



Let's talk Forex

Si Capital & Financial Services Limited

Where Forex standards are set, not Just met

CIN : L67190TN1994PLC029151

18.03.2022

To
The General Manager - DCS
Listing Operations – Corporate Service Dept.
BSE Ltd.

Scrip Code: 530907

Dear Sir/ Madam,

Sub: Declaration of Results of Postal Ballot

In continuation of our letter dated February 15, 2022, we hereby submit that the following Resolutions embodied in the Postal Ballot Notice dated February 15, 2022 have been passed by the members with requisite majority:

1. Alteration of Object Clause of Memorandum of Association;
2. Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis;
3. Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Promoter Category and to Person(s) belonging to Non-Promoter Category on Preferential Basis;
4. Approval of Related Party Transaction; and
5. Adoption of new set of Articles of Association

The aforesaid resolutions are deemed to have been passed on the last date of e-voting, i.e., Thursday, March 17, 2022.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Scrutinizer's Report dated March 18, 2022 for remote e-voting obtained from Mr. K Sreekrishna Kumar, Practicing Company Secretary.

The results along with the Scrutinizer's Report will be placed on the website of the Company, i.e., www.sicapital.co.in.

Kindly take the same on record.

Thank You

For **S.I. Capital & Financial Services Limited**

ANEETTA C VILSON
Company Secretary

Encl: As above

Regd. Office "Montieth Court", 64, Montieth Road, Egmore, Chennai - 600 008.
Tel : 044-28415438, 28415439, 42145840
E-mail : info@sicapital.co.in
Website : www.sicapital.co.in

VOTING RESULTS

| | |
|---|--|
| Name of the Company | S.I.Capital & Financial Services Limited |
| Record Date | 11-02-2022 |
| Total Number of Shareholders as on Record Date | 1681 |
| No. of Shareholders present in the meeting either in person or through proxy: | Not Applicable |
| Promoter | |
| Public | |
| No. of Shareholders attended the meeting through Video Conferencing: | Not Applicable |
| Promoter and Promoter Group | |
| Public | |
| No. of resolutions passed | 5 |

Voting details for the Postal Ballot Voting process held from 16-02-2022 to 17-03-2022

| SLNO | RESOLUTION | Promoter/ Public | 1 No. of shares held (1) | 2 No. of votes polled (2) | 3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | 4 No. of Votes in favour (4) | 5 No. of Votes against (5) | 6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | 7 % of Votes against on votes polled (7)=[(5)/(2)]*100 | |
|--|---|---|-----------------------------|------------------------------|--|---------------------------------|-------------------------------|---|---|---|
| 1 | Special Resolution - Alteration of Object Clause of Memorandum of Association of the Company. | Promoter - E-Voting | 1610780 | 1610780 | 100.000 | 1610780 | 0 | 100.000 | 0.000 | |
| | | Promoter - Poll at AGM | | - | - | - | - | - | | |
| | | Promoter - Ballot by Post | | - | - | - | - | - | | |
| | | Total (A) | 1,610,780 | 1,610,780 | 100.000 | 1,610,780 | - | 100.000 | - | |
| | | Public - Institutions - E-Voting | 9200 | - | - | - | - | - | - | - |
| | | Public - Institutions - Poll at AGM | | - | - | - | - | - | | |
| | | Public - Institutions - Ballot by Post | | - | - | - | - | - | | |
| | | Total (B) | 9,200 | - | - | - | - | - | - | |
| | | Public - Non Institutions - E-Voting | 1380020 | 250024 | 18.117 | 250024 | 0 | 100.000 | 0.000 | |
| | | Public - Non Institutions - Poll at AGM | | - | - | - | - | - | | |
| Public - Non Institutions - Ballot by Post | - | - | | - | - | - | | | | |
| Total (C) | 1,380,020 | 250,024 | 18.117 | 250,024 | - | 100.000 | - | | | |
| Total (A+B+C) | 3,000,000 | 1,860,804 | 62.027 | 1,860,804 | 0 | 100.000 | 0.000 | | | |
| 2 | Special Resolution - Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential basis | Promoter - E-Voting | 1610780 | 1610780 | 100.000 | 1610780 | 0 | 100.000 | 0.000 | |
| | | Promoter - Poll at AGM | | - | - | - | - | - | | |
| | | Promoter - Ballot by Post | | - | - | - | - | - | | |
| | | Total (A) | 1,610,780 | 1,610,780 | 100.000 | 1,610,780 | - | 100.000 | - | |
| | | Public - Institutions - E-Voting | 9200 | - | - | - | - | - | - | |
| | | Public - Institutions - Poll at AGM | | - | - | - | - | - | | |
| | | Public - Institutions - Ballot by Post | | - | - | - | - | - | | |
| | | Total (B) | 9,200 | - | - | - | - | - | - | |
| | | Public - Non Institutions - E-Voting | 1380020 | 250024 | 18.117 | 250024 | 0 | 100.000 | 0.000 | |
| | | Public - Non Institutions - Poll at AGM | | - | - | - | - | - | | |
| Public - Non Institutions - Ballot by Post | - | - | | - | - | - | | | | |
| Total (C) | 1,380,020 | 250,024 | 18.117 | 250,024 | - | 100.000 | - | | | |
| Total (A+B+C) | 3,000,000 | 1,860,804 | 62.027 | 1,860,804 | 0 | 100.000 | 0.000 | | | |

