



SMIFS CAPITAL MARKETS LIMITED

May 14, 2019

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

Dear Sir,

Sub: Submission of Secretarial Compliance Report.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report for the year ended on 31st March, 2019.

This is for your information and record.

Yours faithfully,
For SMIFS CAPITAL MARKETS LIMITED

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

Encl: a/a

Sudhansu Sekhar Panigrahi

Practicing Company Secretary
Off : 75, Metcalf Street, 2nd Floor
Room No 203, Kolkata - 700 013

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sudhansuspanigrahi@yahoo.co.in

SECRETARIAL COMPLIANCE REPORT OF M/S SMIFS CPITAL MARKETS LTD (CIN: L74300WB1983PLC036342) FOR THE YEAR ENDED 31ST MARCH, 2019

I have examined:

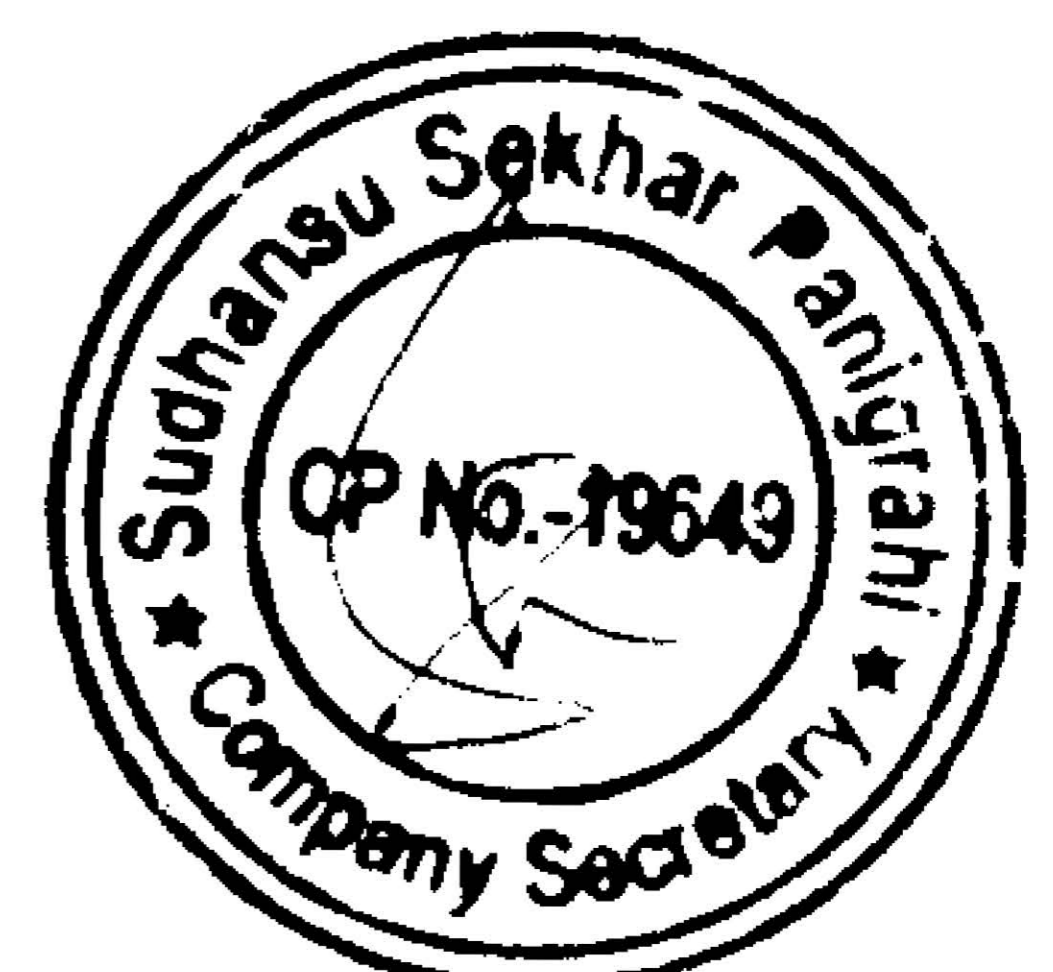
- (a) all the documents and records made available to us and explanation provided by SMIFS Capital Markets Ltd.
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity.
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

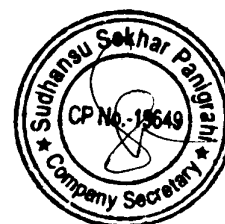
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) Any other regulations (as applicable) and circulars/ guidelines issued thereunder;
- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NA	NA	NA	Not Required



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	The Company has complied all the provisions as per the SEBI Regulations	Not Required	Not Required

Place: Kolkata
Date: 13.05.2019

(Sudhansu Sekhar Panigrahi)
Practicing Company Secretary
ACS : 23187
C P No : 19649

