SMC GLOBAL SECURITIES LIMITED
CIN: L74899DL1994PLC063609
Registered Office: 11/6B, Shanti Chamber, Pusa Road, New Delhi, Delhi, 110005, India
Email: smc@smcindiaonline.com | **Website:** www.smcindiaonline.com

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting ("**EGM**") of the members of SMC Global Securities Limited ("**the Company**") will be held on Friday, November 06, 2026 at 11:00 AM (IST) through video conferencing ("VC")/ other audio-visual means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Issuance of up to 1,00,00,000 Fully Convertible Warrants to the persons/ entities belonging to the 'Non-Promoter' category on preferential basis.

To consider, and if thought fit, to pass, the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to provisions of Sections 23(1), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of uniform listing agreement entered into with National Stock Exchange of India Limited **("NSE")** and BSE Limited **("BSE")**, where the equity shares of face value of Rs. 2 (Rupees Two Only) each of the Company are listed (collectively referred to as **"Stock Exchanges"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India **("SEBI")**, as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI (ICDR) Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 **("Takeover Regulations")** as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or

bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 1,00,00,000 (One Crore) Fully Convertible Warrants ("Warrants")** each convertible into 1 (one) fully paid-up Equity Share of the Company of face value of Rs. 2/- (Rupees Two only) each, for cash consideration at an issue price of **Rs. 106/- (Rupees One Hundred and Six Only)** per warrant, (including a premium of Rs. 104 (Rupees One Hundred and Four only) per Equity Share of face value of Rs. 2 (Rupees Two only) each) **aggregating up to Rs. 1,06,00,00,000/- (Rupees One Hundred and Six Crore Only)** to the Allottees, as detailed hereunder, by way of a preferential issue on a private placement basis and on such terms and conditions set out herein and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/ entities belonging to the 'Non-Promoter' category, for cash **("Proposed Allottee")**:

Sr. No.	Name of the Proposed Allottee	Category of Proposed Allottee	No. of Warrants (up to)
1.	Mahesh Kumar	Non-Promoter	42,00,000
2.	SGS Fintech Private Limited	Non-Promoter	33,00,000
3.	Open Advanced Technologies LLP	Non-Promoter	25,00,000
		Total	**1,00,00,000**

RESOLVED FURTHER THAT the relevant date for the purpose of determination of the floor price for the Preferential Issue is **Wednesday, October 07, 2026, ("Relevant Date")** in accordance with Regulation 161 of the SEBI ICDR Regulations, which is the date 30 (thirty) days prior to the date on which the Extra-ordinary General Meeting is to be held to consider the Preferential Issue i.e., **Friday, November 06, 2026**.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue and allotment of Warrants and Equity Shares upon exercise of such Warrants shall be subject to applicable laws, and receipt of necessary regulatory permissions and approvals, and on the following terms and conditions:

a) The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in

dematerialized form, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;

b) The minimum amount of 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company.

c) In accordance with Regulation 170 of SEBI ICDR Regulations, the Company shall complete the allotment of Warrants within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders in the extra-ordinary general meeting, provided that where any approval or permission by the Appropriate Authorities is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval or permission;

d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

g) the Warrants allotted in terms of this resolution and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations.

h) the tenor of the Warrants is 18 (eighteen) months from the date of their allotment, and the Warrants may be exercised by the Warrant holder, in one or more tranches, before the expiry of 18 (eighteen) months from the date of allotment of the Warrants any unexercised Warrants shall lapse, and the amount paid by the Subscriber on such Warrants shall stand forfeited;

i) The Warrants so allotted under this resolution shall not be sold transferred, hypothecated, or encumbered, in any manner during the period of lock-in as provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

j) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of Proposed Allottee(s); and

k) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders only upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to entitlement to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2 (Rupees Two Only) each of the Company, subject to relevant provisions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the application money to be received by the Company from the respective allottee towards subscription of their respective Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account of the Company and shall be utilised for the purpose for which the amount is raised in accordance with the provisions of applicable law;

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the details of the private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and the Board be and is hereby authorized to finalize and issue a private placement offer cum application letter in Form PAS-4 or such other form prescribed under the Companies Act and SEBI ICDR Regulations, to the Subscriber inviting it to subscribe to the Warrants in accordance with the provisions of the Act and other applicable laws;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors of the Company, Mr. Suman Kumar, E.V.P. (Corporate Affairs & Legal), Company Secretary & General Counsel of the Company, Mr. Rohit Nayyar, Group Chief Financial Officer of the Company and/or the Committee of the Board of Directors, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation- to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited

(NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

By order of the Board of Directors
For SMC Global Securities Limited

Sd/-
Suman Kumar
E.V.P. (Corporate Affairs & Legal),
Company Secretary & General Counsel

Date: October 14, 2026
Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('the Act') setting out the material facts concerning the business under item no. 1 of the accompanying Notice, is annexed thereto.
2. Ministry of Corporate Affairs ("MCA") vide its Circular No. 3/2025 dated September 22, 2025 (In continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting (AGM)/Extra through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members. Hence, this EGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue.

   [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as 'MCA Circulars']

3. The deemed venue for the EGM shall be the Registered Office of the Company i.e.11/6B, Shanti Chambers Pusa Road, New Delhi- 110005.
4. Since this EGM is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), the Members will not be able to appoint proxies for the meeting, and Attendance Slip & Route Map is not annexed to this Notice.
5. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
6. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis.
7. The proceedings of the EGM shall be available on the website of the Company at www.smcindiaonline.com and on the website of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
8. The Company has availed the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for conducting the EGM through VC/OAVM and providing the e-voting facility. In this regard, all investor related communication may be addressed to the Registrar and Share Transfer Agent at the following address: MUFG Intime India Private Limited Unit: SMC Global Securities Limited Noble Heights, 1st Floor, Plot NH 2C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058 Tel no. 011-49411000, 93, 94 E-mail id: investor.helpdesk@in.mpms.mufg.com Website: https://in.mpms.mufg.com/

9. The Company will be publishing an advertisement in Newspapers (one English newspaper and one Vernacular newspaper) containing the details about the EGM i.e., date and time of EGM, details for e-voting, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this EGM and Explanatory Statement, will be available electronically for inspection by the Members during the EGM. Members who wish to inspect such documents can send their requests to the Company at sumankumar@smcindiaonline.com by mentioning their name and Folio number/DP ID and Client ID.
11. The Company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/ Folio number and mobile number, on e-mail ID at sumankumar@smcindiaonline.com on or before 3rd November, 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

Voting (Remote –e-voting & e-voting at EGM)

12. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing only remote e-Voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-voting system.
13. Institutional Investors, who are Members of the Company, are encouraged to attend this EGM through VC/ OAVM facility and vote through remote e-Voting facility. Further, institutional Investors and Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the EGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the scrutinizer by email at csarvindroy@rediffmail.com
14. Remote e-voting will commence at 9.00 a.m. on Tuesday, 3rd November, 2026 and will end at 5.00 p.m. on Thursday, 5th November, 2026, when remote e-voting will be blocked.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. 30th October, 2026
16. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently

17. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the EGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the EGM.
19. Any person who acquires shares and becomes the member of the Company after the dispatch of the notice of e-EGM and holds shares as of the cut-off date i.e. 30th October, 2026 may obtain the login ID and password for remote e-voting by sending request to MUFG Intime India Pvt. Ltd. at enotices@in.mpms.mufg.com or contact on: - Tel: 022–4918 6000. Any person who is not a member as on cut-off date should read the notice of the-EGM for information purpose only.
20. The members who have registered their e-mail addresses with the Company/ their depository can cast their vote through remote e-voting or through the e-voting during the EGM using the process mentioned below for e-voting through electronic system means.
21. The Members who have cast their vote by remote e-voting prior to the EGM may also participate in the EGM through VC/OAVM facility but shall not be entitled to cast their vote again through e-voting facility available during the EGM.
22. Procedure for e-voting on the day of the EGM is same as the remote e-voting as mentioned above.

Scrutinizer & Voting Results

23. The Board of Directors of the Company has appointed Mr. Arvind Kumar Roy (FCS:8308/COP:9147), Practicing Company Secretary from M/s A. K. Roy & Associates has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company (votes cast during the EGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within two (2) working days from the conclusion of the meeting.

Inspection of Documents

25. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours (11:00 A.M. to 1:00 P.M.) on all working days except on holiday's upto and including the date of the Extra-Ordinary General Meeting of the Company.

