



# S.I. CAPITAL & FINANCIAL SERVICES LTD.

64, Montieth Court, Montieth Road, Egmore, Chennai – 600008.  
Ph: 044-28415438 / 39, E-mail: info@sicapital.co.in , Website: www.sicapital.co.in  
CIN : L67190TN1994PLC029151

## Postal Ballot Notice

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company (“Board”) has appointed Mr.C.Kathiravan, Practicing Company Secretary, as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Company not later than 17:00 hours IST on February 05, 2018. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17:00 hours IST on February 05, 2018 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on or before February 07, 2018 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company’s website, <http://www.sicapital.co.in/SICapitalShareholders>

by order of the Board of Directors  
for **S.I.CAPITAL & FINANCIAL SERVICES LIMITED**

**D. DHANALAKSHMI**  
COMPANY SECRETARY

Date:20.12.2017  
Place:Chennai

## RESOLUTION

ITEM NO.1 SALE OF LAND SITUATED AT ELAMKULAM VILLAGE, KANAYANUR TALUK, ERNAKULAM DISTRICT, KERALA.

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS “SPECIAL RESOLUTION:

‘RESOLVED THAT pursuant to Section 180 and other applicable provisions of the Companies Act, 2013 and the relevant rules framed there under, and pursuant to the powers conferred under Clause III(B)(4) of Memorandum of Association of the Company and in compliance with the requirement of Listing Agreement (if any), and laws and rules governing sale/transfer of title to immovable property, consent of the shareholders be and is hereby given to sell/dispose “Thevara Property” situated at Elamkulam Village, Kanayanur Taluk, Ernakulam District Kerala purchased during the year 1996”.

RESOLVED FURTHER THAT the property be sold to Green Meadows Holiday Resorts Pvt Ltd., a Company registered under the Companies Act, 1956 having its registered office at No.64 Montieth Road, Montieth Court Building, Egmore, Chennai 600 008 for a sum of Rs.2.10 crores [Rupees Two Crores and Ten Lakhs Only] who is holding the rest 50% of the property”.

RESOLVED FURTHER that, any of the Directors / Company Secretary or any other person as may be authorized by the Board of Directors of the company be and are hereby authorized to take necessary steps to enter into agreement for sale / sale agreement with Green Meadows Holiday Resorts Pvt Ltd., Chennai either through themselves or through any other authorized representative, to make declarations, file necessary documents and to do such other acts / deeds as may be required and deemed fit to bring into force the above resolution”.

RESOLVED FURTHER THAT, any of the Directors / Company Secretary or any other person as may be authorized by the Board of Directors of the Company be and are hereby severally authorized to get the said sale agreement executed, registered with the Registrar, necessary stamp duty be paid and do such other acts and deeds as may be required from time to time.

ITEM NO.2 FOR TRANSACTION WITH GREEN MEADOWS HOLIDAY RESORTS PVT LTD, BEING A RELATED PARTY FOR SALE OF LAND SITUATED AT ELAMKULAM VILLAGE UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND RULES THEREUNDER AND REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS “SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with the Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’ which expression shall also include any committee thereof) to Sale of land situated at Elamkulam Village, Kanayanur Taluk, Ernakulam District, Kerala to Green Meadows Holiday Resorts Pvt Ltd., a Company registered under the Companies Act, 1956 having its registered office at No.64 Montieth Road, Montieth Court Building, Egmore, Chennai 600 008 for a sum of Rs.2.10 crores [Rupees Two Crores and Ten Lakhs Only] who is holding the rest 50% of the property”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of assignment/ novation/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

## NOTES

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 22, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on December 22, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [info@sicapital.co.in](mailto:info@sicapital.co.in). The registrar and share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on December 22, 2017. The postal ballot period commences on January 05, 2018 (09:00 hours IST) and ends on February 05, 2018 (17:00 hours IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 hours IST) on February 05, 2018. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 17:00 hours IST on February 05, 2018 shall be deemed invalid.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any director of the Company duly authorized, on or before February 05, 2018 and will also be displayed on the Company website (<http://www.sicapital.co.in/>), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on February 05, 2018 i.e the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

## VOTING THROUGH ELECTRONIC MEANS

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its shareholders.

