



**SATHISH.V**  
B.COM, LL.B, PGDT, ACMA, FCS  
PRACTICING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH TOWERS  
JAWAHAR – MAHATMA ROAD,  
VYTTILA P.O, COCHIN – 682019, KERALA

Phone: 0484 – 4044551, 2964551 M - 9961333309 Email: sathish@sathishv.in

## **REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – as amended]

To,  
The Chairman  
**M/s S.I. Capital & Financial Services Ltd**  
(CIN - L67190TN1994PLC029151)  
Regd Office: 64, Montieth Road,  
Egmore  
CHENNAI - 600008

Dear Sir,

Sub: Report of Remote e-voting process and e - voting at the 26<sup>th</sup> Annual General Meeting of M/s S.I. Capital & Financial Services Ltd held on 30<sup>th</sup> September 2020

I, SATHISH V, Practicing Company Secretary holding Membership No FCS 8005 and Certificate of Practice No: 8343, was appointed by the Board of Directors of M/s S.I. Capital & Financial Services Ltd (The Company) as the Scrutinizer (*pursuant to Section of the Companies Act 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended*), for the purpose of scrutinizing the e-voting process (**remote e-voting**) and electronic voting (**e-voting**) during the 26<sup>th</sup> AGM, in respect of the below mentioned resolutions proposed in the Notice for the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Wednesday 30<sup>th</sup> September 2020 at 3.00 p.m through Video Conferencing (VC) /Other Audio Visual Means (OAVM).





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1. The Notice dated 29<sup>th</sup> August 2020, as confirmed by the Company, convening the 26<sup>th</sup> Annual General Meeting of its Equity Shareholders through Video Conferencing (VC) / Other Audio Visual Means (OAVM), was issued in accordance with General Circular numbers 14/2020, 17/2020, 20/2020 dated 8<sup>th</sup> April 2020; 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA).
2. The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed the dispatch of the Notice of the Annual General Meeting through electronic mode to those members whose email addresses are registered with the Company/ Depositories as on the cut-off date ie 23<sup>rd</sup> September 2020.
3. The Company had appointed M/s Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform to the shareholders of the company.
4. The Remote e-voting platform was open from Sunday 27<sup>th</sup> September 2020 at (9:00 am IST) to Tuesday 29<sup>th</sup> September 2020 at (5:00 pm IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special resolutions, on the e-voting platform provided by CDSL.
5. The Company had also arranged through CDSL, the facility of electronic voting (e-voting) to the shareholders present at the AGM through VC/ OAVM, and who had not cast their vote earlier through remote e-voting facility.





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6. After the closure of the e-voting at the AGM at 3.45 p.m IST, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the presence of two witnesses, who are not in employment of the Company/ Depositories/ RTA.
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the Notice of the 26<sup>th</sup> AGM.
8. My responsibility as Scrutinizer for the e-voting is restricted to making a Scrutinizers Report of the votes cast in favor or against the resolutions.
9. I now submit my consolidated Report as under on the result of the remote e-voting and e-voting in respect of the 13 resolutions as included in the Notice of 26<sup>th</sup> AGM:

#### **ORDINARY BUSINESS:**

##### **1. Adoption of Financial Statements for the year ended 31<sup>st</sup> March 2020**

###### **– Ordinary Resolution**

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority





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: 4 :

## 2. Appointment of Statutory Auditors

### – Ordinary Resolution

	ASSENT	DISSENT	TOTAL
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	100%	0	100%

**RESULT :** Passed with Requisite majority

### SPECIAL BUSINESS

## 3. Appointment of Mr Thandassery Balachandran Ramakrishnan (DIN: 01601072) as a Director

### – Ordinary Resolution

	ASSENT	DISSENT	TOTAL
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	100%	0	100%

**RESULT :** Passed with Requisite majority





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**4. Appointment of Mr Ramanathan Anchery (DIN: 02415497) as a Director**