| | | | | | | | | | |
|---------------|---|--|-----------|-----------|---------|-----------|-------|---------|-------|
| 3 | Special Resolution - Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Promoter Category and to Person(s) belonging to Non-Promoter Category on Preferential Basis. | Promoter - E-Voting | | 1610780 | 100.000 | 1610780 | 0 | 100.000 | 0.000 |
| | | Promoter - Poll at AGM | 1610780 | - | - | - | - | - | - |
| | | Promoter - Ballot by Post | | - | - | - | - | - | - |
| | | Total (A) | 1,610,780 | 1,610,780 | 100.000 | 1,610,780 | - | 100.000 | - |
| | | Public - Institutions - E-Voting | | - | - | - | - | - | - |
| | | Public - Institutions - Poll at AGM | 9200 | - | - | - | - | - | - |
| | | Public - Institutions - Ballot by Post | | - | - | - | - | - | - |
| | | Total (B) | 9,200 | - | - | - | - | - | - |
| | | Public - Non Institutions - E-Voting | | 250024 | 18.117 | 250024 | 0 | 100.000 | 0.000 |
| | | Public - Non Institutions - Poll at AGM | 1380020 | - | - | - | - | - | - |
| | | Public - Non Institutions - Ballot by Post | | - | - | - | - | - | - |
| Total (C) | 1,380,020 | 250,024 | 18.117 | 250,024 | - | 100.000 | - | | |
| Total (A+B+C) | 3,000,000 | 1,860,804 | 62.027 | 1,860,804 | 0 | 100.000 | 0.000 | | |

| | | | | | | | | | |
|---------------|--|--|-----------|---------|--------|---------|-------|---------|-------|
| 4 | Ordinary Resolution - Approval of Related Party Transaction. | Promoter - E-Voting | | - | - | - | - | - | - |
| | | Promoter - Poll at AGM | 1610780 | - | - | - | - | - | - |
| | | Promoter - Ballot by Post | | - | - | - | - | - | - |
| | | Total (A) | 1,610,780 | - | - | - | - | - | - |
| | | Public - Institutions - E-Voting | | - | - | - | - | - | - |
| | | Public - Institutions - Poll at AGM | 9200 | - | - | - | - | - | - |
| | | Public - Institutions - Ballot by Post | | - | - | - | - | - | - |
| | | Total (B) | 9,200 | - | - | - | - | - | - |
| | | Public - Non Institutions - E-Voting | | 250024 | 18.117 | 250024 | 0 | 100.000 | 0.000 |
| | | Public - Non Institutions - Poll at AGM | 1380020 | - | - | - | - | - | - |
| | | Public - Non Institutions - Ballot by Post | | - | - | - | - | - | - |
| Total (C) | 1,380,020 | 250,024 | 18.117 | 250,024 | - | 100.000 | - | | |
| Total (A+B+C) | 3,000,000 | 250,024 | 8.334 | 250,024 | 0 | 100.000 | 0.000 | | |

| | | | | | | | | | |
|---------------|---|--|-----------|-----------|---------|-----------|-------|---------|-------|
| 5 | Special Resolution - Adoption of new set of Articles of Association of the Company. | Promoter - E-Voting | | 1610780 | 100.000 | 1610780 | 0 | 100.000 | 0.000 |
| | | Promoter - Poll at AGM | 1610780 | - | - | - | - | - | - |
| | | Promoter - Ballot by Post | | - | - | - | - | - | - |
| | | Total (A) | 1,610,780 | 1,610,780 | 100.000 | 1,610,780 | - | 100.000 | - |
| | | Public - Institutions - E-Voting | | - | - | - | - | - | - |
| | | Public - Institutions - Poll at AGM | 9200 | - | - | - | - | - | - |
| | | Public - Institutions - Ballot by Post | | - | - | - | - | - | - |
| | | Total (B) | 9,200 | - | - | - | - | - | - |
| | | Public - Non Institutions - E-Voting | | 250024 | 18.117 | 250024 | 0 | 100.000 | 0.000 |
| | | Public - Non Institutions - Poll at AGM | 1380020 | - | - | - | - | - | - |
| | | Public - Non Institutions - Ballot by Post | | - | - | - | - | - | - |
| Total (C) | 1,380,020 | 250,024 | 18.117 | 250,024 | - | 100.000 | - | | |
| Total (A+B+C) | 3,000,000 | 1,860,804 | 62.027 | 1,860,804 | 0 | 100.000 | 0.000 | | |



