



SMIFS CAPITAL MARKETS LIMITED

August 9, 2017

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

Dear Sir,

Sub: Appointment of Director and Secretarial Auditor as per Regulation 17 & 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. August 9, 2017 at 4 00 P.M. have appointed have appointed a Director, Mrs. Pushpa Mishra in pursuance of Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the Board of Directors of the Company have also appointed the Secretarial Auditor, M/s Dash M & Associates of 61, Nehru Colony, Regent Park, Kolkata 700040 for the Financial Year 2017- 2018 as per Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

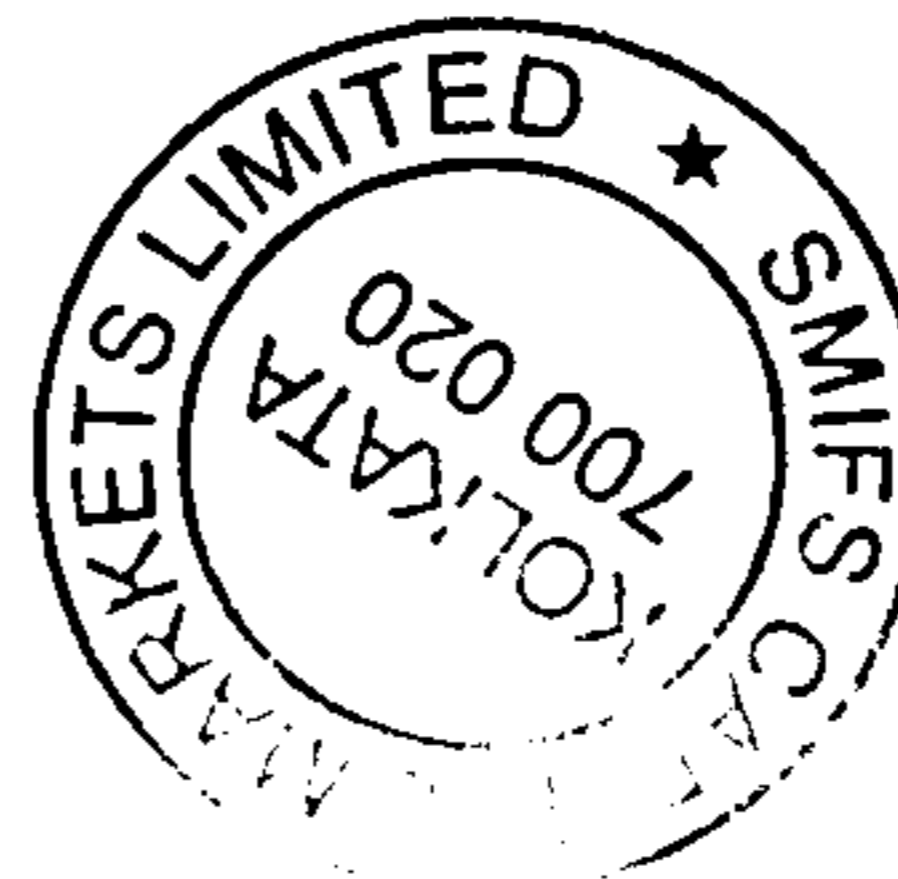
The Secretarial Auditor's Letter of Appointment and the Consent Letter given by the Secretarial Auditor to the Company is attached along with this letter for you kind perusal.

Yours faithfully,

For SMIFS Capital Markets Limited

Poonam Bhatia

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



Encl: As above



DASH M & ASSOCIATES

Company Secretaries
(CIN - S2015WB331600)

**THE BOARD OF DIRECTORS
M/s. SMIFS CAPITAL MARKETS LIMITED
VAIBHAV 4F,
4, LEE ROAD,
KOLKATA - 700 020.**

Kind Attention: Ms. POONAM BHATIA, Company Secretary

Dear Sir(s),

Reg.: **Consent for Appointment as Secretarial Auditor for
the Financial Year: 2017-18**

With reference to your E-mail Dated July 27, 2017, relating to proposed appointment of the Secretarial Auditor of your Company, I do hereby provide my consent for being appointed as the Secretarial Auditor in terms of the provisions of Section 204 of the Companies Act, 2013 for the financial year: 2017-18. Further, I certify that for the purpose of such appointment, I am eligible and satisfy all the criteria as mentioned under the Companies Act, 2013, the Company Secretaries Act, 1980 and the Rules or Regulations made there under.

