

## SMC Global Securities Ltd.

Registered Office: 11/6-B, Shanti Chamber  
Pusa Road, New Delhi - 110005  
E-mail - smc@smcindiaonline.com  
Website - www.smcindiaonline.com  
CIN - L74899DL1994PLC063609



Moneywise. Be wise.

### **NOTICE**

NOTICE IS HEREBY GIVEN THAT the Twenty Fourth (24th) Annual General Meeting of the Members of SMC Global Securities Limited will be held at "URDU GHAR" 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi - 110002 on Saturday, July 21, 2018 at 11:00 A.M. to transact with or without modifications as may be permissible, the following business:

#### **ORDINARY BUSINESS**

##### **Item No. 1 - Adoption of Accounts:**

###### **To consider and adopt:**

- The Audited Financial Statements of the Company for the Financial Year ended on March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2018, the reports of the Auditors thereon.

##### **Item No. 2 - Declaration of Final Dividend:**

To declare a Final Dividend of 24% on the Face Value of the Equity Share (i.e. ₹ 0.48 per Equity Share of Face Value of ₹ 2/- each) and to confirm the payment of Interim Dividend of 24% of the Face Value of the Equity Share (i.e. ₹ 0.48 per Equity Share of Face Value of ₹ 2/- each) already paid for the Financial Year 2017-18.

##### **Item No. 3 - Re-appointment of Mr. Ajay Garg:**

To appoint a director in place of Mr. Ajay Garg, (DIN 00003166), who retires by rotation and being eligible, offers himself for re-appointment.

##### **Item No. 4 - Re-appointment of Ms. Shruti Aggarwal:**

To appoint a director in place of Ms. Shruti Aggarwal, (DIN 06886453), who retires by rotation and being eligible, offers herself for re-appointment.

##### **Item No. 5 - Ratification of Appointment of Statutory Auditors:**

To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or

re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of **M/s R. Gopal & Associates, Chartered Accountants, (Firm Registration No. 000846C)**, who were appointed in the 21st Annual General Meeting till the conclusion of the 25th Annual General Meeting as the Statutory Auditors of the Company, be and is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be approved by the Board of Directors of the Company, in addition to the applicable tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the Financial Year ending March 31, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### **SPECIAL BUSINESS**

##### **Item No. 6 - Appointment of Mr. Himanshu Gupta (DIN 03187614) as Non- Executive Director of the Company:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of the Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Himanshu Gupta (DIN 03187614)**, who was appointed as an Additional Director (Non-Executive) of the Company w.e.f February 21, 2018, whose term of office expires at the Annual General Meeting, the consent of the members of the Company, be and is hereby accorded to appoint him as a Non-Executive Director of the Company, whose term shall be subject to retirement by rotation."

##### **Item No. 7 - Appointment of Mr. Naveen ND Gupta (DIN 00271748) as Non-Executive Director of the Company:**

To consider, and if thought fit, to pass, with or without

modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of the Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Naveen ND Gupta (DIN 00271748)**, who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors in its meeting held on January 31, 2018, with immediate effect, whose term of office expires at the Annual General Meeting, the consent of the members of the Company, be and is hereby accorded to appoint him as a Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation."

**Item no. 8 - Appointment of Mr. Naveen ND Gupta (DIN 00271748) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Mr. Naveen ND Gupta (DIN 00271748)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years for a term up to January 30, 2023.

**Item no. 9 - To Re-appoint Mr. Satish C. Gupta (DIN 00025780) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Satish C. Gupta (DIN 00025780)**, who was appointed as an Independent Director and who holds office of Independent Director up to the period of March 31, 2019 and being eligible for re-appointment, be and is hereby

re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years for term up to March 31, 2024."

**Item no. 10 - To Re-appoint Mr. Hari D. Khunteta (DIN 00061925) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Hari D. Khunteta (DIN 00061925)**, who was appointed as an Independent Director and who holds office of Independent Director up to the period of March 31, 2019 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years for term up to March 31, 2024."

**Item no. 11 - To Re-appoint Mr. Chandra Wadhwa (DIN 00764576) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Chandra Wadhwa (DIN 00764576)**, who was appointed as an Independent Director and who holds office of Independent Director up to the period of March 31, 2019 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years for term up to March 31, 2024."

**Item no. 12- To Re-appoint Mr. Roop C. Jindal (DIN 01450916) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies

(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Roop C. Jindal (DIN 01450916)**, who was appointed as an Independent Director and who holds office of Independent Director up to the period of March 31, 2019 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years for term up to March 31, 2024."