**K. SREEKRISHNA KUMAR M.COM; MBA; M.PHIL; LL.B; FCS
PRACTISING COMPANY SECRETARY**

"KRISHNASREE", TC 36/1220 (Old No.TC 35/4165) Phone: 0487-2444555;2444755
PAZHAYANADAKKAVU, THRISSUR - 680001 Mob: 9526444555,9447024445

E-mail: sreekrishnakumarfcs@gmail.com

Consolidated Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the
Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman
S.I. CAPITAL & FINANCIAL SERVICES LIMITED
64, MONTIETH ROAD, EGMORE
CHENNAI-600008, TAMIL NADU

SUB: Consolidated Scrutinizer's Report on Postal Ballot process conducted through electronic voting system in accordance with Section 108 and Section 110 and other applicable provisions, if any of Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules,2014

Dear Sir,

I, CS K.Sreekrishna Kumar of M/s.K SREEKRISHNA KUMAR & CO, Practicing Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of S.I. CAPITAL & FINANCIAL SERVICES LIMITED (the Company) for the purpose of scrutinizing the Postal Ballot process conducted through electronic voting system in respect of the resolutions mentioned in the Notice of postal ballot dated 15.02.2022 in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said notice.

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made thereunder (ii) the MCA Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 relating to the postal ballot (via e-voting) process.

Our responsibility as scrutinizer for the e-voting for resolutions is restricted to making a 'Scrutinizers Report' of the votes cast as "assent" or "dissent" / "for" or "against" for the resolutions as stated in the Postal Ballot Notice, based on the reports generated from the electronic voting service facility provided by the CDSL website.





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E-mail: sreekrishnakumarfcs@gmail.com

I submit my report as under:

1. The company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for the conduct of remote e-voting by members.
2. The e-voting period commenced on Wednesday, 16th February, 2022 (09:00 IST) and ended on Thursday, 17th March, 2022 (17:00 IST).
3. The company has transmitted the Postal Ballot Notice through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company / Depositories, as on 11.02.2022.
4. The members of the company holding shares as on the cut-off date i.e. 11.02.2022 were entitled to vote on the proposed resolutions contained in the Notice dated 15.02.2022 through remote e-voting only.
5. At the end of the e-voting period on Thursday, 17th March, 2022 at 17:00 IST, the e-voting portal was disabled forthwith.
6. The votes cast through the e-voting process (remote e-voting) were unblocked on Thursday, 17th March, 2022 at around 17:15 (IST) in the presence of two witnesses who are not in the employment of the Company.
7. Thereafter, the details containing, inter alia, list of Members who assented or dissented to/voted for or against the resolutions that were put to vote was generated from the e-voting website.
8. The electronic votes recorded from Wednesday, 16th February, 2022 (09:00 IST) to Thursday, 17th March, 2022 (17:00 IST) being the last date and time fixed by the company for remote e-voting as available on the CDSL website has been considered for my scrutiny.
9. I now submit my consolidated report as under on the results of Postal Ballot process conducted through electronic voting system in respect to the said resolutions.





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PRACTICING COMPANY SECRETARY**

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E-mail: sreekrishnakumarfcs@gmail.com

RESOLUTION 1: Alteration of Object Clause of Memorandum of Association

To alter the object clause of the Memorandum of Association of the company by passing Special Resolution

1. Votes cast in favour of the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 14 | 1860804 | 100 |

2. Votes cast against the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 0 | 0 | 0 |

3. Invalid votes

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 0 | 0 |

Result: The above Special Resolution was passed with requisite majority since more than three fourth of the votes were cast in favour of the resolution.

RESOLUTION 2: Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis

To create, offer, issue and allot on preferential basis up to maximum of 2,00,000 (Two Lakhs Only) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 25/- to Mr. Anu Thomas Cheriyan by passing Special Resolution

1. Votes cast in favour of the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 14 | 1860804 | 100 |





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E-mail: sreekrishnakumarfcs@gmail.com

2. Votes cast against the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 0 | 0 | 0 |

3. Invalid votes

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 0 | 0 |

Result: The above Special Resolution was passed with requisite majority since more than three fourth of the votes were cast in favour of the resolution.

