



SMIFS CAPITAL MARKETS LIMITED

February 9, 2019

**The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001**

Dear Sir,

Sub: Appointment of Secretarial Auditor as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of the Company in its meeting held today i.e. February 9, 2019 at 1.30 p.m. have appointed a Secretarial Auditor, Mr. Sadhansu Sekhar Panigrahi of 75 Metcalf Street, 2nd Floor, Kolkata 700013 for the Financial Year 2018- 2019 as per Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Secretarial Auditor's Letter of Appointment and the Consent Letter given by the Secretarial Auditor to the Company is attached along with this letter for you kind perusal.

Yours faithfully,

For SMIFS Capital Markets Limited

Poonam Bhatia

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

Encl: As above



SMIFS CAPITAL MARKETS LIMITED

February 9, 2019

To,
Mr. Sadhansu Sekhar Panigrahi
Practicing Company Secretary
75 Metcalf Street,
2nd Floor
Kolkata 700013

Dear Sir,

Sub: Appointment as Secretarial Auditor for the financial year 2018-19

We are pleased to inform you that the Board of Directors of the Company at their meeting held today i.e. February 9, 2019 have appointed you as the Secretarial Auditor for conducting the Secretarial Audit for the Financial Year 2018-19 in accordance with Section 204 of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Kindly acknowledge the receipt of this letter.

Thanking You,

Yours faithfully,

For SMIFS Capital Markets Limited

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

To

Date: 09.02.2019

M/s SMIFS Capital Markets Limited
Vaibhav 4F, 4 Lee Road,
Kolkata - 700 020
West Bengal

Dear Sir/Madam

Sub: Consent to act as Secretarial Auditor

I am writing this consent letter with reference to our meeting and subsequent conversation regarding carrying out Secretarial Audit


I hereby give my consent to act as Secretarial Auditor of your Company for the Financial Year 2018-19.

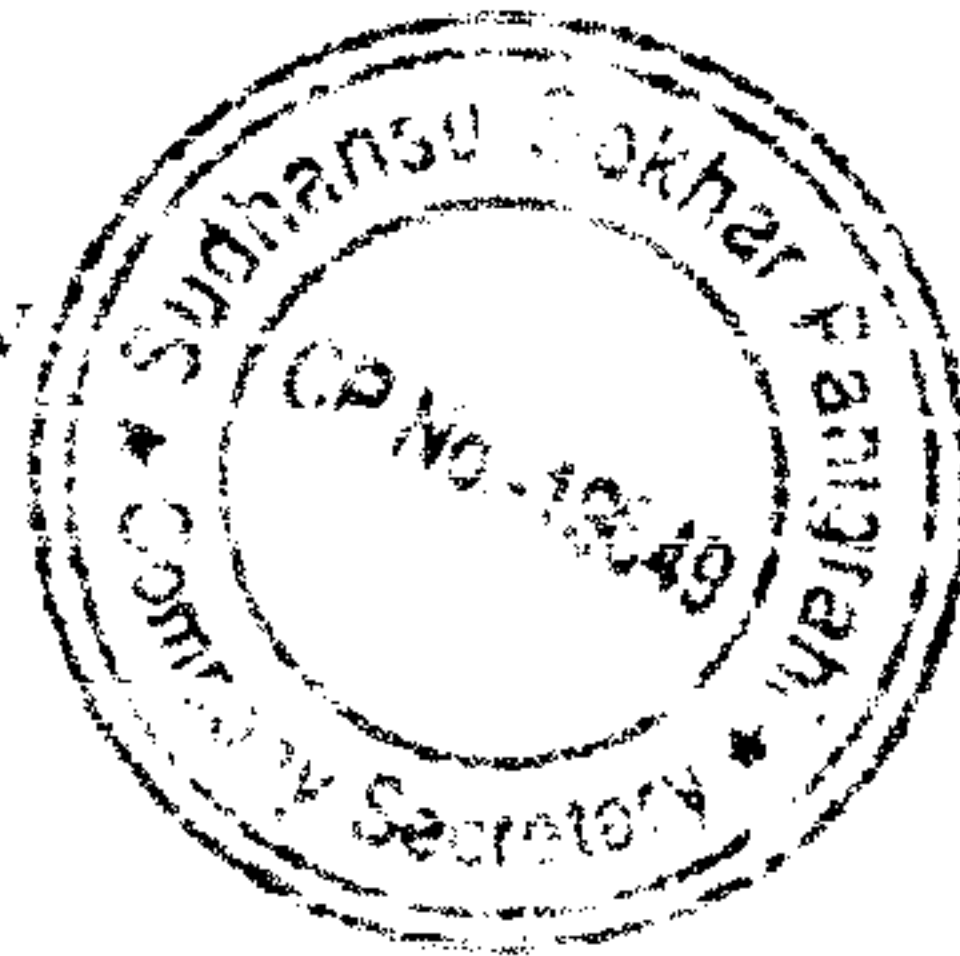
The Fee for the Secretarial Audit shall mutually agree by us and out of pocket expenses on actual basis.

I look forward to a great working relationship with you. I am committed to provide best services always relating to secretarial audit and other company law matters if any.

Thanking You

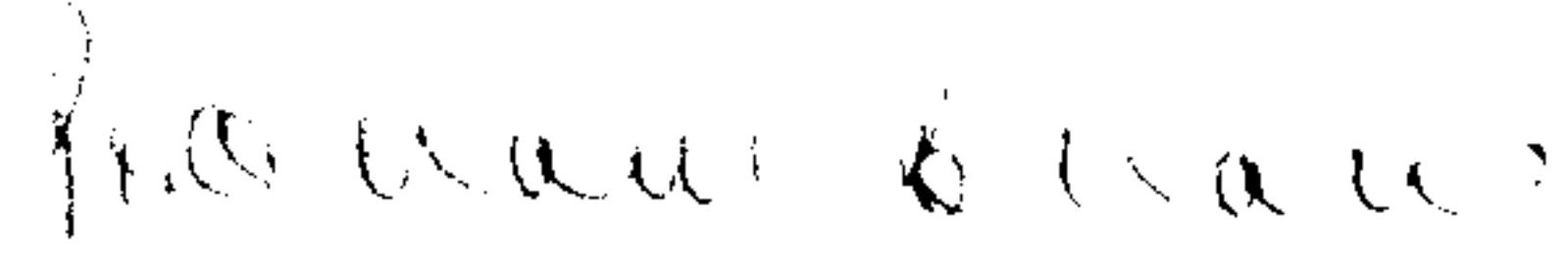
Yours Sincerely


Sudhansu Sekhar Panigrahi
Practicing Company Secretary
C.P. No 19649



Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED


(PROVIDED BY)
COMPANY SECRETARY
CUM-SENIOR MANAGER, LEGAL