

MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF S.I. CAPITAL & FINANCIAL SERVICES LIMITED HELD ON MONDAY, 20TH SEPTEMBER, 2016 AT GREEN MEADOWS – CONFERENCE HALL, NO: 4/364-A, ANNA SALAI, PALAVAKKAM, CHENNAI – 600 041 AT 10.00 AM.

PRESENT:

- | | |
|--------------------------------|--|
| 1. Ms. Mary Rodrigues | : On the Chair, Managing Director & Member |
| 2. Mr. Vettath Abraham Kurian | : Director & Member |
| 3. Mr. Ranjith Kurian Matthan | : Independent Director & Chairman of Audit Committee |
| 4. Mr. Sanjay Arjundass Wadhwa | : Director & Member |
| 5. Mr. K. Sethuraman | : Independent Director & Chairman of Nomination & Remuneration Committee, Stakeholders relationship Committee & Independent Directors Committee. |

SPECIAL INVITEE:

- | | |
|-------------------------------|---------------------------|
| Mrs. Indhulekha S P, Advocate | : Scrutinizer of the poll |
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OTHER OFFICERS PRESENT:

- | | |
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| Ms. Danalakshmi. K | : Chief Financial Officer |
| CS Ms. Liya Antony | : Company Secretary |

And total 17 members as per the attendance Register.

PROCEEDINGS OF THE MEETING:

1. CHAIRMAN:

Mrs. Mary Rodrigues, Managing Director & Member occupied the Chair for the Meeting.

2. QUORUM:

CS Ms: Liya Antony, the Company Secretary informed that the adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and that the proceeding of the Meeting was commenced. The Chairman welcomed all the members, directors and auditors present in the meeting.

3. NOTICE OF THE 22ND ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 22nd Annual General Meeting along with the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2016 along with the Notes and the Report of the Board of



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directors along with its annexure, Secretarial Audit Report and the Auditor's Report have already been dispatched to the members both by registered post and electronic mode as per the records made available by the NSDL and to other members physically by registered post by the Registrar and Share Transfer Agent of the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read.

4. BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

5. PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per the requirement of the Companies Act, 2013 and the listing agreement the electronic voting has already been completed on 19th September, 2016 at 05.00 pm and now voting in the annual general meeting shall be conducted by way of poll therefore the members were requested to mark their assent or dissent on the MGT - 12 provided to them. She also informed that the members may ask their question on any agenda items of the company at any time during the meeting.

The Chairman also informed that the Company has appointed Mrs. Indhulekha S P, Advocate as scrutinizer to scrutinize the e-voting results as well as voting through poll.

The Chairman also informed in the meeting that the businesses being placed before the meeting for consideration and vote by Poll and informed that the results of the Meeting would be announced within 2 working days and the same shall be posted at the website of the Company and BSE and NSDL.

The Chairman informed the Meeting that the Scrutinizer will submit his report latest by 22nd September, 2016 on the E-voting showing the details of votes casted in favour of and against for each of the resolutions placed for members voting and will give a copy of the Scrutinizers Report on it.

Further the Chairman asked the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no questions were raised.

Thereafter, Ms. Mary Rodrigues read the agenda items of the notice of Annual General Meeting one by one as per notice of the AGM. CS Ms. Liya Antony arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty. The Members were provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT 12 in the Poll Box and requested to ensure that if any member had cast his vote by E-voting process, they will not be entitled to cast their votes by Poll and if it is cast, the Vote given by e-voting shall be considered as final. Further

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that Ms. Mary Rodrigues requested members to fill the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent as they may desire opposite to each of the proposed resolution.

The Chairman allowed 30 minutes time for polling and after the Scrutinizer ascertained that no member or proxy was left for polling, the Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

After scrutiny of the Poll Papers the Scrutinizer has submitted his report on Poll on the same day dated 20th September, 2016 along with the requisite papers, documents and records which were handed over to the Chairman and the Chairman accepted the Report of the Scrutinizer.

The Chairman declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 20th September, 2016 as under for all the purposes.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016:

This item of agenda was read by the Chairman and the members had necessary discussions on this subject before casting their votes by poll.

RESOLVED THAT the Balance Sheet as on 31st March 2016 & Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2016 along with the Report of the Board of Directors and the Corporate Governance Report, Secretarial Auditors report and the Statutory Auditor's Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted.

The Results of the Voting were as under:

(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
17	1807370	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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NIL	NIL	NIL
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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
NIL	NIL

The Resolution was declared as passed with requisite majority by Ordinary Resolution. None of the Interested Members did participate in the polling.

ITEM NO.2: RE-APPOINTMENT OF RETIRING DIRECTOR:

The next item of the agenda was discussed there at the meeting. Mr. Sanjay Arjundas Wadhwa (DIN:00203083), the Director retiring by rotation was eligible and offered himself for re-appointment. After brief discussions on this subject, the next item of agenda was taken up for discussion.

The Results of the Voting were as under:

(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
16	1550870	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
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

The Resolution was declared as passed by requisite majority by Ordinary Resolution. None of the Interested Members did participate in the polling.

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ITEM NO. 3: TO RACTIFY THE APPOINTMENT OF MR. A.M. THOMAS, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIX THEIR REMUNERATION

This item of agenda was read by the Chairman and the members had necessary discussions on this subject before casting their votes by poll.

RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of Mr. A.M. Thomas, Chartered Accountant, Membership Number. 22119, 0/60, Cheran Street, Parri Nagar, Ashok Nagar , Chennai 600 083, which has been approved at the 21st Annual General Meeting held on 28th September 2015 for a term of 5 years i.e from the conclusion of 21st AGM until the conclusion of 26th AGM, be and is hereby ratified for the financial year 2016-17 and the Board of Directors/Committee of the Board be and is hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit and/or continuous audit under the Companies, Act 2013.

The Results of the Voting were as under:

(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
17	1807370	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
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

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The Resolution was declared as passed by requisite majority by Ordinary Resolution. There were no Interested Members who participated in the polling.

6. VOTE OF THANKS:

There being no other business the Meeting concluded with a vote of thanks to the Chair. The Chairman said that she had great pleasure in conveying her sincere thanks to the Directors and members present at the meeting for their presence and cooperation for the orderly conduct of the meeting.

Place: Chennai
Date: 21.09.2016

CHAIRMAN & MANAGING DIRECTOR
(DIN: 01778843)