

www.bnkcapiatal.com**Date: 21st September, 2020**

The Deputy General Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejebhoy Towers,
Dalal Street, Mumbai - 400 001
Security Code: 500069

The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata - 700 001
Script Code: 10012048

Sub: Disclosure of Voting Results as per Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015

We are hereby enclosing herewith a copy of Consolidated Scrutinizer Report for voting results of the Company as per Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 for the 34th Annual General Meeting of the Company held on Saturday, 19th September, 2020 from 11:30 A.M. to 12:15 P.M. at the registered office of the company at Mayfair Tower, 2 Palm Avenue, Kolkata-700019 through video conferencing/ other audio visual means ("vc/oavm") facility. The Resolution No's 1,2,3,4,5 & 6, which were proposed in the said Annual General Meeting has been declared as passed .

Thanking You,

Yours faithfully
For BNK Capital Markets Ltd.

Rabindra Nath Mishra
CFO & Compliance Officer

An ISO 9001 : 2015 and ISO 27001 : 2015 COMPANY

Regd. Office : Mayfair Tower, 2, Palm Avenue, Kolkata-700019, (India). Telefax : +91-33 2280 0457, Tel. : +91-33 4602 2160-63,
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CIN No. : L34202WB1986PLC040542 • RBI Regn. No. : B_05.02574 • E-mail : corporate@bnkcapital.com

CS RINA SINGH
B.COM (Hons), ACS
Practising Company Secretary

5/1, C, Vidyasagar Road, 3rd Bye Lane,
Balaji Apartment, Kolkata-700065.
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015

To,
The Chairman
BNK Capital Markets Limited
Mayfair Tower
2 Palm Avenue
Kolkata – 700019

Dear Sir,

I, Rina Singh, Practising Company Secretary has been appointed by the Board of Directors of MIs. **BNK Capital Markets Limited** (the Company) as a scrutinizer as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the process of remote e-voting & electronic voting during the 34th Annual General Meeting of the Equity Shareholders of the Company held through Video Conferencing (VC) /Other Audio Visual Means (OAVM) on Saturday, the 19th day of September, 2020 at 11 :30 A.M. and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure requirements), 2015 as amended by the applicable circulars issued in this connection both by MCA & SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices & Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak COVID- 19 (Corona Virus) pandemic.

As mentioned in the Notice, the proceedings of the 34thAGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

1.The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means on the resolutions contained in the Notice to the 34th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer report of the votes cast in "favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by the Central Depository Services Limited (CDSL), the authorised agency to provide remote e-voting facilities, engaged by the Company and electronic voting during the Annual General Meeting.

Rina Singh


2. Further to the above, I submit my report as under:-

- i) The remote e-voting period remained open from wednesday, September 16, 2020 (09:00 A.M.) to Friday, September 18, 2020 (5:00 P.M.)
- ii) The members of the Company as on the "cut-off" date i.e. Saturday, September 12, 2020 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the AGM of the Company).
- iii) The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
- iv) The votes casted through e-voting and found not in accordance to the rules provided were treated as invalid.
- v) Thereafter, votes casted through remote e-voting and electronic voting were unblocked on 19th September, 2020 in the presence of 2 witnesses, Mr. Rishikesh Singh and Mrs. Sunita Devi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Rishikesh Singh

Mr. Rishikesh Singh

Mainak Adhikari

Mr. Mainak Adhikari

- vi) The result of the e-voting and voting at the venue are annexed. Accordingly, all the resolution nos. 1 to 6 set out in the notice of 34th AGM were passed with requisite majority.
- vii) The Register, all other papers and relevant records relating to electronic voting/ voting at the venue shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting where after the same will be handed over to the company secretary for safe keeping.