**Item no. 13- To Re-appoint Dr. Madhu Vij (DIN 00025006) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Dr. Madhu Vij (DIN 00025006)**, who was appointed as an Independent Director and who holds office of Independent Director up to the period of March 31, 2019 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years for term up to March 31, 2024."

**Item no. 14 - To Re-appoint Mr. Anurag Bansal (DIN 00003294) as Whole Time Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 196, Section 197 & Section 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof) and subject to such other approval(s), permission(s) and sanction(s), as may be required, and subject to such condition(s) and modification(s), as may be prescribed or imposed by any of the authorities in granting such approval(s), permission(s) and sanction(s), as may be prescribed or imposed by any of the authorities in granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company, be and is hereby accorded for re-appointment of **Mr. Anurag Bansal (DIN 00003294)** as Whole Time Director of the Company, whose office is liable to retire by rotation, for a further period of 5 (Five) years from March 28, 2019 to March 27, 2024, on a gross monthly remuneration of ₹ 5,00,000/- (Rupees Five

Lakhs Only) (including the components of remuneration which shall not be considered in computing the ceiling on minimum remuneration) which will be considered as the minimum remuneration paid to him pursuant to the provisions of and ceiling limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**FURTHER RESOLVED THAT** the Board shall have the absolute discretion to pay Bonus to **Mr. Anurag Bansal (DIN 00003294)**, in addition to his gross monthly remuneration.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, be and is hereby authorized to fix, vary or increase the gross remuneration of **Mr. Anurag Bansal (DIN 00003294)** up to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month on the recommendation of the Nomination and Remuneration Committee of the Company and in accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, as it may deem fit from time to time.

**FURTHER RESOLVED THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company may, for three years or such lesser period as is available in his tenure, pay to him such remuneration as minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 from time to time.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors ("the Board" which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question(s), difficulty(s) or doubt(s) that may arise in this regard."

**Item No. 15 - Approval for the Follow-on Public Offer of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 along with rules enacted thereunder ("Companies Act") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, listing agreements entered/to be entered into by the Company with the stock exchanges where equity shares of the Company are listed and are proposed to be listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), Foreign Exchange Management Act, 1999 as amended from time to time and clarifications issued

thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the Stock Exchanges, Department of Industrial Policy & Promotion and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot Equity Shares of face value of ₹ 2 (Rupees two only) each for a total amount aggregating up to ₹ 600 Crores (Rupees Six Hundred Crores) ("Fresh Issue"). The issue may also include an offer for sale ("Offer for Sale") by the existing shareholders ("Selling Shareholders"), ("Fresh Issue" along with "Offer for Sale" referred to as the "Issue") at a price to be determined, in accordance with the book building process or any other matter as may be prescribed by the SEBI ICDR Regulations for cash and at such premium/discount, as applicable, as the Board deems fit to all persons whether residents and/or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and/or otherwise and/or a combination thereof, whether or not such investors are promoters, directors or their relatives/associates of the Company, in the course of offering through the further public offer through an offer document, by way of cash and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker to be appointed by the Company.

**FURTHER RESOLVED THAT** subject to approvals from the appropriate authorities, and such other approvals, permissions and sanctions, as may be necessary, the Selling Shareholders may offer their Equity Shares held in the Company to participate in the Offer for Sale at the same price as the Fresh Issue which price shall be determined by a Book Building process as set out in the SEBI ICDR Regulations.

**FURTHER RESOLVED THAT** the equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association and shall rank pari passu in all

respects with the existing equity shares of the Company, except as otherwise provided pursuant to the terms of the Issue in any of the Issue documents.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the consent of the Company be and hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer documents, determining the form and manner of the issue, number of Securities to be allotted, issue price, face value, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the proceeds as it may in its absolute discretion deem fit.

