

# SMIFS CAPITAL MARKETS LIMITED

May 7, 2020

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

Dear Sir,

**Sub: Regulation 27 of SEBI(LODR),2015 – Corporate Governance**

Enclosed please find the quarterly compliance report on Corporate Governance for the quarter ended March 31,2020 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.	<a href="#">Overview</a>
2.	<a href="#">Before you begin</a>
3.	<a href="#">Index</a>
4.	<a href="#">Import XBRL file</a>
5.	<a href="#">Steps for Filing Corporate Governance Report</a>
6.	<a href="#">Fill up the data in excel utility</a>

### 1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report. XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of the file to the BSE Center Website (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 drive.
4. Make sure that you have downloaded the Chrome Browser to view report generated from the utility.
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the data is saved. Please first go through Enable Macro - Manual attached with zip file.

### 3. Index

1	Details of general information about company
2	Composition of BOD
3	Composition of Committee
4	Meeting of BOD
5	Meeting of Committees
6	Related Party Transaction
7	Affirmation
8	Website
9	Annual Affirmation
10	Annual Affirmation Continue
11	Annexure III

12	Signatory Details
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#### 4. Import XBRL file

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

#### 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. (Data entered in the sheet will be 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 furnished in proper format. If there are some errors on the sheet, excel utility will prompt you with the error message.

**III. Validate All Sheets:** Click on the "**Home**" button. And then click on "Validate All Sheets" button. This will validate all sheets. If all sheets have been properly filled and validated successfully. If there are some errors on the sheet, excel utility will 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 is done. 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' button.

- 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.

**VI. Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through excel utility, click on "Upload XML" button and upload generated xml file. On Upload screen provide the required information and browse the file.

#### 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 report.

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 applicable.

5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further.

6. Select data from "Dropdown list" wherever applicable.

7. Adding Notes: Click on "Add Notes" button to add notes



nce Report

if generated XBRL/XML file to BSE Listing

above.

cal system.

1 Excel utility

e functionalities of Excel Utility works fine.

[General Info](#)

[Annexure I - Composition of BOD](#)

[Annexure I - Composition of Committee](#)

[Annexure I - Meeting of BOD](#)

[Annexure I - Meeting of Committees](#)

[Annexure I - Related Party Transaction](#)

[Annexure I - Affirmation](#)

[Annexure II - Website](#)

[Annexure II - Annual Affirmation](#)

[Annexure II -Annual Affirmation Continue](#)

[Annexure III](#)

[Signatory Details](#)

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ou about the same.

Sheet" button to ensure that all sheets has  
utility will prompt you about the same and  
validate all sheets.

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ate Report" to generate html report.

through Utility, login to BSE Listing Center  
use to select XML file and submit the XML.

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s it is a mandatory field.

urther for generating XML.

[Home](#)[Validate](#)[Import XML](#)

### 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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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**Enter the quarter  
ended date only**

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Disclosure of notes on composition

Wether the listed

Whether Ch

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN
----	-----------------	----------------------	-----	-----

[Add](#)[Delete](#)

1	Mr	UTSAV PAREKH	AGHPP4467H	00027642
2	Mr	KISHOR SHAH	AIQPS4268J	00170502
3	Mr	AJAY KUMAR KAYAN	AGGPK0829G	00239123
4	Mr	RAMESH MAHESHWARI	AEXPM8916N	00170811
5	Mr	SANTOSH KUMAR MUKHERJEE	AFAPM3116N	00170646
6	Mrs	PUSHPA MISHRA	ANVPM5278L	07898390

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of board of directors explanatory	<b>Add Notes</b>	
Entity has a Regular Chairperson	Yes	
Chairperson is related to MD or CEO	No	
Category 1 of directors	Category 2 of directors	Category 3 of directors

Non-Executive - Non Independent Director	Chairperson	
Executive Director	Not Applicable	
Non-Executive - Non Independent Director	Not Applicable	
Non-Executive - Independent Director	Not Applicable	
Non-Executive - Independent Director	Not Applicable	Shareholder Director
Non-Executive - Independent Director	Not Applicable	Shareholder Director

**Annexure I**

**Annexure I to be submitted by listed entity on qua**

**I. Composition of Board of Directors**


<b>Date of Birth</b>	<b>Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]</b>	<b>Date of passing special resolution</b>
----------------------	--	---

28-08-1956	NA	
30-08-1956	NA	
28-04-1957	NA	
25-12-1932	Yes	16-01-2019
24-03-1947	Yes	16-01-2019
11-06-1972	Yes	22-09-2018

arterly basis

<b>Initial Date of appointment</b>	<b>Date of Re-appointment</b>	<b>Date of cessation</b>	<b>Tenure of director (in months)</b>
------------------------------------	-------------------------------	--------------------------	---------------------------------------

28-05-1990			
31-01-2002			
30-06-2007			
10-07-1990	01-04-2019		60
16-09-2006	01-04-2019		60
25-09-2017			60


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)
--	---	---	--

5	4	3	4
1	0	1	0
1	0	0	0
2	2	0	0
1	1	0	0
1	1	2	0

<b>Notes for not providing PAN</b>	<b>Notes for not providing DIN</b>

**Next**

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**Note: Please enter DIN. After entering DIN, Name of Committee member**