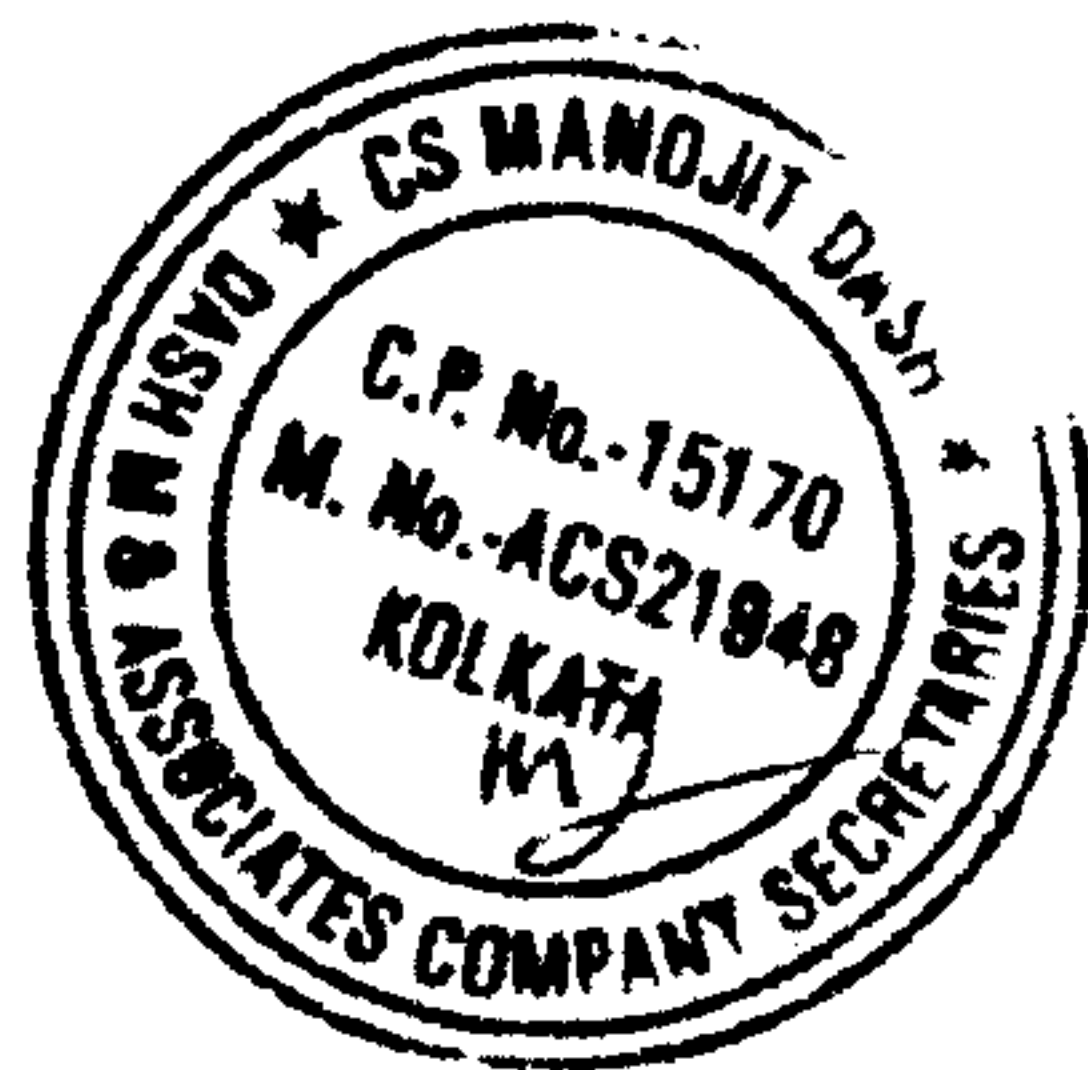
Thanking you and looking forward to having your co-operation in performance of the aforesaid Audit.