**FURTHER RESOLVED THAT** the approval of the Company is hereby accorded to the Board to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/agreements, memorandum, documents, etc. as may be required.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Securities, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued, form, terms and timing of the issue of Securities, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

**Item No. 16 - Authorization to hold office or place of profit by Mr. Himanshu Gupta, Son (relative) of Mr. Mahesh C. Gupta, Vice-Chairman and Managing Director of the Company, as Chairman and Chief Executive Officer of Moneywise Financial Services Private Limited, Subsidiary of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions contained in Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof), the consent of the members of the Company, be and is hereby accorded to hold office or place of profit by Mr. Himanshu Gupta, son (relative) of Mr. Mahesh C. Gupta, Vice-Chairman and Managing Director of the Company, under the provisions of the Companies Act, 2013 as Chairman and Chief Executive Officer of Moneywise Financial Services Private Limited, Subsidiary of the Company, to hold and continue to hold an office or place of profit on a gross salary of ₹2,50,000/- per month, (which shall be subject to upward adjustment up to ₹ 6,00,000/- per month) excluding bonus as per the policy of the Company or the decision of the Board from time to time.

**FURTHER RESOLVED THAT** the Board of Moneywise Financial Services Private Limited shall have the absolute discretion to pay Bonus to Mr. Himanshu Gupta, Chairman and Chief Executive Officer of Moneywise Financial Services Private Limited in addition to his gross monthly remuneration.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors ("the Board" which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question(s), difficulty(s) or doubt(s) that may arise in this regard."

**By Order of the Board of Directors**

Sd/-

**Suman Kumar**

**{E.V.P. (Corporate Affairs) & Company Secretary}**

**Date: May 14, 2018**

**Place: Kolkata**

#### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is given below and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than Forty Eight (48) hours before the commencement of the meeting. A Form of Proxy is enclosed as **(Annexure A)**. Proxies submitted on behalf of the Corporate Members, must be supported by an appropriate resolutions/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

A person can act as a proxy on behalf of Members not exceeding Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013 and rules made there under, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, July 10, 2018 to Wednesday, July 11, 2018 (both days inclusive)**, for determining the names of members eligible for Final Dividend on Equity Shares, if declared, at the meeting.
6. Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members at the closing of business hours of **Monday, July 9, 2018.**
  - i. To those members whose names appear on the

Company's register of members, after giving effect to all valid share transfers in physical form lodged with Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company on or before closing of business hours of **Monday, July 9, 2018.**

- ii. In respect of shares held in electronic form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the closing of business hours of **Monday, July 9, 2018.**
7. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Affairs and Legal Department at the Company's office or the Company's Registrar and Share Transfer Agent (Link Intime India Pvt. Ltd.) for revalidation and encash them before the expiry.
8. Members holding shares in electronic form may take note that bank particulars registered against their respective depository account will be used by the Company for payment of dividend. The Company or its registrar and transfer agent i.e. M/s Link Intime India Pvt. Ltd. cannot act on any request received directly from members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
9. The Register of Directors' shareholding will be available for inspection at the meeting.
10. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4.
11. Members who are holding physical form and in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH- 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Corporate Affairs and Legal Department of the Company at its Office.
12. The Securities and Exchange Board of India (SEBI) vide Circular Ref. No. MrD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.
13. Company will be disclosing to the Stock Exchanges, as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the resolutions proposed in this Notice.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Link Intime India Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
15. Members/Proxies shall bring the attendance slips (**ANNEXURE B**) duly filled in for attending the meeting and further requested to bring their copy of annual report.
16. Members seeking any information/document relating to the Accounts, Legal and other matters with respect to the businesses to be transacted at the Annual General Meeting may write to the Company Secretary at the Registered Office of the Company at least seven days in advance of the Meeting.
17. The Route Map of the Venue of the Meeting is enclosed in the Notice (**ANNEXURE C**).
18. The identities/signatures of members holding shares in electronic mode (Dematerialized form) are liable for verification with the specimen signatures as may be furnished by NSDL/CDSL to the Company. Such members are requested to bring their Demat A/c number that is Client ID No. (Beneficiary Owners A/c with DP) and DP ID also.
19. Members have facility for dematerializing equity shares of the Company with National Securities Depository Ltd. and Central Depository Services (India) Ltd. The ISIN No. allotted to the Company is **INE103C01036**. Any member desirous of dematerializing his holding may do so through any Depository Participant.
20. Members are requested to visit the website of the Company i.e. 'www.smcindiaonline.com' at Investor's Section for viewing the quarterly & annual financial results and for more information about the Company.
21. Members may please note that all investor related communication may be addressed to the Registrar and Share Transfer Agent at the following address:

#### Link Intime India Pvt. Ltd.

UNIT: SMC GLOBAL SECURITIES LTD.

