

29.12.2025

To  
The General Manager – DCS  
Listing Operations – Corporate Service Department  
BSE Limited

**Scrip Code: 530907**

Dear Sir/ Madam,

**Sub: Postal Ballot Notice**

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') as amended from time to time, we attach herewith a copy of the Postal Ballot Notice ('Notice') of S.I. Capital & Financial Services Limited ('the Company') dated 27<sup>th</sup> December 2025, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act'), read with the Listing Regulations, for seeking approval of the Members of the Company on the following resolutions forming part of the Notice:

Sl. No	Description of Resolution	Type of Resolution
1	To approve the increase of Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association	Ordinary Resolution
2	To approve the appointment of Shri Vinod Manazhy (DIN: 08986929) as an Non Executive Independent Director of the Company	Special Resolution

A copy of the Postal Ballot Notice may be accessed at the Company's website at <http://www.sicapital.co.in>.

In compliance with various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('RTA') i.e., MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained

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CIN L67190TZ1994PLC040490

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by the Depositories as on Friday, 26th December 2025 ('Cut-off date'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of CDSL for providing the 'Remote E-Voting' facility to its Members. The Remote E-Voting facility will commence on Tuesday, December 30, 2025 at 09:00 A.M. India Standard Time ('IST') and will conclude on Wednesday, January 28, 2026 at 05:00 P.M. (IST) both days inclusive. Remote E-Voting will be disabled by CDSL on Wednesday, January 28, 2026 at 05:00 P.M. (IST).

The results of the Postal Ballot shall be announced on or before Friday, January 30, 2026, i.e. not later than 48 hours of conclusion of voting through 'Remote E-voting'. The same shall be posted on the Company's website [www.sicapital.co.in](http://www.sicapital.co.in) and on CDSL's website [www.evotingindia.com](http://www.evotingindia.com) and will also be communicated to the stock exchange where the Company's shares are listed.

Kindly take the same on record.

Thank you.

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

**Sujith K Ravindranath**  
**Company Secretary and Compliance Officer**

Encl: As above

## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of S.I.Capital & Financial Services Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act, read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice, is also attached. The Board of Directors has appointed Shri K Sreekrishna Kumar, a Practising Company Secretary (Membership No.: F5913), as Scrutiniser for conducting the Postal Ballot, through the e-voting process, fairly and transparently, and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	9:00 a.m. (IST) on Tuesday, December 30, 2025
End of e-voting	5:00 p.m. (IST) on Wednesday, January 28, 2026

The Scrutiniser will submit his report, after completion of the scrutiny, to the Chairman or Managing Director of the Company or any person authorised by them.

## **SPECIAL BUSINESS**

- To approve the increase of Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association and, in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including

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any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakhs) equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 16,00,00,000/- (Rupees Sixteen Crore only) by creation of additional 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

2. **To approve the appointment of Shri Vinod Manazhy (DIN: 08986929) as an Non Executive Independent Director of the Company and, in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Shri Vinod Manazhy (DIN: 08986929), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from December 27, 2025, be and is hereby approved;

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Sd/-

27-12-2025  
Thrissur

Sujith K Ravindranath  
Company Secretary

### NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners as on **Friday, December 26, 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business reply envelopes, are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [www.sicapital.co.in](http://www.sicapital.co.in), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (the agency for providing the Remote e-voting facility and e-voting system during the AGM), i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this postal ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, December 26, 2025, will be entitled to cast their votes by e-voting.
5. Resolutions passed through postal ballot are deemed to have been passed as if they had been passed at a General Meeting of the members.
6. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on the cut-off date. A person who is not a member on the relevant date should treat this notice for information purposes only.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. Members are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Members are

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requested to cast their vote through the e-voting process not later than 05:00 P.M. IST on January 28, 2026, to be eligible for being considered; failing which it will be strictly considered that no vote has been received from the member.

9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through e-voting. Based on the Scrutinizer's Report, the Results of the e-voting will be announced on or before January 30, 2026. The declared Results, along with the Scrutinizer's Report, will be displayed on the Company's website under the section 'Investors' ([www.sicapital.co.in](http://www.sicapital.co.in)), besides being communicated to the Stock Exchange, Depositories, Registrar and Share Transfer Agent.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on January 28, 2026, i.e., the last date specified for the receipt of votes through the e-voting process.
11. The amended Memorandum of Association of the Company will be available for inspection electronically on all working days until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [info@sicapital.co.in](mailto:info@sicapital.co.in).