Yours faithfully,

For, **Dash M & Associates,**
(Company Secretaries)

Manojit Dash

Manojit Dash
Proprietor
C.P. No.:15170



Kolkata, The 28th day of July, 2017

Certified True Copy

For SMIFS CAPITAL MARKETS LIMITED

Poonam Bhatia

(POONAM BHATIA)
COMPANY SECRETARY
CUM-SENIOR MANAGER LEGAL



SMIFS CAPITAL MARKETS LIMITED

August 9, 2017

To,
M/s Dash M & Associates
Company Secretaries
61, Nehru Colony, 3rd Floor,
Regent Park,
Kolkata 700040

Dear Sir,

Sub: Appointment as Secretarial Auditor for the financial year 2017-18

We are pleased to inform you that the Board of Directors of the Company at their meeting held today i.e. 9th August, 2017 have appointed you as the Secretarial Auditor for conducting the Secretarial Audit for the Financial Year 2017-18 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.

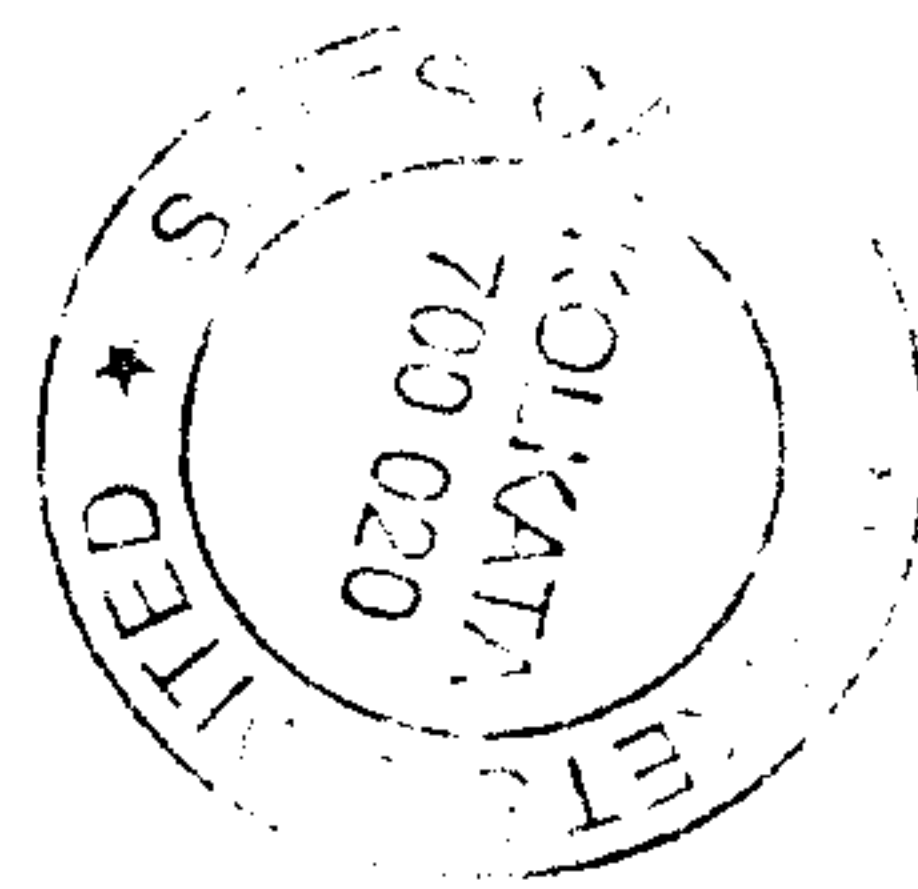
Thanking You,

Yours faithfully,

For SMIFS Capital Markets Limited

Poonam Bhatia

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



Certified True Copy

Poonam Bhatia