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Si Capital & Financial Services Limited

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CIN : L67190TN1994PLC029151

MINUTES OF THE 25TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF S.I. CAPITAL & FINANCIAL SERVICES LIMITED HELD ON THURSDAY, 26TH SEPTEMBER, 2019 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. Ms. Suzanne Venglet | : Director & Member |
| 3. Mr. Shanmugam Ramesh | : Independent Director |
| 4. Mr. Sanjay Arjundass Wadhwa | : Director & Member |
| 5. Mr. Chintan Bharat Shah | : Independent Director |

SPECIAL INVITEE:

Mr.C.Kathiravan,
Practicing Company Secretary : Scrutinizer of the poll

OTHER OFFICERS PRESENT:

Ms. Dhanalakshmi. K : Chief Financial Officer
CS Ms. Dhakshina Murthy Dhanalakshmi : Company Secretary

And total 18 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. Dhakshina Murthy Dhanalakshmi, 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.

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3. NOTICE OF THE 25th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 25th Annual General Meeting along with the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2019 along with the Notes and the Report of the Board of 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 CDSL 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 & STATUTRY 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 Wednesday, 25th September, 2019 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 Mr.C.Kathiravan, Practicing Company Secretary 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 CDSL.

The Chairman informed the Meeting that the Scrutinizer will submit his report latest by 27th September, 2019 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.



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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. Some of the shareholders asked the question regarding financial performances and future prospectus of the company and the chairman answered the queries raised by the shareholders.

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. Dhakshina Murthy Dhanalakshmi 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 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 26th September, 2019 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. 26th September, 2019 as under for all the purposes.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2019:

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 2019 & Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2019 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.

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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
18	1886860	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	NA

(iii) Invalid votes :

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	NA

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

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

To appoint a Director in the place of Mr.Suzanne Venglet (DIN: 01876633), Director who retires by rotation and being eligible, offers herself for re-appointment.

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
13	375520	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	NA

(iii) Invalid votes :

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	NA

The Resolution was not passed by the share holders.

None of the Interested Members did participate in the polling.

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SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 3: APPOINTMENT OF MR. SHANMUGAM RAMESH AS AN INDEPENDENT DIRECTOR

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,, Mr. Shanmugam Ramesh, DIN-06665080), who was holding position of the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from 30th November, 2018 and he will not be liable to retire by rotation."

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
18	1886860	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	NA

(iii) Invalid votes :

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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	NA

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

ITEM NO. 4: APPOINTMENT OF MR. CHINTAN BHARAT SHAH AS AN INDEPENDENT DIRECTOR

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,, Mr. Chintan Bharat Shah, DIN-08292828), who was holding position of the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from 30th November,2018 and he will not be liable to retire by rotation."

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
18	1886860	100

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(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	NA

(iii) Invalid votes :

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	NA

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

5. 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.

For SI CAPITAL & FINANCIAL SERVICES LTD.



Managing Director

Place: Chennai
Date: 26.09.2019

CHAIRMAN & MANAGING DIRECTOR
(DIN: 01778843)

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