## 12. GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The e-voting facility will be available during the following period:

**a. Commencement of e-voting - 09:00 A.M. (IST) on Tuesday, December 30, 2025.**

**b. End of e-voting - 05:00 P.M. (IST) on Wednesday, January 28, 2026.**

During this period, members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

### **Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

- (i) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
- (ii) Pursuant to above said SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made

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holding securities in Demat mode with <b>CDSL</b>	<p>available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <ol style="list-style-type: none"> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on the on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

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	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e. CDSL and NSDL**

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

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Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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## Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> <p>Company – <a href="mailto:info@sicapital.co.in">info@sicapital.co.in</a>/ 04259 – 233304/05  RTA – <a href="mailto:investor.helpdesk@in.mpms.mufg.com">investor.helpdesk@in.mpms.mufg.com</a>/ 0422 4958995   0422 2539835   0422 2539836</p>
Dividend Bank Details <b>OR</b> Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank</li> </ul>

(DOB)	details field.
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- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <S.I.Capital & Financial Services Limited> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@sicapital.co.in](mailto:info@sicapital.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [info@sicapital.co.in](mailto:info@sicapital.co.in) /RTA at [investor.helpdesk@in.mpms.mufig.com](mailto:investor.helpdesk@in.mpms.mufig.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

Sd/-

**27-12-2025  
Thrissur**

**Sujith K Ravindranath  
Company Secretary**

Registered Office:  
No.28, Second Floor, New Scheme Road  
Pollachi, Coimbatore, Tamil Nadu - 642001  
CIN: L67190TZ1994PLC040490  
Website: [www.sicapital.co.in](http://www.sicapital.co.in)  
E-mail ID: [info@sicapital.co.in](mailto:info@sicapital.co.in)

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Let's talk Forex

## ***Si Capital & Financial Services Limited***

*Where Forex standards are set, not just met*

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **Item 1**

The present authorised share capital of the Company is ₹6,00,00,000/-. To facilitate future fundraising, business expansion, and to provide flexibility for issuing further shares, the Board of Directors has proposed to increase the authorised share capital of the Company to Rs.16,00,00,000/- (Rupees Sixteen Crores only), divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

#### **Item 2**

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and his performance during his first tenure as Independent Director and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Shri Vinod Manazhy (DIN: 08986929), as an Independent Director of the Company. The Board of Directors, vide resolution dated December 27, 2025, considered the recommendation and appointed Shri Vinod Manazhy (DIN: 08986929), with effect from December 27, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the term of office of Shri Vinod Manazhy (DIN: 08986929) as an Independent Director will be for 5 (five) consecutive years from December 27, 2025, subject to the approval of members of the Company.

Shri Vinod Manazhy is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Shri Vinod Manazhy that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any

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order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Shri Vinod Manazhy's vast experience in the field of finance and banking will immensely benefit the Company. He also possesses skills in strategic planning, financial, regulatory/legal matters, risk management, corporate governance, etc.

He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof, or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Sections 149, 150, 152, read with Schedule IV to the Act and other applicable provisions of the Act, the appointment of Shri Vinod Manazhy as an Independent Director requires approval of the members of the Company.

Accordingly, the approval of members is sought for the appointment of Shri Vinod Manazhy as an Independent Director of the Company.

Shri Vinod Manazhy is interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to his appointment. Relatives of Shri Vinod Manazhy may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save, and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

<b>Name &amp; DIN</b>	<b>Mr. VINOD MANAZHY (DIN:08986929)</b>
Date of Birth	30.04.1970
Age	55 Years
Experience	<p>He is a Civil Engineering graduate with over 25 years of banking experience.</p> <p>He started his career with Federal Bank in May 1994 and has gained experience and exposure over the years, as Assistant Manager, up to the level of Head of Corporate Relationship Banking. During his tenure as a Banker, he got an opportunity to</p>





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	work with several NBFCs.  He has been serving on the Board of the Company from 10.12.2020 to 09.12.2025 during his first tenure as the Independent Director of the Company.
Qualifications	B.Tech (Civil)
Terms and Conditions of Appointment	Non-Executive Independent Director, not liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn	Sitting fees for attending meetings of the Board within the limit specified under the Companies Act, 2013. Rs.13,000/- in the financial year 2024-25
Date of first appointment on the Board and Date of Last Reappointment as Director	December 10, 2020 -
Shareholding / Beneficial ownership in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director / Manager / Key Managerial Personnel
No. of meetings of the Board attended during the period (FY 2024-25)	7
Directorships held in other Companies	1. Webond Footwears Private Limited 2. HSV Fashions Private Limited
Other listed entities from which the proposed director has resigned in the past three years	NIL
Skills and capabilities required for the role of the Director as identified by the Nomination and Remuneration Committee (NRC) and the manner in which the proposed person meets such requirements	A professional with ample experience in the banking sector, which would be beneficial for an NBFC.

Sd/-

**27-12-2025**

**Thrissur**

**Sujith K Ravindranath**  
**Company Secretary**

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