**– Ordinary Resolution**

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority

**5. Appointment of Dr Anil Menon (DIN: 02390719) as Director**

**– Ordinary Resolution**

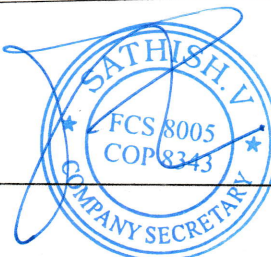
	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority

**6. Appointment of Mr Sreeram Kamalpriya Sreedharan (DIN: 06811964) as a non-Executive – Independent Director – Ordinary Resolution**

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority





: 6 :

**7. Appointment of Mr Rajesh Narayan Pillai (DIN: 07585805) as a non-Executive – Independent Director – Ordinary Resolution**

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority

**8. Increase of Authorised Share Capital – Ordinary Resolution**

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority

**9. Alteration of Capital Clause of Memorandum of Association of the Company – Ordinary Resolution**

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority





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### 10. Alteration of Articles of Association of the Company – Special Resolution

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority

### 11. Approval of Borrowing Limits – Special Resolution

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority

### 12. Approval to create Charge/ Mortgage over the properties of the company – Special Resolution

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority





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**13. Ratification of remuneration paid to Mr Sreeram Gopinathan Nair, who has resigned from the position of Managing Director of the company – Ordinary Resolution**

	<b>ASSENT</b>	<b>DISSENT</b>	<b>TOTAL</b>
Number of Members Voting	24	0	24
Number of Votes Cast by them	18,31,369	0	18,31,369
% of Valid Votes Cast	<b>100%</b>	<b>0</b>	<b>100%</b>

**RESULT :** Passed with Requisite majority

10. I observed that :

- a) 20 Members had cast their votes through remote e-voting during the period from 27<sup>th</sup> September 2020 to 29<sup>th</sup> September 2020
- b) 4 Members had exercised their votes through e-voting at the date of 26<sup>th</sup> AGM ie on 30<sup>th</sup> September 2020.

The combined voting results are as detailed in the Annexure A







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As required under Rule 20 (xii), A Register has been maintained in electronic form recording the assent or dissent received, the particulars of name, address, folio number or Client ID of the shareholders, number of shares held by them and the nominal value of such shares. None of these shares have any differential voting rights. All the relevant records of electronic voting, will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 26<sup>th</sup> Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you

Yours Faithfully

**SATHISH V**

Practicing Company Secretary  
FCS – 8005; CP – 8343

Place: Cochin  
Date: 30.09.2020



**UDIN: F008005B000823041**

The following is the summary of combined e voting results of  
**M/s S.I. Capital & Financial Services Ltd**  
 [CIN: L67190TN1994PLC029151]  
 relevant to the 26th Annual General Meeting of the company held on 30.09.2020

SL	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	ASSENT		DISSENT	
				NO OF VOTES	%	NO OF VOTES	%
1	ORDINARY BUSINESS Adoption of Annual Accounts for 2019 - 2020 ORDINARY RESOLUTION	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
	TOTAL	VOTES	18,31,369	18,31,369	100.000	-	-
		COUNT	24	24		-	
2	Appointment of Statutory Auditors ORDINARY RESOLUTION	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
	TOTAL	VOTES	18,31,369	18,31,369	100.00	-	-
		COUNT	24	24		-	



The following is the summary of combined e voting results of  
**M/s S.I. Capital & Financial Services Ltd**  
[CIN: L67190TN1994PLC029151]  
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SL	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	ASSENT		DISSENT	
				NO OF VOTES	%	NO OF VOTES	%
	<b>SPECIAL BUSINESS</b>						
3	Appointment of Mr Thandassery Balachandran Ramakrishnan (DIN :01601072) as a Director	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
	ORDINARY RESOLUTION	AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
		<b>COUNT</b>	<b>24</b>	<b>24</b>		<b>-</b>	
4	Appointment of Mr Ramanathan Anchery (DIN : 02415497) as a Director	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
	ORDINARY RESOLUTION	AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
		<b>COUNT</b>	<b>24</b>	<b>24</b>		<b>-</b>	
5	Appointment of Dr Anil Menon (DIN : 022390719) as a Director	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
	ORDINARY RESOLUTION	AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
		<b>COUNT</b>	<b>24</b>	<b>24</b>		<b>-</b>	



