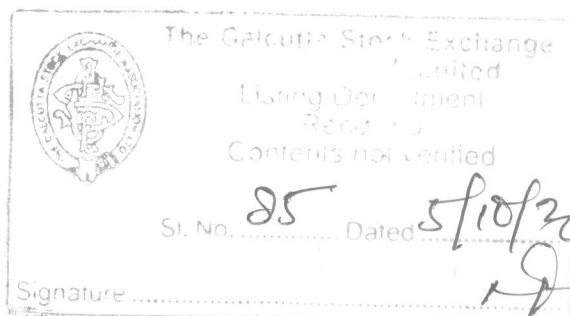




# SMIFS CAPITAL MARKETS LIMITED

October 5, 2020

**The Secretary**  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range  
Kolkata -700 001



Dear Sir,

**Sub: Regulation 27 of the Listing Agreement – Corporate Governance**

Enclosed please find the quarterly compliance report on Corporate Governance for the quarter ended September 30, 2020 for your kind reference and record.

Please acknowledge.

**Yours faithfully,**  
**For SMIFS CAPITAL MARKETS LIMITED**

**(Poonam Bhatia)**  
**Company Secretary-cum-Senior Manager Legal**



Encl: a/a

XBRL Excel Utility	
1.	<u>Overview</u>
2.	<u>Before you begin</u>
3.	<u>Index</u>
4.	<u>Import XBRL file</u>
5.	<u>Steps for Filing Corporate Governance Report</u>
6.	<u>Fill up the data in excel utility</u>

### 1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filling consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website ([www.listing.bseindia.com](http://www.listing.bseindia.com)) .

### 2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

### 3. Index

1	Details of general information about company	<u>General Info</u>
2	Composition of BOD	<u>Annexure I - Composition of BOD</u>
3	Composition of Committee	<u>Annexure I - Composition of Committee</u>
4	Meeting of BOD	<u>Annexure I - Meeting of BOD</u>
5	Meeting of Committees	<u>Annexure I - Meeting of Committees</u>

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6	Related Party Transaction	<u>Annexure I - Related Party Transaction</u>
7	Affirmation	<u>Annexure I - Affirmation</u>
8	Website	<u>Annexure II - Website</u>
9	Annual Affirmation	<u>Annexure II - Annual Affirmation</u>
10	Annual Affirmation Continue	<u>Annexure II -Annual Affirmation Continue</u>
11	Annexure III	<u>Annexure III</u>
12	Signatory Details	<u>Signatory Details</u>

#### 4. Import XBRL file

1. Now you can import and view previously generated XBRL files by clicking Import XBRL button on General information sheet.

#### 5. Steps for Filing Corporate Governance Report

**I. Fill up the data:** Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

**II. Validating Sheets:** Click on the "**Validate**" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

**III. Validate All Sheets:** Click on the "**Home**" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

**IV. Generate XML :** Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on "Generate XML" to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

**V. Generate Report :** Excel Utility will allow you to generate Report. Now click on "Generate Report" to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

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**VI. Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

**6. Fill up the data in excel utility**

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

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[Home](#)[Validate](#)[Import XML](#)**General information about company**

Scrip code	508905
NSE Symbol	
MSEI Symbol	
ISIN	INE641A01013
Name of the entity	SMIFS CAPITAL MARKET LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter  
ended date only[Prev](#)[Next](#)

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Annexure I to be subm

I. Compos

Disclosure of notes on composition of board of directors explanatory

Add Notes

Wether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]
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Add

Delete

1	Mr	UTSAV PAREKH	AGHPP4467H	00027642	Non-Executive - Non Independent Director	Chairperson		28-08-1956	NA
2	Mr	KISHOR SHAH	AIQPS4268J	00170502	Executive Director	Not Applicable		30-08-1956	NA
3	Mr	AJAY KUMAR KAYAN	AGGPK0892G	00239123	Non-Executive - Non Independent Director	Not Applicable		26-04-1957	NA
4	Mr	RAMESH MAHESHWARI	AEXPM8916N	00170811	Non-Executive - Independent Director	Not Applicable		25-12-1932	Yes
5	Mr	SANTOSH KUMAR MUKHERJEE	AFAPM3116N	00170646	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-03-1947	NA
6	Mrs	PUSHPA MISHRA	ANVPM5278L	07898390	Non-Executive - Independent Director	Not Applicable	Shareholder Director	11-06-1972	NA

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Annexure I										
Appointed by listed entity on quarterly basis										
Composition of Board of Directors										
Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
	28-05-1990				5	4	3	4		
	31-01-2002				1	0	1	0		
	30-06-2007				1	0	0	0		
16-01-2019	10-07-1990	01-04-2019		60	1	1	0	0		
	16-09-2006	01-04-2019		60	1	1	0	2		
	25-09-2017			60	1	1	2	0		

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## Annexure 1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatory
2. Date of Appointment can be any day upto June 30, 2020.
3. Date of Cessation must be for the current quarter only, i.e. October 1, 2019 to

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

## Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00170646	SANTOSH KUMAR MUKHERJEE	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00027642	UTSAV PAREKH	Non-Executive - Non Independent Director	Member	28-05-1990		
3	07898390	PUSHPA MISHRA	Non-Executive - Independent Director	Member	25-09-2017		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

## Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00170811	RAMESH MAHESHWARI	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00170646	SANTOSH KUMAR MUKHERJEE	Non-Executive - Independent Director	Member	01-04-2019		
3	07898390	PUSHPA MISHRA	Non-Executive - Independent Director	Member	25-09-2017		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

## Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

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1	00170646	SANTOSH KUMAR MUKHERJEE	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00170502	KISHOR SHAH	Executive Director	Member	01-04-2018		
3	07898390	PUSHPA MISHRA	Non-Executive - Independent Director	Member	25-09-2017		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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## Annexure 1

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
<a href="#">Add</a> <a href="#">Delete</a>						
1	30-06-2020			Yes	6	3
2	14-08-2020	44		Yes	6	3

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\* to be filled in only for the current quarter meetings

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## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Add Notes	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
<a href="#">Add</a>		<a href="#">Delete</a>						
1	Audit Committee	30-06-2020				Yes	3	2
2	Audit Committee	14-08-2020	44			Yes	3	2

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\* to be filled in only for the current quarter meetings

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## Annexure 1

## V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	MS. POONAM BHATIA
2	Designation	Company Secretary and Compliance Officer

For SMIFS CAPITAL MARKETS LIMITED

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Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

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Annexure III	
1	Name of signatory
2	Designation
MS. POONAM BHATIA	
Company Secretary and Compliance Officer	

For SMIFS CAPITAL MARKETS LIMITED

*Poonam*

(POONAM BHATIA)  
 COMPANY SECRETARY  
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Name of signatory	MS. POONAM BHATIA
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	05-10-2020

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For SMIFS CAPITAL MARKETS LIMITED



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