26. **Process and manner for attending the general meeting through instameet:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct EGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No**. / **Folio No.** / **PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link “Cast your vote”.
b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
c) Click on 'Submit'.
d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

27. **Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

    In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

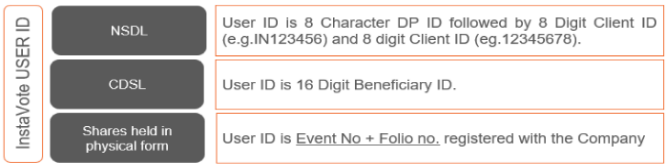
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

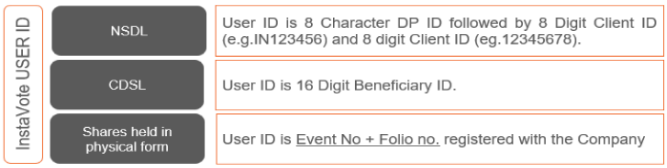
Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".
      (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

e) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.



- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

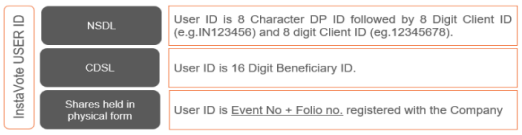
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In accordance with Section 102 of the Companies Act, 2013 read with the rules made thereunder, Secretarial Standards on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Item No. 1

Issuance of up to 1,00,00,000 Fully Convertible Warrants to the persons/ entities belonging to the 'Non-Promoter' on preferential basis.

The Board of Directors of the Company **("Board")** at its meeting held on October 14, 2026 approved raising of capital by way of issuance of 1,00,00,000 Fully Convertible Warrants **("Warrants"),** each convertible into 1 (one) fully paid-up Equity Share of the Company of face value of Rs. 2 (Rupees Two only) each **("Warrants")**, for cash consideration at an issue price of Rs. 106/- (Rupees One Hundred and Six only) per warrant ((including a premium of Rs. 104 (Rupees One Hundred and Four only) per Equity Share of face value of Rs. 2 (Rupees Two only) each)) to the proposed allottees for an amount aggregating up to Rs. 1,06,00,00,000/- (Rupees One Hundred and Six Crore only), by way of a preferential issue on a private placement basis, and on such terms and conditions as approved by the Board of Directors and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Companies Act, subject to receipt of approval of members of the Company and relevant regulatory authorities.

The warrants are being offered at an issue price of Rs. 106 (Rupees One Hundred and Six only) per Warrant (each convertible into 1 (one) Equity Share) as determined in accordance with the the provisions of SEBI ICDR Regulations.

In accordance with Section 23(1), 42 and 62(1)(c) and other applicable provisions, if any, of the Act, and the applicable rules made thereunder (including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014), and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") each as amended from time to time, the approval of the members is being sought by way of a special resolution to issue the Warrants to the Subscribers by way of a preferential issue on a private placement basis.

The necessary information/ details in respect of the proposed Preferential Issue in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

I. Objects of the Preferential Issue and Utilization of Issue Proceeds

The Company intends to utilize the proceeds raised through the issue of Fully Convertible Warrants ("**Issue Proceeds**") towards following objects:

1. Working Capital Requirements;
2. Equity Investment in our wholly-owned subsidiary namely, SMC Capitals Limited, which would be utilised by it for meeting its net-worth requirements;
3. Equity Investment in our wholly-owned subsidiary namely, Stoxkart Fintech Limited (formerly known as Moneywise Finvest Limited), which would be utilised by it for meeting its working capital requirements; and
4. General Corporate Purposes.

*(Hereinafter collectively referred to as **"Objects"**)*

Utilization of Proceeds

Given that the funds to be received against Warrants, the Issue Proceeds shall be received by the Company in tranches depending upon the subscription and conversion of Warrants. Since the funds to be received against Warrant conversion will be in stages and the quantum of funds required at different points of time may vary, the broad range of intended utilization of the Issue Proceeds towards the aforesaid Objects of the Issue has been set out here in below:

Sr. No.	Particulars	Estimated utilization of Net Proceeds (Rs.)*	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Working Capital Requirements	15,90,00,000	June 30, 2028
2.	Equity Investment in our wholly-owned subsidiary namely, SMC Capitals Limited	13,60,00,000	June 30, 2028
3.	Equity Investment in our wholly-owned subsidiary namely, Stoxkart Fintech Limited (formerly known as Moneywise Finvest Limited)	50,00,00,000	June 30, 2028
4.	General Corporate Purposes**	26,50,00,000	June 30, 2028
	TOTAL	**1,06,00,00,000**	**-**

