



etc

SMIFS CAPITAL MARKETS LIMITED

April 13, 2016

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 quarterly compliance report on Corporate Governance for the quarter ended March 31, 2016 for your kind reference and record.

Please acknowledge.

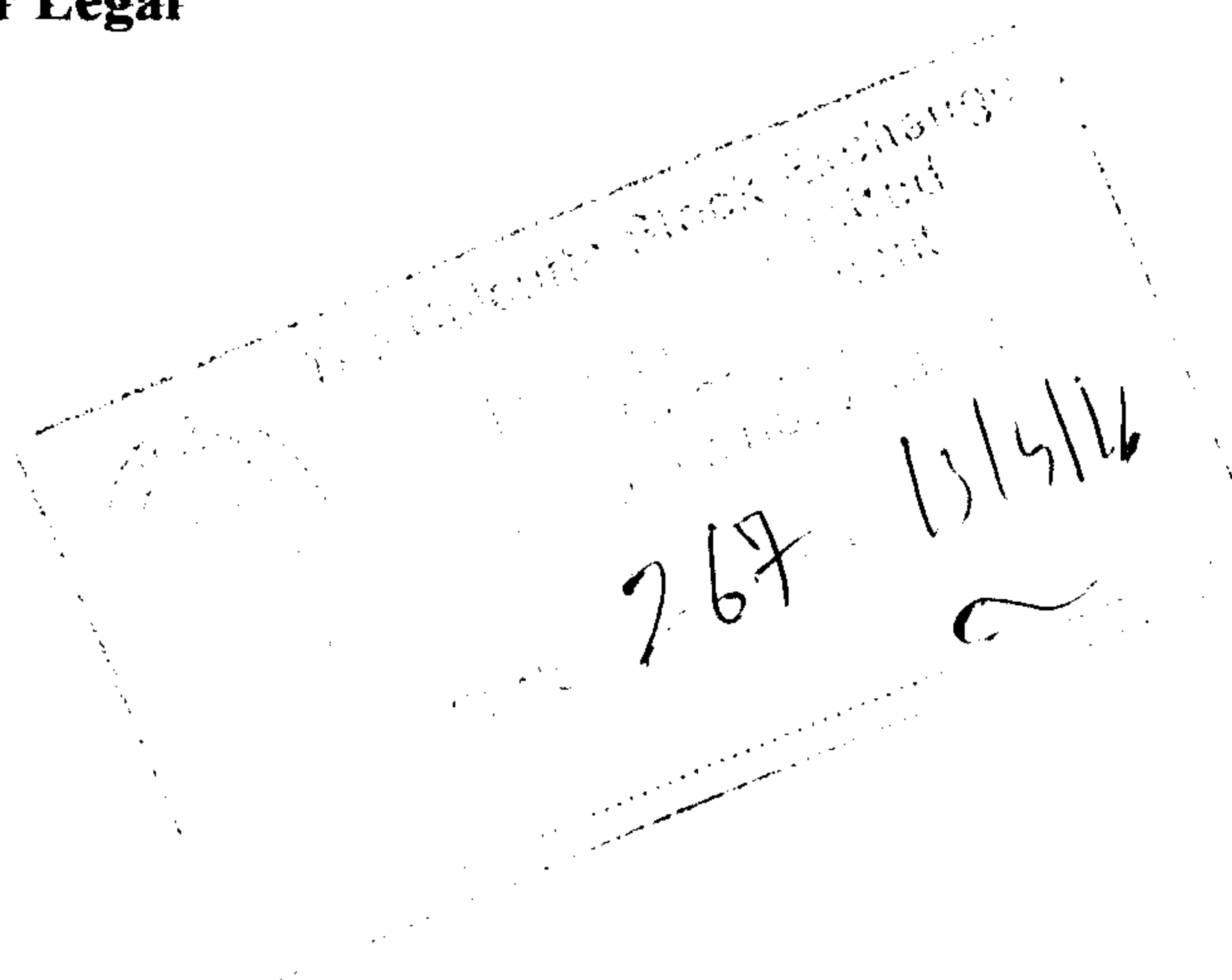
Yours faithfully,
For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

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



Encl: a/a



ANNEXURE I

Format to be submitted by Listed entity on quarterly basis

1. Name of Listed Entity SMIFS CAPITAL MAREKTS LIMITED

2. Quarter ending - 31st March, 2016

I. Composition of Board of Director

Title (Mr./ Ms)	Name of the Director	Category (Chairman/E xecutive/In dependent/No minee)	Date of Appointment t in current term/cessati on	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership 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)
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There is no change in composition of Board of Directors compared to previous quarter

For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)

COMPANY SECRETARY

CUM-SENIOR MANAGER LEGAL

II. Composition of Committees	
Name of Committee	Name of Committee Members Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	There is no change in the composition of Audit Committee as compared to previous quarter
2. Nomination & Remuneration Committee	There is no change in the composition of Nomination & Remuneration Committee as compared to previous quarter
3. Risk Management Committee (If Applicable)	N.A
4. Stakeholders Relationship Committee	There is no change in the composition of Stakeholders Relationship Committee as compared to previous quarter
III. Meeting of Board of Directors	
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter Maximum gap between any two consecutive (in number of days)
09.11.2015	08.02.2016 90
IV. Meeting of Committees	
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) Date(s) of meeting of the committee in the previous quarter Maximum gap between any two consecutive meetings in the number of days
09.11.2015	YES, All members were present at the meeting 08.02.2016 90

For SMIFS CAPITAL MARKETS LIMITED

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(POONAM BHATIA)

COMPANY SECRETARY

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This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

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
 - a. Audit Committee - Yes
 - b. Nomination & Remuneration Committee - Yes
 - c. Stakeholders Relationship Committee- Yes
 - d. Risk Management Committee (applicable to the top 100 listed entities) -NA
3. 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
4. The meetings of the Board of Director and the above Committee has been conducted in the manner as specified in SEBI (Listing obligation and disclosure requirements) Regulation, 2015 - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Director - Any comments/ observations / advice of Board of Director may be mentioned here :-

Name & Designation

FOR SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

Company Secretary/ Compliance Officer/ Managing Director/ CEO

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter (s) of that financial year, this information may not be given by Listed entity and instead a statement "same as

For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director (s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	N.A
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted Material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24 (2), (3), (4), (5) & (6)	N.A
Maximum Directorship & Tenure	25 (1) & (2)	Yes
Meeting of Independent Director	25 (3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes

FOR SMIFS CAPITAL MARKETS LIMITED

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Memberships in Committees			Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(1)		Yes
Disclosure of Shareholding by Non- Executive Directors	26(3)		Yes
Policy with respect to Obligations of directors and senior management	26(4)		Yes
	26(2) & 26(5)		N.A

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - N.A

Name & Designation

POONAM BHATIA
 COMPANY SECRETARY CUM SENIOR MANAGER LEGAL

Company Secretary/Compliance Officer/Managing Director/CEO

For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)
 COMPANY SECRETARY
 CUM-SENIOR MANAGER LEGAL