voting Results of Postal Ballot Activity through remote e-Voting

Date of the AGM/EGM	Not applicable (Resolutions passed through Postal Ballot on October 14, 2024)
Total number of shareholders on record date	1937
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter group • Public	Not applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: • Promoter and Promoter group • Public	Not applicable (Resolutions passed through Postal Ballot)





SMIFS CAPITAL MARKETS LIMITED

Resolution No. 1 (SPECIAL RESOLUTION) Adoption of New set of Memorandum of Association 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	Promoter Group	E-Voting	1	2	3=(2/1*100)	4	5	6=(4/2)*100	7=(5/2)*100
		Postal Ballot	3064051	3064051	100	3064051	Nil	100	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	2	617105	341581	55.352	341581	Nil	100
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	617105	341581	55.352	341581	Nil	100	Nil
3	Public Non Institution	E-Voting	3	1903844	101334	5.32	42757	58577	42.19
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	42757	58577	42.19	57.81

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Thus the Special Resolution set out in the Notice dated September 11, 2024 was approved by the members with requisite majority.



SMIFS CAPITAL MARKETS LIMITED

Resolution No. 2 (SPECIAL RESOLUTION) Adoption of New set of Articles of Association 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	Promoter Group	E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	617105	341581	55.352	341581	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	617105	341581	55.352	341581	Nil	100	Nil
3	Public Non Institution	E-Voting	1903844	101334	5.32	42757	58577	42.19	57.81
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	42757	58577	42.19	57.81

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Thus the Special Resolution set out in the Notice dated September 11, 2024 was approved by the members with requisite majority.





SMIFS CAPITAL MARKETS LIMITED

		Resolution No. 3 (SPECIAL RESOLUTION) Issue of Equity Shares on preferential basis to persons belonging to non-promoter category.							
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	3064051	3064051	100	3064051	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	617105	341581	55.352	341581	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	617105	341581	55.352	341581	Nil	100	Nil
3	Public Non Institution	E-Voting	1903844	101334	5.32	37764	63570	37.27	62.73
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	37764	63570	37.27	62.73

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Thus the Special Resolution set out in the Notice dated September 11, 2024 was approved by the members with requisite majority.





SMIFS CAPITAL MARKETS LIMITED

Resolution No. 4 (SPECIAL RESOLUTION) Issue of Fully Convertible Warrants into Equity Shares on preferential basis to persons belonging to Promoter and non-promoter category.

	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	Promoter Group	1	2	3=(2/1*100)	4	5	6=(4/2)*100	7=(5/2)*100	
		E-Voting	3064051	3064051	100	3064051	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Public Institution	Total	3064051	3064051	100	3064051	Nil	100	Nil
		E-Voting	617105	341581	55.352	341581	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Public Non Institution	Total	617105	341581	55.352	341581	Nil	100	Nil
		E-Voting	1903844	101334	5.32	39257	62077	38.74	61.26
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	39257	62077	38.74	61.26

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Thus the Special Resolution set out in the Notice dated September 11, 2024 was approved by the members with requisite majority.



Scrutinizer's Report

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014

To
The Chairman
SMIFS CAPITAL MARKETS Ltd
Vaibhav, 4F, 4 Lee Road
Kolkata - 700 020, West Bengal

Dear Sirs/Madams

- (1) I, Sudhansu Sekhar Panigrahi, Practicing Company Secretary (ACS 23187 /CP 19649) was appointed as Scrutinizer by the Company for conducting Postal Ballot and E-Voting process in a fair and transparent manner in terms of resolution of Board of Directors passed on 11th September, 2024.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-Voting and Postal Ballot on the resolutions contained in the Notice of Postal ballot and E-Voting dated 11th September, 2024. My responsibility as a scrutinizer for the voting process through electronic means and Postal Ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the report generated from the e-voting system of Central Depository Services (India) Ltd (CDSL) and of voting through Postal Ballots as provided by M/s Maheshwari Datamatics Private Limited, Kolkata the agencies engaged by the Company to provide e-voting and Postal Ballot facilities.
- (3) I submit the report as under:
 - i. The Company has completed the dispatch of Postal Ballot Notice (Containing E-Voting instructions) via electronic mode by 11th September, 2024 to its members whose names appeared on the Register of Members as on 6th September, 2024.
 - ii. Members were provided the opportunity to cast their votes only through electronic voting system in terms of platforms provided by CDSL E-Voting System. (www.evotingindia.com)
 - iii. The e-voting period remained open from 9 a.m. IST on Sunday the 15th day of September, 2024 up to 5 p.m. IST on Monday the 14th day of October, 2024.
 - iv. The share holders holding shares as on the "cut off" date i.e. 6th day of September, 2024 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of Postal Ballot dated 11th September, 2024.