**Net Proceeds upon exercise of 100% of the Warrants by the allotttees has been considered for the total estimated amount for utilisation.*

*** The amount utilised for General Corporate Purposes ('GCP') does not exceed 25% (twenty five per cent) of the Issue Proceeds.*

While the amounts proposed to be utilised against each of the Objects have been specified above, there may be a deviation of +/- 10% (ten per cent) depending upon future circumstances in terms of NSE Circular No. NSE/CML/2022/56 dated 13th December, 2022, and the BSE Circular No. 20221213-47 dated 13th December, 2022, given that the Objects are based on management estimates, and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company. Such factors may also result in modification to the tentative timelines for the deployment of the Issue Proceeds, and if the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

Given that the Preferential Issue is for Warrants, the entire Issue Proceeds from the Proposed Allottee will be received by the Company within 18 months from the date of allotment of Warrants in terms of Chapter V of SEBI (ICDR) Regulations, and as estimated by the Company's management the entire Issue Proceeds would be utilized for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated and in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, the Company shall appoint a SEBI registered credit rating agency as the Monitoring Agency to monitor the use of the proceeds of this Preferential Issue. The Monitoring Agency shall submit its report to the Company in the format specified in the SEBI ICDR Regulations on a quarterly basis or at such frequency as may be required, till 100% (one hundred percent) of the proceeds of the Preferential Issue have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website, and also submit the same to the Stock Exchanges on which its Equity Shares are listed.

III. Particulars of the offer including, date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at its meeting held on Wednesday, October 14, 2026, has, subject to approval of Members of the Company and such other approvals as may be required, approved the issuance of up to 1,00,00,000 (One Crore) Fully Convertible Warrants, each carrying a right exercisable by the Warrant holder to subscribe to Equity shares of the Company of face value of Rs. 2/- (Rupees Two only) each, to the persons/ entities belonging to 'Non-Promoter', at an issue price of Rs. 106/- (Rupees Hundred and Six only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of Warrants proposed to be allotted, an amount equivalent to 25% of issue price of Warrant shall be payable at the time of subscription and allotment of Warrants and the balance 75% shall be payable by the Warrant holder pursuant to exercise of options attached to Warrant(s) to subscribe to Equity Share(s).

The Equity Shares to be allotted on exercise of the Warrants shall be fully paid-up and shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend and voting rights.

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the Promoters, Directors, Key Management Personnel or Senior Management of the issuer intent to subscribe to the offer under Item No. 1.

V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Non-Promoter' is likely to be as follows:

Category	Pre-issue Shareholding Structure (1)		Warrants to be allotted (3)	Post Issue Shareholding Structure (2)	
	No. of Shares	%		No. of Shares	%#
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	8,16,60,427	39.00	0	8,16,60,427	37.22
(b) Bodies Corporate	5,78,31,099	27.62	0	5,78,31,099	26.36
Sub Total (A)(1)	**13,94,91,526**	**66.61**	**0**	**13,94,91,526**	**63.58**
(2) Foreign					
Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A)(2)	**0**	**0.00**	**0**	**0**	**0.00**
Total Promoter shareholding A=A1 +A2	**13,94,91,526**	**66.61**	**0**	**13,94,91,526**	**63.58**
(B) Public Shareholding					
B1) Institutional Investors					
Indian	2,944	0.00	0	2,944	0.00
Foreign	53,41,648	2.55	0	53,41,648	2.43
B2) Central Govt./Stat Govt./POI	6,92,938	0.33	0	6,92,938	0.32
B3) Non-Institutional Investors					
Individuals	2,86,75,836	13.69	42,00,000	3,28,75,836	14.98
Body Corporate	2,42,96,758	11.60	33,00,000	2,75,96,758	12.58
Others (Including HUF, LLP & NRI)	1,08,98,350	5.20	25,00,000	1,33,98,350	6.11
Total Public Shareholding B=B1+B2+B3	6,99,08,474	33.39	1,00,00,000	7,99,08,474	36.42
C) Non-Promoter – Non-Public	0	0.00	0	0	0.00
Grand Total (A+B+C)	**20,94,00,000**	**100.00**	**1,00,00,000**	**21,94,00,000**	**100.00**

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 43,88,00,000/- divided into 21,94,00,000 Equity Shares of face value of Rs. 2/- each.