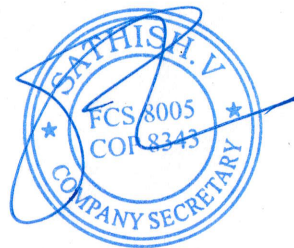
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[CIN: L67190TN1994PLC029151]  
relevant to the 26th Annual General Meeting of the company held on 30.09.2020

SL	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	ASSENT		DISSENT	
				NO OF VOTES	%	NO OF VOTES	%
6	Appointment of Mr Sreeram Kamalpriya Sreedharan (DIN: 06811964) as a Non-Executive Independent Director ORDINARY RESOLUTION	REMOTE E VOTE COUNT	18,31,344 20	18,31,344 20	100.00		-
		AGM E VOTE COUNT	25 4	25 4	100.00		-
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	-	-
		<b>COUNT</b>	<b>24</b>	<b>24</b>		-	
7	Appointment of Mr Rajesh Narayan Pillai (DIN: 07585805) as a Non-Executive Independent Director ORDINARY RESOLUTION	REMOTE E VOTE COUNT	18,31,344 20	18,31,344 20	100.00		-
		AGM E VOTE COUNT	25 4	25 4	100.00		-
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	-	-
		<b>COUNT</b>	<b>24</b>	<b>24</b>		-	
8	Increase of Authorised Share Capital ORDINARY RESOLUTION	REMOTE E VOTE COUNT	18,31,344 20	18,31,344 20	100.00		-
		AGM E VOTE COUNT	25 4	25 4	100.00		-
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	-	-
		<b>COUNT</b>	<b>24</b>	<b>24</b>		-	



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[CIN: L67190TN1994PLC029151]  
relevant to the 26th Annual General Meeting of the company held on 30.09.2020

SL	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	ASSENT		DISSENT	
				NO OF VOTES	%	NO OF VOTES	%
9	Alteration of Capital Clause of Memorandum of Association of the Company  ORDINARY RESOLUTION	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
		AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	-	-
		<b>COUNT</b>	<b>24</b>	<b>24</b>		-	
10	Alteration of Articles of Association of the Company  SPECIAL RESOLUTION	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
		AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	-	-
		<b>COUNT</b>	<b>24</b>	<b>24</b>		-	
11	Approval of Borrowing Limits  SPECIAL RESOLUTION	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
		AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	<b>TOTAL</b>	<b>VOTES</b>	<b>18,31,369</b>	<b>18,31,369</b>	<b>100.00</b>	-	-
		<b>COUNT</b>	<b>24</b>	<b>24</b>		-	



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**M/s S.I. Capital & Financial Services Ltd**  
 [CIN: L67190TN1994PLC029151]  
 relevant to the 26th Annual General Meeting of the company held on 30.09.2020

SL	SUBJECT MATTER OF THE RESOLUTION	MODE OF VOTING	TOTAL VOTES	ASSENT		DISSENT	
				NO OF VOTES	%	NO OF VOTES	%
12	Approval to create charge/ mortgage over the properties of the Company  SPECIAL RESOLUTION	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
		AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	TOTAL	VOTES	18,31,369	18,31,369	100.00	-	-
COUNT		24	24		-		
13	Ratification of remuneration paid to Mr Sreeram Gopinathan Nair,  SPECIAL RESOLUTION	REMOTE E VOTE	18,31,344	18,31,344	100.00		-
		COUNT	20	20			
		AGM E VOTE	25	25	100.00		-
		COUNT	4	4			
	TOTAL	VOTES	18,31,369	18,31,369	100.00	-	-
COUNT		24	24		-		

**NOTE**

REMOTE E VOTE: Refers to Electronic Voting at website [www.evotingindia.com](http://www.evotingindia.com) during the period 27/09/2020 to 29/09/2020  
 AGM E VOTE: Refers to Electronic Voting at 26th Annual General Meeting of the Company held on 30/09/2020



*Sathish V*  
 30/9/2020  
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