

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Of 21ST Annual General Meeting of the Equity Shareholders of S.I. CAPITAL & FINANCIAL SERVICES LIMITED HELD ON MONDAY, 28TH SEPTEMBER, 2015 .
AT GREEN MEADOWS –
CONFERENCE HALL, NO: 4/364-A, ANNA SALAI, PALAVAKKAM, CHENNAI – 600 041 AT 09.00 AM.

Dear Sir,

1. I, Philip T Paul, Advocate, appointed by the Board of Directors of S.I. Capital & Financial Services Limited ("Company") as Scrutinizer for the purpose of scrutinising the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 21ST Annual General Meeting of the Equity Shareholders of S.I. Capital & Financial Services Limited held on Monday, 28TH September, 2015 at Green Meadows – Conference Hall, No: 4/364-A, Anna Salai, Palavakkam, Chennai – 600 041 at 09.00 AM.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules related to voting through electronic means on the resolutions contained in the notice to the 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The e-voting period opened on Friday, 25th September, 2015 at 9.00 am and ended on Sunday, 27th September, 2015 at 5:00 pm.
 - ii. The members of the Company as on the "cut off" date i.e., 18th September, 2015 were entitled to vote on the resolutions (items 1 to 6) as set out in the notice convening the 21st AGM of the Company.
 - iii. The votes cast were unblocked on 29-9-2015, in the presence of 2 witnesses, Ms. Annie Jacob and Mr. Senu Sam who were not in the employment of the Company.
 - iv. Thereafter the details containing inter alia, list of Equity Share Holders, who have voted "for" and "against" each of the Resolutions that were put to vote, were generated from the e-voting website of NSDL i.e., (<https://www.evoting.nsdl.com/>) and based on such reports generated, the result of the e-voting is as under:

(a) **ORDINARY RESOLUTION**

ITEM NO.1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015: To receive, consider and adopt the Audited Balance sheet and statement of Profit and Loss for the year ended 31st March, 2015 and the Reports of the Directors, Secretarial auditors and Statutory Auditors thereon

(i) Voted **in favour** of the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(ii) Voted **against** the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) **ORDINARY RESOLUTION**

ITEM NO.2: RE-APPOINTMENT OF RETIRING DIRECTOR: To appoint a Director in the place of, Mr. V. A. Kurien (DIN:01778831), Director who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(ii) Voted **against** the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) **ORDINARY RESOLUTION**

ITEM NO. 3: APPOINTMENT OF MR. A.M. THOMAS, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS: To appoint Statutory Auditors of the Company. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution

(i) Voted **in favour** of the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast

0	0	0%
---	---	----

(ii) Voted **against** the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) **SPECIAL BUSINESS BY ORDINARY RESOLUTION**
ITEM NO. 4: APPOINTMENT OF MR.KRISHNAPILLAI SETHURAMAN, DIN-06990255, AS INDEPENDENT DIRECTOR

(i) Voted **in favour** of the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(ii) Voted **against** the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(e) **SPECIAL BUSINESS BY ORDINARY RESOLUTION**
ITEM NO. 5: RE-APPOINT MR. RANJITH KURIAN MATHAN AS AN INDEPENDENT DIRECTOR

(i) Voted **in favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(ii) Voted **against** the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(f) **SPECIAL BUSINESS BY ORDINARY RESOLUTION**
ITEM NO. 6: APPOINTMENT OF MS. MS. MARY RODRIGUES AS
MANAGING DIRECTOR

(i) Voted **in favour** of the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(ii) Voted **against** the ordinary resolution:

Number of members voted in e-voting	Number of votes cast (Shares) e-voting	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

4. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



PHILIP J PAUL

Advocate

Place: Chennai

Dated: 29-9-2015