### Audit Committee Details

Sr	DIN Number	Name of Committee members
1	00170646	SANTOSH KUMAR MUKHERJEE
2	00027642	UTSAV PAREKH
3	07898390	PUSHPA MISHRA
4		
5		
6		
7		
8		
9		
10		

**Note: Please enter DIN. After entering DIN, Name of Committee member**

### Nomination and remuneration committee

Sr	DIN Number	Name of Committee members
1	00170811	RAMESH MAHESHWARI
2	00170646	SANTOSH KUMAR MUKHERJEE

3	07898390	PUSHPA MISHRA
4		
5		
6		
7		
8		
9		
10		

**Note: Please enter DIN. After entering DIN, Name of Committee member**

### Stakeholders Relationship Committee

Sr	DIN Number	Name of Committee members
1	00170646	SANTOSH KUMAR MUKHERJEE
2	00170502	KISHOR SHAH
3	07898390	PUSHPA MISHRA
4		
5		
6		
7		
8		
9		
10		

### Risk Management Committee

Sr	DIN Number	Name of Committee members
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		

**Note: Please enter DIN. After entering DIN, Name of Committee members**

### Corporate Social Responsibility Committee

Sr	DIN Number	Name of Committee members
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		



## Other Committee

Sr	DIN Number	Name of Committee members
1		
2		
3		
4		
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9		
10		

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## Annexure 1

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

**ers and Category 1 of Directors shall be prefilled automatically**

Whether the Audit Committee has a Regular Chairperson

Category 1 of directors	Category 2 of directors
Non-Executive - Independent Director	Chairperson
Non-Executive - Non Independent Director	Member
Non-Executive - Independent Director	Member

**ers and Category 1 of Directors shall be prefilled automatically**

Whether the Nomination and remuneration committee has a Regular Chairperson

Category 1 of directors	Category 2 of directors
Non-Executive - Independent Director	Chairperson
Non-Executive - Independent Director	Member

Non-Executive - Independent Director	Member

**ers and Category 1 of Directors shall be prefilled automatically**



Whether the Stakeholders Relationship Committee has a Regular Chairperson

Category 1 of directors	Category 2 of directors
Non-Executive - Independent Director	Chairperson
Executive Director	Member
Non-Executive - Independent Director	Member



Whether the Risk Management Committee has a Regular Chairperson







<b>Name of other committee</b>	<b>Category 1 of directors</b>

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 December 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. October 1,2019 to

Yes		
Date of Appointment	Date of Cessation	Remarks
01-04-2019		
28-05-1990		
25-09-2017		

Yes		
Date of Appointment	Date of Cessation	Remarks
01-04-2019		
01-04-2019		

25-09-2017		

Yes		
Date of Appointment	Date of Cessation	Remarks
01-04-2019		
01-04-2018		
25-09-2017		

No	





Category 2 of directors	Remarks

Next 

orily filled for every Committee.

to December 31,2019.

[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

[Add Note](#)

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
<a href="#">Add</a> <a href="#">Delete</a>			
1	14-11-2019		
2	12-02-2020	89	

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


es

Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
--	------------------------------	---

Yes	6	3
Yes	6	3

Next 

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IV.			
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)
<a href="#">Add</a> <a href="#">Delete</a>			
1	Audit Committee	14-11-2019	
2	Audit Committee	12-02-2020	89
3	Nomination and remuneration committee	12-02-2020	

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

## Annexure 1

### Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Ad

Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*
-------------------------	-------------------------------	--	------------------------------

		Yes	3
		Yes	3
		Yes	3


d Notes

No. of Independent Directors attending the meeting\*

	2
	2
	3

Next

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**Annexure 1**

**Related Party Transactions**

**Subject**

Whether prior approval of audit committee obtained

Whether shareholder approval obtained for material RPT

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

**Disclosure of notes on related**

**Disclosure of notes of material transaction**

ev

Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
Yes	
NA	
Yes	
party transactions	<div style="background-color: #C00000; color: white; padding: 5px; display: inline-block; border-radius: 5px;">Add Notes</div>
with related party	<div style="background-color: #C00000; color: white; padding: 5px; display: inline-block; border-radius: 5px;">Add Notes</div>

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[Home](#)[Validate](#)**Annexure II to be submitted by listed entity at****I. Disclosure on**

Sr	Item
1	Details of business
2	Terms and conditions of appointment of independent directors
3	Composition of various committees of board of directors
4	Code of conduct of board of directors and senior management personnel
5	Details of establishment of vigil mechanism/ Whistle Blower policy
6	Criteria of making payments to non-executive directors
7	Policy on dealing with related party transactions
8	Policy for determining 'material' subsidiaries
9	Details of familiarization programmes imparted to independent directors
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances
11	email address for grievance redressal and other relevant details
12	Financial results
13	Shareholding pattern
14	Details of agreements entered into with the media companies and/or their associates
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
16	New name and the old name of the listed entity
17	Advertisements as per regulation 47 (1)
18	Credit rating or revision in credit rating obtained
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year
20	Whether company has provided information under separate section on its website as per Regulation 46(2)
21	Materiality Policy as per Regulation 30
22	Dividend Distribution policy as per Regulation 43A (as applicable)
23	It is certified that these contents on the website of the listed entity are correct