RESOLUTION 3: Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Promoter Category and to Person(s) belonging to Non-Promoter Category on Preferential Basis

To create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 4,00,000 (Four Lakhs Only) Convertible Warrants at a price of Rs. 25/- (Rupees Twenty-Five Only) To Sharewealth Securities Limited and Mr. Anu Thomas Cheriyan by passing Special Resolution

1. Votes cast in favour of the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 14 | 1860804 | 100 |

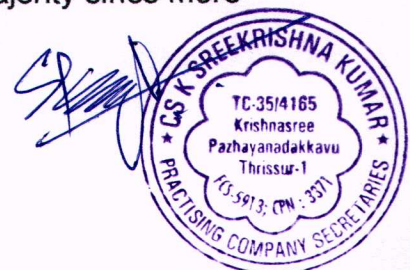
2. Votes cast against the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 0 | 0 | 0 |

3. Invalid votes

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 0 | 0 |

Result: The above Special Resolution was passed with requisite majority since more than three fourth of the votes were cast in favour of the resolution.





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E-mail: sreekrishnakumarfcs@gmail.com

RESOLUTION 4: Approval of Related Party Transaction

To enter into contract(s)/ arrangement(s)/ transaction(s) with related party by passing Ordinary Resolution

1. Votes cast in favour of the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 13 | 250024 | 100 |

2. Votes cast against the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 0 | 0 | 0 |

3. Invalid votes

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 0 | 0 |

Result: The above Ordinary Resolution was passed with requisite majority since the votes cast in favour exceeds the votes cast against the resolution.

RESOLUTION 5: Adoption of new set of Articles of Association (AoA)

To substitute the existing AoA with a new set of regulations based on the model Articles of Association for a company limited by shares contained in Table F of Schedule I of the Companies Act, 2013 by passing Special Resolution

1. Votes cast in favour of the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 14 | 1860804 | 100 |

2. Votes cast against the resolution

| Number of members voted | Number of valid votes cast | % of number of valid votes cast |
|-------------------------|----------------------------|---------------------------------|
| 0 | 0 | 0 |





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PRACTISING COMPANY SECRETARY**

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E-mail: sreekrishnakumarfcs@gmail.com

3. Invalid votes

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 0 | 0 |

Result: The above Special Resolution was passed with requisite majority since more than three fourth of the votes were cast in favour of the resolution.

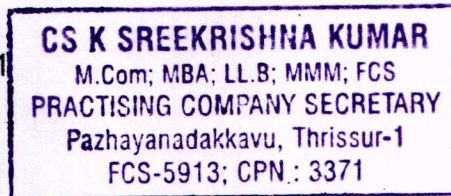
The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal ballot Voting process.

Thanking you

Yours faithfully,



CS K.SREEKRISHNA KUMAR
K SREEKRISHNA KUMAR & CO.
Practising Company Secretaries
TC 36/1220 (Old No.TC 35/4165),
Pazhayanadakkavu, Thrissur - 680001



Place: Thrissur

Date: 18.03.2022

UDIN: F005913C002976144

Annexure

**The following is the summary of remote e-voting results of
M/s S.I Capital & Financial Services Ltd
[CIN:L67190TN1994PLC029151]
relevant to the Postal Ballot Voting process held from Wednesday, 16th February, 2022
to Thursday, 17th March , 2022**

| SL | SUBJECT MATTER OF THE RESOLUTION | MODE OF VOTING | TOTAL VOTES | ASSENT | | DISSENT | |
|----|---|----------------|-------------|-------------|-----|-------------|---|
| | | | | NO OF VOTES | % | NO OF VOTES | % |
| 1 | SPECIAL RESOLUTION Alteration of Object Clause of Memorandum of Association | REMOTE E-VOTE | 1860804 | 1860804 | 100 | 0 | 0 |
| | | COUNT | 14 | 14 | | 0 | |
| 2 | SPECIAL RESOLUTION Issue of Equity Shares to Person(s) belonging to Non-Promoter Category on Preferential Basis | REMOTE E-VOTE | 1860804 | 1860804 | 100 | 0 | 0 |
| | | COUNT | 14 | 14 | | 0 | |
| 3 | SPECIAL RESOLUTION Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Promoter Category and to Person(s) belonging to Non-Promoter Category on Preferential Basis | REMOTE E-VOTE | 1860804 | 1860804 | 100 | 0 | 0 |
| | | COUNT | 14 | 14 | | 0 | |



| | | | | | | | |
|---|---|------------------|---------|---------|-----|---|---|
| 4 | ORDINARY RESOLUTION Approval of Related Party Transaction | REMOTE E-VOTE | 250024 | 250024 | 100 | 0 | 0 |
| | | COUNT | 13 | 13 | | 0 | |
| 5 | SPECIAL RESOLUTION Adoption of new set of Articles of Association (AoA) | REMOTE E-VOTE | 1860804 | 1860804 | 100 | 0 | 0 |
| | | COUNT | 14 | 14 | | 0 | |



[Handwritten Signature]
18.03.2022

CS K SREEKRISHNA KUMAR
M.Com; MBA; LL.B; MMM; FCS
PRACTISING COMPANY SECRETARY
Pazhayanadakkavu, Thrissur-1
FCS-5913; CPN.: 3371