v. The result of electronic voting were downloaded on Monday, the 14th October, 2024 around 6.54 pm after the completion of E-Voting in the presence of two witnesses namely Mr Pawan Kumar of 75 Metcalf Street, 2nd Floor, Kolkata – 700 013 and Mr Subir Karmakar of 75 Metcalf Street, 2nd Floor, Kolkata – 700 013 who are not in the employment of the Company.

vi. There were no Physical Ballots received by the company.

vii. The summary of votes casted through E-Voting System (EVSN:240913027) is as follows:

Resolution No. 1 (SPECIAL RESOLUTION) Adoption of New set of Memorandum of Association 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	3064051	3064051	100	3064051	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	617105	341581	55.352	341581	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	617105	341581	55.352	341581	Nil	100	Nil
3	Public Non Institution	E-Voting	1903844	101334	5.32	42757	58577	42.19	57.81
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	42757	58577	42.19	57.81

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Resolution carried by requisite majority



Resolution No. 2 (SPECIAL RESOLUTION) Adoption of New set of Articles of Association 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	3064051	3064051	100	3064051	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	617105	341581	55.352	341581	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	617105	341581	55.352	341581	Nil	100	Nil
3	Public Non Institution	E-Voting	1903844	101334	5.32	42757	58577	42.19	57.81
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	42757	58577	42.19	57.81

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Resolution carried by requisite majority.....



Resolution No. 3 (SPECIAL RESOLUTION) Issue of Equity Shares on preferential basis to persons belonging to non-promoter category.									
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	3064051	3064051	100	3064051	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	617105	341581	55.352	341581	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	617105	341581	55.352	341581	Nil	100	Nil
3	Public Non Institution	E-Voting	1903844	101334	5.32	37764	63570	37.27	62.73
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	37764	63570	37.27	62.73

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Resolution carried by requisite majority.....



Resolution No. 4 (SPECIAL RESOLUTION) Issue of Fully Convertible Warrants into Equity Shares on preferential basis to persons belonging to Promoter and non-promoter category.									
	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	3064051	3064051	100	3064051	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	3064051	3064051	100	3064051	Nil	100	Nil
2	Public Institution	E-Voting	617105	341581	55.352	341581	Nil	100	Nil
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	617105	341581	55.352	341581	Nil	100	Nil
3	Public Non Institution	E-Voting	1903844	101334	5.32	39257	62077	38.74	61.26
		Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Total	1903844	101334	5.32	39257	62077	38.74	61.26

Details of Invalid Votes	
Category	No of Votes
Promoter & Promoter Group	Nil
Public Institution	Nil
Public Non Institution	Nil

Resolution carried by requisite majority.....



- (vii) The ballot forms, e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman considers, approve and signs the minutes of physical ballot and e-voting.
- (viii) The proposed resolutions have been therefore approved by the share holders of the Company with requisite majority.
- (ix) You may declare the result of e-voting and physical ballot accordingly.

Thanking You

Yours Truly


 Sudhansu Sekhar Panigrahi
 Practicing Company Secretary
 C.P. No 19649

We the undersigned witness that the votes in respect of e-voting of share holders of SMIFS Capital Markets Ltd were unblocked from e-voting website of Central Depository Services (India) Ltd (CDSL) in our presence at on 14th October, 2024.

Witnesses

Pawan Kumar
 75, Metcalf Street, 2nd Floor
 Kolkata – 700 013

Signature....

Subir Karmakar
 75, Metcalf Street, 2nd Floor
 Kolkata – 700 013

Signature....

Counter Signed by
 For SMIFS Capital Markets Ltd



Chairman

(Kishor Shah)
 DIN: 00170502

UDIN : A023187F001560701

Place: Kolkata
 Date : 15.10.2024

