



o/c

SMIFS CAPITAL MARKETS LIMITED

April 01, 2022

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

Dear Sir,

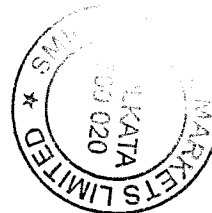
Sub: Regulation 27 of the Listing Agreement – Corporate Governance

Enclosed please find the quarterly compliance report on Corporate Governance for the quarter ended March 31, 2022 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

o/c

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

Prev

Next

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P. Bhanu
(POONAM BHATTAR)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

[Home](#)[Validate](#)

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
		Add	Delete			
1	Mr	UTSAV PAREKH	AGHPP4467H	00027642	Non-Executive - Non Independent Director	Chairperson
2	Mr	KISHOR SHAH	AIQPS4268J	00170502	Executive Director	Not Applicable
3	Mr	AJAY KUMAR KAYAN	AGGPK0892G	00239123	Non-Executive - Non Independent Director	Not Applicable
4	Mr	RAMESH MAHESHWARI	AEXPM8916N	00170811	Non-Executive - Independent Director	Not Applicable
5	Mr	SANTOSH KUMAR MUKHERJEE	AFAPM3116N	00170646	Non-Executive - Independent Director	Not Applicable
6	Mrs	PUSHPA MISHRA	ANVPM5278L	07898390	Non-Executive - Independent Director	Not Applicable

[Prev](#)**Certified True Copy****For SMIFS CAPITAL MARKETS LIMITED**

Bhavi
 (FIRMAHAR) (P)A
 CHARTERED ACCOUNTANT
 CUM-SECRETARY
 CUM-SECRETARY MANAGER LEGAL

Annexure I

Annexure to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment
-------------------------	---------------	--	------------------------------------	-----------------------------	------------------------

	28-08-1956	NA		28-05-1990	
MD	30-08-1956	NA		31-01-2002	
	26-04-1957	NA		30-06-2007	
	25-12-1932	Yes	16-01-2019	10-07-1990	01-04-2019
Shareholder Director	24-03-1947	Yes	16-01-2019	16-09-2006	01-04-2019
Shareholder Director	11-06-1972	Yes	22-09-2018	22-09-2018	

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

Poonam

(POONAM BHATIA)
 COMPANY SECRETARY
 CUM-SENIOR MANAGER LEGAL

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
		6	4	3	4		
		1	0	1	0		
		1	0	0	0		
	60	1	1	0	0		
	60	1	1	0	2		
	60	1	1	2	0		

Next

Certified True Copy
For SMIFS CAPITAL MARKETS LIMITED

Bhania
 (POONAM BHATIA)
 COMPANY SECRETARY
 CUM-SENIOR MANAGER LEGAL

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, 2021.
3. Date of Cessation must be for the current quarter only, i.e. July 1, 2021 to September 30 2021

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

Audit Committee Details					Whether the Audit 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	00170646	SANTOSH KUMAR MUKHERJEE	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00027642	UTSAV PARIKH	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 prefilled automatically

Nomination and remuneration committee					Whether the Nomination and remuneration 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	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							
6							
7							
8							
9							
10							

Certified True Copy
For SMIFS CAPITAL MARKETS LIMITED

[Signature]

(P.)
CUM-SECRETARY MEMBER LEGAL

1							
2							
3							
4							
5							
6							
7							
8							
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						

← Prev

Next →

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P. Bhawani
(POONAM BHAWANI)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

Home

Validate

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)	Number of Directors present* (All directors including Independent Director)	No. of independent Directors attending the meeting*
1	02-11-2021			Yes	6	3
2	08-02-2022	97		Yes	6	3

Add

Delete

Prev

Next

* to be filled in only for the current quarter meetings

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

Poonam
(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER

Home Validate

Annexure 1

V Related Party Transactions			
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			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

Prev

Next

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P. Bhatia
 (POONAM BHATIA)
 COMPANY SECRETARY
 CUM-SENIOR MANAGER LEGAL

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

Certified True Copy
For SMIFS CAPITAL MARKETS LIMITED

P. Bhatia
(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

Prev

Next

[Home](#)[Validate](#)

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. a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	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)	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

[Prev](#)[Next](#)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Poonam Bhatia
2	Designation	Company Secretary and Compliance Officer

Certified True Copy

FOR SMIFS CAPITAL MARKETS LIMITED

P Bhatia
(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

Home

Validate

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(6)	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)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P. Bhatia

(POONAM BHATIA)
COMPANY SECRETARY
CUM SENIOR MANAGER LEGAL

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
Prev		Next		

Annexure II		
1	Name of signatory	Mrs. Poonam Bhatia
2	Designation	Company Secretary and Compliance Officer

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P Bhatia

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

Home Validate

Annexure II		
III. Affirmations		
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		Add Notes

Prev

Next

Annexure II		
1	Name of signatory	Mrs. Poonam Bhatia
2	Designation	Company Secretary and Compliance Officer

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P Bhatia
 (POONAM BHATIA)
 COMPANY SECRETARY
 CUM-SENIOR MANAGER LEGAL

Additional Half yearly Disclosure		
Applicability of disclosure	Applicable	
	Add Notes	

Reason for Non Applicability

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(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	01-04-2022

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

P. Bhunia

(POONAM BHATIA)
COMPANY SECRETARY
SENIOR MANAGER LEGAL

Home

Validate


Signatory Details

Name of signatory	Poonam Bhatia
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	01-04-2022

Prev

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED



(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL

