



**CS.C. KATHIRAVAN**  
PRACTICING COMPANY SECRETARY  
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### SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable)

To:

The Managing Director  
S.I.CAPITAL & FINANCIAL SERVICES LIMITED  
64,MONTIETH ROAD,  
EGMORE, CHENNAI - 600008

Scrutinizer's Report on Postal Ballot and e-voting conducted in pursuant to Section 110 of Companies Act, 2013("the act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable.

Dear Sir,

I, C.Kathiravan, Practising Company Secretary, appointed by the Board of Directors of the Company at board meeting held on 20<sup>th</sup> December,2017 to act as the Scrutinizer in terms of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules,2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot out as per provisions of Companies Act, 2013, on the below mentioned resolution(s) do hereby submit my report as follows.-

1. The E- voting period remained open from Friday, 05th January 2018 at 9:00 a.m. and ended at 5:00 p.m. on Monday, 05th February 2018.
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off date i.e. Friday, 22<sup>nd</sup> December 2017 were entitled to vote electronically on the proposed resolution as set out in the Notice of Postal Ballot dated 20<sup>th</sup> December,2017 of S.I.CAPITAL & FINANCIAL SERVICES LIMITED



3. The postal ballot forms were duly opened in my presence and in the presence of Mr.R.Alagarsamy and Mr.Karthick, who are not in the employment of the company which were duly scrutinized and individual shareholding was matched/confirmed with register of members of the company/list of beneficiaries as on 22.12.2017.

5. With the support of M/s.GNSA Infotech Limited, Registrar & Transfer Agents (RTA) of the Company, the postal ballot Forms were scrutinized and signature of Members were verified with their Specimen Signatures registered with RTA and as provided by the Depositories.

6. The physical postal ballots were received up to 17.00 hours on 05<sup>th</sup> February, 2018 through self-addressed business reply envelopes.

7. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of <https://www.evoting.nsdl.com>.

8. The result of Postal ballot and e-voting are as under:-

#### RESOLUTION

#### 1.SPECIAL RESOLUTION FOR SALE OF LAND SITUATED AT ELAMKULAM VILLAGE, KANAYANUR TALUK, ERNAKULAM DISTRICT, KERALA UNDER SECTION 180(1)(A) OF THE COMPANIES ACT 2013.

	Remote e-voting		Voting Through Postal Ballot		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (Postal Ballot)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Total number of Shares for which votes cast
Voted in favour of the resolution	1	100	22	192000	23	192100	99.53
Voted against the resolution	1	100	3	800	4	900	0.47
Total	2	200	25	192800	27	193000	100.00
Invalid Votes	Nil		Nil		Nil		

**Note:** The shares of the interested persons has not taken into account while calculating the votes



**2. SPECIAL RESOLUTION FOR APPROVAL OF RELATED PARTY TRANSACTION WITH GREEN MEADOWS HOLIDAY RESORTS PVT LTD UNDER SECTION 188 OF THE COMPANIES ACT 2013.**

	Remote e-voting		Voting Through Postal Ballot		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (Postal Ballot)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Total number of Shares for which votes cast
Voted in favour of the resolution	1	100	22	192000	23	192100	99.53
Voted against the resolution	1	100	3	800	4	900	0.47
Total	2	200	25	192800	27	193000	100.00
Invalid Votes	Nil		Nil		Nil		

**Note:** The shares of the interested persons has not taken into account while calculating the votes

7. The details containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary/ Director authorised by the Board for safe keeping.

8. Based on the aforesaid results, I report that Special Resolution as contained in Item No.1 and Item No.2 of the postal ballot notice dated 20<sup>th</sup> December 2017 have been passed with requisite majority.

Thanking You



C.Kathiravan  
Practicing Company Secretary  
M No.45204 CP No.16677

Date:07.02.2018  
Place:Chennai