1. Shareholders whose email addresses are registered with the depository participant(s) will receive an email from NSDL informing them of their User ID and password. Once the shareholder receives the email, he or she will need to go through the following steps to complete the e-voting process:
  - a. Open email and open the PDF file titled 'remote e-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password. NOTE: If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password."
  - b. Launch your internet browser and type the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Click on Shareholder – Login
  - c. Enter the user ID and password (as mentioned in step 1.a or provided in the physical Postal Ballot Form). Click on Login.
  - d. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - e. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles
  - f. Select 'EVEN' (E-Voting Event Number) of "S.I.CAPITAL AND FINANCIAL SERVICES LIMITED".
  - g. Now you are ready for e-voting as the 'Cast Vote' page Opens.
  - h. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted
  - i. On confirmation, the message 'Vote cast successfully' will be displayed.
  - j. After you have voted on a resolution once, you will not be allowed to modify your vote
  - k. Institutional shareholders and body corporates (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter, power of attorney, etc., together with attested specimen signature of the authorized signatory(ies) who is / are authorized to vote, to the Scrutinizer via email to [cskathir@gmail.com](mailto:cskathir@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. For shareholders whose email IDs are not registered with Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
  - a. The initial user ID and password is provided at the bottom of the Postal Ballot Form.
  - b. Please follow the instructions from b. to k. as mentioned in step 1 to cast your vote
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote  
NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com  
In case shareholders are holding shares in demat mode, user ID is the combination of DPID + Client ID.  
In case shareholders are holding shares in physical mode, user ID is the combination of EVEN No + Folio No
6. The e-voting period commences on January 5, 2018 (09:00 hours IST) and ends on February 5, 2018(17:00 hours IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. December 26, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, he or she will not be allowed to change it.
7. The voting rights of shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. December 26, 2017. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

#### **Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013:**

##### **Item No.1**

The company has purchased a property named "Thevara property" situated at Survey No: Konthuruthi Desom in Elamkulam Volalge, Kanayanur Taluk, Ernakulam District, Kerala, total area of approximately 103 cents during the year 1996 jointly (50% - 50%) with SSF Limited for a consideration of Rs.68 lacs, being 50% value of the property.

Later in the year 2013, SSF Limited sold their 50% of the share of the property to Green Meadows Holiday Resorts Pvt Ltd., comprising of the front portion of the land.

Due to the adverse market conditions, the sale could not be effected till today. The market conditions still remain adverse, but however. Green Meadows Holiday Resorts Pvt Ltd., have agreed to buy the remaining 50% of the property from us.

This has been remaining in the books of the company as a dead asset and because of that, the activity of the company could not be conducted to the full extent possible. With the sale of this property, the company would be in a position to expand its activities and make it profitable from next year onwards.

Mrs. Mary Rodrigues and Mrs. Suzanne Venglet, Directors of the Company, are interested in this resolution.

Mr. V.A. Kurien, promoter is also interested in this resolution.

The Board proposes this resolution to be passed as a "Special Resolution" with or without modification.

Members may take note that documents pertaining to the business mentioned aforesaid are available at the registered office of the company for inspection at office hours on any working day upto February 05, 2018.

##### **Item No.2**

Pursuant to section 188 of the Companies Act 2013 the Company can enter into transaction mentioned under aforesaid resolution which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of special resolution. Though, your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis, still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act 2013.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

- a) Name of the related party: Green Meadows Holiday Resorts Pvt Ltd
- b) Name of the director or key managerial personnel who is related, if any: Mrs. Mary Rodrigues and Mrs. Suzanne Venglet, Directors of the Company, are interested in this resolution. Mr. V.A. Kurien, promoter is also interested in this resolution
- c) Nature of relationship: : Mrs. Mary Rodrigues, Mrs. Suzanne Venglet and V.A.Kurien are the promoters cum directors of Green Meadows Holiday Resorts Pvt Ltd is promoter group company
- d) Nature, material terms, monetary value and particulars of the contract or arrangement:  
Sale of land situated at Elamkulam Village, Kanayanur Taluk, Ernakulam District, Kerala to Green Meadows Holiday Resorts Pvt Ltd., a Company registered under the Companies Act, 1956 having its registered office at No.64 Montieth Road, Montieth Court Building, Egmore, Chennai 600 008 for a sum of Rs.2.10 crores [Rupees Two Crores and Ten Lakhs Only] who is holding the rest 50% of the property
- e) Any other information relevant or important for the members to take a decision on the proposed resolution:

All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall abstain from voting in respect of the resolution proposed at item no. 2 of the notice, irrespective of whether the entity is a party to the particular transaction or not.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice as special resolution.

Mrs. Mary Rodrigues and Mrs. Suzanne Venglet, Directors of the Company, are interested in this resolution.

Mr. V.A. Kurien, promoter is also interested in this resolution.

Members may take note that documents pertaining to the business mentioned aforesaid are available at the registered office of the company for inspection at office hours on any working day upto February 05, 2018.

by order of the Board of Directors  
for **S.I.CAPITAL & FINANCIAL SERVICES LIMITED**

Date:20.12.2017  
Place:Chennai

**D. DHANALAKSHMI**  
COMPANY SECRETARY



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## Postal Ballot Form

No.

Registered Folio No.	DP ID No.	Client ID No.	No. of Shares held

Name and Address of the Sole/  
First named Shareholder

Joint Holder's Name (if any)

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 20<sup>th</sup> December, 2017 by sending my/our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below

Item No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 to Sale Of Land Situated At Elamkulam Village, Kanayanur Taluk, Ernakulam District, Kerala			
2.	Special Resolution under section 188 and other applicable provisions of the Companies Act, 2013 to approve related party transaction With Green Meadows Holiday Resorts Pvt Ltd			

Date:

Place:

(Signature the Shareholder)

Note: Please read the instruction carefully before exercising your vote.