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, October 09, 2026.*
2. *Post-shareholding structure may change depending upon any other corporate action in between.*
3. *The Warrants to be converted over a period of 18 months from the date of allotment.*

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations 2018, preferential allotment of the said Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolution under Item No. 1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approvals or permissions.

Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares in dematerialized form.

VII. Number of persons/entities to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

The Company has not made any preferential allotment of Equity Shares and/ or Convertible Securities during the current financial year 2026-27.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allotees	Category of Proposed Allottee	Name of the Ultimate Beneficial Owner
1.	Mahesh Kumar	Non-Promoter	Not Applicable, since the allottee is a natural person.
2.	SGS Fintech Private Limited	Non-Promoter	Mr. Mahesh Kumar
3.	Open Advanced Technologies LLP	Non-Promoter	Mr. Sanjay Rawal and Mrs. Kamakshi Rawal

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

Sr. No.	Name of the Proposed Allottee	Pre-Shareholding Structure (1)		Warrants to be allotted (3)	Post Issue Shareholding Structure (2)	
		No. of shares	%		No. of shares	%#
1	Mahesh Kumar	14,14,863	0.68	42,00,000	56,14,863	2.56
2	SGS Fintech Private Limited	17,49,474	0.84	33,00,000	50,49,474	2.30
3	Open Advanced Technologies LLP	0	0.00	25,00,000	25,00,000	1.14

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 43,88,00,000/- divided into 21,94,00,000 Equity Shares of face value of Rs. 2/- each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, October 09, 2026.

2. Post-shareholding structure may change depending upon any other corporate action in between.

3. The Warrants to be converted over a period of 18 months from the date of allotment.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of proposed preferential issue of Warrants and further their conversion into Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

XI. Lock-in Period:

a) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.

b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, 2018, the relevant date for determining the floor price for the Preferential Allotment of the Warrants has been reckoned as **Wednesday, October 07, 2026**, being the date 30 days prior to the date of the Extraordinary General Meeting ("EGM") i.e. **Friday, November 06, 2026.**

In case the equity shares of a company are frequently traded, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants of the Company may be allotted shall not be less than higher of the following:

(i) the 90 (ninety) trading days' volume weighted average price of the related Equity Shares of the Company quoted on the recognised stock exchange, preceding the 'relevant date'; or

(ii) the 10 (ten) trading days' volume weighted average price of the related Equity Shares of the Company quoted on the recognised stock exchange, preceding the 'relevant date'.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited **("NSE")** and BSE Limited **("BSE").** The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

In terms of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which Warrants to be issued shall not be less than higher of the following:

a) **Rs. 97.46/- each**: being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

b) **Rs. 105.62/- each**: being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

c) Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company*: Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis;*

Accordingly, the minimum issue price of Warrants on Preferential basis shall **be Rs. 105.62/-** each. However, the Board of Directors of the Company has decided to issue the Warrants, at an

Issue Price of **Rs. 106/- (Rupees One Hundred and Six only)** each, which is higher than the floor price.

The pricing of the Warrants proposed to be allotted to the proposed allottees, belonging to the Non- Promoter Group of the Company, pursuant to the Preferential Issue as approved by the Board is Rs. 106 (Rupees Hundred and Six only) which is higher than the Floor Price of Rs. 105.62 (Rupees Hundred and Five and Sixty Two paise only) per Equity Share, i.e. at a premium of approximately 0.36% to the Floor Price.

XIII. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.

- The Company hereby undertakes that it shall, if required to do so, re-compute the price of the specified securities in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated under SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the respective allottee.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allotees	Current Status	Post Status
1.	Mahesh Kumar	Non-Promoter	Non-Promoter
2.	SGS Fintech Private Limited	Non-Promoter	Non-Promoter
3.	Open Advanced Technologies LLP	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from Mr. Arvind Kumar Roy, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at https://smcindiaonline.com//wp-content/uploads/2021/09/Compliance-Certificate.pdf

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice, except to the extent of their respective shareholding in the Company, if any.

The Board of Directors recommends the resolution as set out in Item No. 1 of this notice for the issue of Warrants, on a preferential basis, to the proposed allottees by way of **Special Resolution.**

By order of the Board of Directors
For SMC Global Securities Limited

Sd/-
Suman Kumar
E.V.P. (Corporate Affairs & Legal),
Company Secretary & General Counsel

Date: October 14, 2026
Place: New Delhi