



# SMIFS CAPITAL MARKETS LIMITED

April 06, 2023

**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 March 31, 2023 for your kind reference and record.

Please acknowledge.

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

*Ayanti Sen*

**(Ayanti Sen)**

**Company Secretary cum Compliance Officer**



Encl: a/a

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### General information about company

Scrip code	508905
NSE Symbol	
MSEI Symbol	
ISIN	INE641A01013
Name of the entity	SMIFS CAPITAL MARKETS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter  
ended date only

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For SMIFS CAPITAL MARKETS LIMITED

*Ayanti Sen*

(AYANTI SEN)  
COMPANY SECRETARY  
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Disclosure of notes on composition of board of directors explanatory

Add Notes

Whether 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
----	-----------------------	----------------------	-----	-----	-------------------------	-------------------------	-------------------------	---------------

Add

Delete

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

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution
---------------------------------------	--------------------------------	------------------------------	-----------------------------	----------------	--	------------------------------------

No				Active	NA	
No				Active	NA	
No				Active	NA	
No				Active	Yes	16-01-2019
No				Active	Yes	16-01-2019
No				Active	Yes	17-09-2022

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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				7	5	3	4		
31-01-2002				1	0	1	0		
30-06-2007				1	0	0	0		
10-07-1990	01-04-2019		60.00	1	1	0	0		
16-09-2006	01-04-2019		60.00	1	1	0	2		
22-09-2018	25-09-2022		60.00	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 mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1, 2022 to September 30, 2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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	01-04-2018		
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 pre-filled 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							
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9							
10							

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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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							

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9						
10						

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022			Yes	6	6	3
2	07-02-2023	84		Yes	6	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										
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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	2	2
2	Audit Committee	07-02-2023	84			Yes	3	3	2	2

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

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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 II

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.smifscap.com
2	Terms and conditions of appointment of independent directors	Yes		www.smifscap.com
3	Composition of various committees of board of directors	Yes		www.smifscap.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.smifscap.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.smifscap.com
6	Criteria of making payments to non-executive directors	Yes		www.smifscap.com
7	Policy on dealing with related party transactions	Yes		www.smifscap.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.smifscap.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.smifscap.com
11	email address for grievance redressal and other relevant details	Yes		www.smifscap.com
12	Financial results	Yes		www.smifscap.com
13	Shareholding pattern	Yes		www.smifscap.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.smifscap.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.smifscap.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.smifscap.com
21	Materiality Policy as per Regulation 30	NA		
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.smifscap.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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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 1000 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	Ayanti Sen
2	Designation	Company Secretary and Compliance Officer

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Ayanti Sen

(AYANTI SEN)  
COMPANY SECRETARY  
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## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(5)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1), (2), (3), (4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity.	24(2), (3), (4), (5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of Independent directors	25(3) & (4)	Yes	
35	Familiarization of Independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	NA	
Any other information to be provided			Add Notes	

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For SMIFS CAPITAL MARKETS LIMITED

Ayanti Sen

(AYANTI SEN)  
COMPANY SECRETARY  
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## Annexure II

1	Name of signatory	Ayanti Sen
2	Designation	Company Secretary and Compliance Officer



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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		<a href="#">Add Notes</a>

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1	Name of signatory	Ayanti Sen
2	Designation	Company Secretary and Compliance Officer

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For SMIFS CAPITAL MARKETS LIMITED

*Ayanti Sen*  
(AYANTI SEN)  
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Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters / securities etc.refer note below			
The Figure should be mentioned in Actual INR only			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		Yes	Add Notes
Name	Shreemanta Banerjee		
Designation	CFO		
Place	KOLKATA		
Date	05-04-2023		

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(AYANTI S  
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### Signatory Details

Name of signatory	Ayanti Sen
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	05-04-2023

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