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**Annexure II**

**the end of the financial year (for the whole of fin**

**website in terms of Listing Regulations**

<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
Yes	
Yes	
Yes	
Yes	
Yes	
Yes	
Yes	
NA	
Yes	
Yes	
Yes	
Yes	
Yes	
NA	
NA	
NA	
Yes	
NA	
Yes	
Yes	
Yes	
NA	
NA	
Yes	

Add Notes

ancial year)

**Web address**

WWW.smifscap.com

ww.smifscap.com

www.smifscap.com

www.smifscap.com

WWW.smifscap.com

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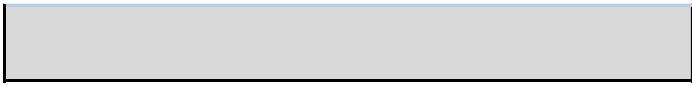
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[Home](#)[Validate](#)**Annexure 1****Affirmations****Subject**

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

**a. Audit Committee**

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

**b. Nomination & remuneration committee**

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

**c. Stakeholders relationship committee**

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

**d. Risk management committee (applicable to the top 500 listed entities)**

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

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.

This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

**Any comments/observations/advice of Board of Directors may be mentioned here:**

ev

**Annexure 1****Subject**

Name of signatory

Designation

Compliance status (Yes/No)
Yes
Yes
Yes
Yes
NA
Yes
Yes
Yes
<b>Add Notes</b>

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Compliance status
POONAM BHATIA
Company Secretary and Compliance Officer

II. Annual Affirmations	
Sr	Particulars
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'
2	Board composition
3	Meeting of Board of directors
4	Quorum of Board meeting
5	Review of Compliance Reports
6	Plans for orderly succession for appointments
7	Code of Conduct
8	Fees/compensation
9	Minimum Information
10	Compliance Certificate
11	Risk Assessment & Management
12	Performance Evaluation of Independent Directors
13	Recommendation of Board
14	Maximum number of Directorships
15	Composition of Audit Committee
16	Meeting of Audit Committee
17	Composition of nomination & remuneration committee
18	Quorum of Nomination and Remuneration Committee meeting
19	Meeting of Nomination and Remuneration Committee
20	Composition of Stakeholder Relationship Committee
21	Meeting of Stakeholders Relationship Committee
22	Composition and role of risk management committee
23	Meeting of Risk Management Committee
24	Vigil Mechanism
25	Policy for related party Transaction
26	Prior or Omnibus approval of Audit Committee for all related party transactions
27	Approval for material related party transactions
28	Disclosure of related party transactions on consolidated basis
29	Composition of Board of Directors of unlisted material Subsidiary

30	Other Corporate Governance requirements with respect to subsidiary of listed entity
31	Annual Secretarial Compliance Report
32	Alternate Director to Independent Director
33	Maximum Tenure
34	Meeting of independent directors
35	Familiarization of independent directors
36	Declaration from Independent Director
37	D & O Insurance for Independent Directors
38	Memberships in Committees
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel
40	Disclosure of Shareholding by Non-Executive Directors
41	Policy with respect to Obligations of directors and senior management
<b>Any other information to be provided</b>	

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1	Name of signatory
2	Designation

**Annexure II**

<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
16(1)(b) & 25(6)	Yes
17(1), 17(1A) & 17(1B)	Yes
17(2)	Yes
17(2A)	Yes
17(3)	Yes
17(4)	Yes
17(5)	Yes
17(6)	Yes
17(7)	Yes
17(8)	Yes
17(9)	Yes
17(10)	Yes
17(11)	Yes
17A	Yes
18(1)	Yes
18(2)	Yes
19(1) & (2)	Yes
19(2A)	Yes
19(3A)	Yes
20(1), 20(2) & 20(2A)	Yes
20(3A)	Yes
21(1),(2),(3),(4)	NA
21(3A)	NA
22	Yes
23(1),(1A),(5),(6),(7) & (8)	Yes
23(2), (3)	Yes
23(4)	NA
23(9)	Yes
24(1)	NA

24(2),(3),(4),(5) & (6)	NA
24(A)	Yes
25(1)	NA
25(2)	Yes
25(3) & (4)	Yes
25(7)	Yes
25(8) & (9)	Yes
25(10)	NA
26(1)	Yes
26(3)	Yes
26(4)	Yes
26(2) & 26(5)	NA

**Annexure II**

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



Lined area for notes.

Add Notes

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POONAM BHATIA  
Company Secretary and Compliance Officer

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Annexure II	
III. Affirmations	
Sr	Particulars
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied
Any other information to be provided	

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Annexure II	
1	Name of signatory
2	Designation

<b>Compliance status (Yes/No/NA)</b>
NA
<b>Add Notes</b>

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POONAM BHATIA
Company Secretary and Compliance Officer

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### Signatory Details

Name of signatory	POONAM BHATIA
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	07-05-2020

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