Thanking You,
Yours Faithfully,

Rina Singh
(Rina Singh)

Practising Company Secretary

Membership Number : ACS 58750

CP No : 22395

Place : Kolkata

Dated : 21st September, 2020

UDIN : A058750B000741608



(Annexure to the Scrutinizer's Report dated 21st September, 2020)

34th Annual General Meeting of BNK Capital Markets Limited

Details of Voting Results as per Reg. 44(3) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting:	Saturday, 19 th September, 2020
Total number of Shareholders on record date: (being the cut-off date for determining shareholders entitled to voting – 12 th Sept, 2020)	2060
No. of Shareholders present in the meeting either in person or through proxy: NA (As meeting was conducted through VC/OAVM)	
Promoter and Promoter Group:	NA
Public:	NA
Total	NA
No. of Shareholders attended the meeting through Video Conferencing: 53	
Promoters and Promoter Group:	12
Public:	41



Agenda – Wise disclosure

1. Resolution No 1:-

Resolution No: 1 A) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of Board of Directors and the Independent Auditors Report. B) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of Board of Directors and the Independent Auditors Report.

Resolution required : (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5968857	5968857	100.00	5968857	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		5968857	5968857	100.00	5968857	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting	1533409	1533409	100.00	1533406	3	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0.00	0.00
	Total		1533409	1533409	100.00	1533406	3	100.00
Total		7502266	7502266	100.00	7502263	3	100.00	0.00



Resolution No: 2 - To confirm Interim Dividend of Rs.2.50 per equity shares already paid for the year ended 31st March 2020.

Resolution required : (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	5968857	5968857	100.00	5968857	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		5968857	5968857	100.00	5968857	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Non Institutions	E-Voting	1533409	1533409	100.00	1533408	1	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0.00	0.00
	Total		1533409	1533409	100.00	1533408	1	100.00
Total		7502266	7502266	100	7502265	1	100.00	0.00



Resolution No: 3 - To re-appoint Shri Sanjeev Kumar Khandelwal (DIN: 00419799), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution?	Yes to the extent of their shareholding

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1855031*	1855031	100.00	1855031	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1855031	1855031	100.00	1855031	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting	1533409	1533409	100.00	1533408	1	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0.00	0.00
	Total	1533409	1533409	100.00	1533408	1	100.00	0.00
Total		3388440	3388440	100.00	3388439	1	100.00	0.00

*Votes polled by Mr. Ajit Khandelwal, Mr. Sanjeev Kumar Khandelwal holding shares either singly or jointly and Mrs Kalpana Khandelwal, Mrs Sangita Khandelwal, R S Khandelwal HUF has not been considers as they are interested in the resolution as being relatives.



Resolution No: 4 - To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution.

Resolution required : (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	5968857	5968857	100.00	5968857	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	5968857	5968857	100.00	5968857	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting	1533409	1533409	100.00	1533408	1	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0.00	0.00
	Total	1533409	1533409	100.00	1533408	1	100.00	0.00
Total		7502266	7502266	100.00	7502265	1	100.00	0.00



Resolution No : 5 - Re -Appointment of Ms. Heena Gorsia (DIN: 07060485) as an Independent Director.

Resolution required : (Ordinary/Special)	Ordinary
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	5968857	5968857	100.00	5968857	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		5968857	5968857	100.00	5968857	0	100.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting	1533409	1533409	100.00	1533408	1	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0.00	0.00
	Total		1533409	1533409	100.00	1533408	1	100.00
Total		7502266	7502266	100.00	7502265	1	100.00	0.00



Resolution No: 6 - Delisting of Shares from the Calcutta Stock Exchange.

Resolution required : (Ordinary/Special)	Special
Whether Promoter/Promoter Group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5968857	5968857	100.00	5968857	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	5968857	5968857	100.00	5968857	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public -Non Institutions	E-Voting	1533409	1533409	100.00	1533406	3	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0		0.00	0.00
	Total	1533409	1533409	100.00	1533406	3	100.00	0.00
Total		7502266	7502266	100.00	7502263	3	100.00	0.00

Rina Singh,

(Rina Singh)

Practising Company Secretary

Membership Number: ACS 58750,

CP No: 22395

Place : Kolkata

Dated : 21st September, 2020

UDIN : A058750B000741608