44, Community Centre, 2nd Floor  
Naraina Industrial Area Phase-I  
Near Pvr Naraina, New Delhi 110 028  
Tel. No. 011-41410592, 93, 94  
E-mail : delhi@linkintime.co.in  
Website: www.linkintime.co.in

For effecting changes in address/bank details, members are requested to notify:

- (i) the R&T Agent of the Company, viz. Link Intime India Pvt. Ltd., if shares are held in physical form; and
- (ii) their respective Depository Participant (DP), if shares are held in electronic form.

#### 24. Voting through Electronic Means

In Compliance with the provision of Section 108 read with Rule 20 of Companies (Management & Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means, on all resolutions set forth in the notice. The 'Step-by-

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding the shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

Step' procedure and instructions for casting your vote electronically are as under:

- (i) The voting period begins on July 18, 2018 (9:00 A.M.) and ends on July 20, 2018 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 14, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now enter your user ID
  - A. For CDSL: 16 digits beneficiary ID,
  - B. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - C. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of the SMC Global Securities Limited on which you choose to vote.

- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take print out of the voting done by clicking on "Click here to print" option on the voting page.
- (xviii) If demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
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 01: 00 P.M.) on all working days except on holidays, up to and including the date of the Annual General Meeting of the Company.

#### GENERAL

- A) **CS Samrish Bhanja** (C.P. No. 4835), Managing Partner of M/s B. Samrish & Co., Practising Company Secretaries, has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.
- B) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Saturday, July 14, 2018**.
- C) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E) The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.

#### EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item nos. 6 to 14 in the accompanying Notice of the Annual General Meeting.

##### ITEM NO. 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on January 31, 2018, appointed **Mr. Himanshu Gupta (DIN 03187614)** as an Additional Director (Non-Executive) of the Company w.e.f the last approval granted by the Stock Exchange(s) where the Company is member i.e. February 21, 2018 and holds office as director upto the date of the ensuing Annual General Meeting. His position as Director needs to be regularized by appointing him as a Non-Executive Director at the Annual General Meeting. Mr. Himanshu Gupta being eligible has offered himself for regularization. Details of Mr. Himanshu Gupta are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Accordingly, the Board recommends the Ordinary Resolution as set out in item no. 6 for approval of the members.

None of the Directors (except Mr. Himanshu Gupta and Mr. Mahesh C. Gupta, Vice-Chairman & Managing Director) or the Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or their interest as Director or Shareholder or Otherwise in such other Related Party Entity, if any.

##### ITEM NO. 7 & 8

The Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on January 31, 2018, appointed **Mr. Naveen ND Gupta (DIN 00271748)** as an Additional Director (Independent) of the Company with immediate effect. As an Additional Director, Mr. Naveen ND Gupta holds office till the date of the AGM and is eligible for being appointed as an Independent Director for a term of 5 (Five) years.

Further, In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that **Mr. Naveen ND Gupta (DIN 00271748)**, be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Naveen ND Gupta shall be effective upon approval by the members in the Meeting. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Naveen ND Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Naveen ND Gupta fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Naveen ND Gupta are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Accordingly, the Board recommends the Ordinary Resolution as set out in item no. 7 & 8 for approval of the members.

None of the Directors (except Mr. Naveen ND Gupta) or the Key Managerial Personnel of the Company is concerned or interested in the said resolutions.

##### ITEM NOS. 9, 10, 11, 12 & 13

Mr. Satish C. Gupta (DIN 00025780), Mr. Hari D. Khunteta (DIN 00061925), Mr. Chandra Wadhwa (DIN 00764576), Mr. Roop C. Jindal (DIN 01450916) and Dr. Madhu Vij (DIN 00025006) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. They hold office as Independent Directors of the Company up to the period ended on March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Satish C. Gupta, Mr. Hari D. Khunteta, Mr. Chandra Wadhwa, Mr. Roop C. Jindal and Dr. Madhu Vij as Independent Directors for a second term of 5 (Five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Satish C. Gupta, Mr. Hari Das Khunteta, Mr. Chandra Wadhwa, Mr. Roop Chand Jindal and Dr. Madhu Vij would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Satish C. Gupta, Mr. Hari D. Khunteta, Mr. Chandra Wadhwa, Mr. Roop C. Jindal and Dr. Madhu Vij as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a

special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms. Mr. Satish C. Gupta, Mr. Hari D. Khunteta, Mr. Chandra Wadhwa, Mr. Roop C. Jindal and Dr. Madhu Vij are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mr. Satish C. Gupta, Mr. Hari D. Khunteta, Mr. Chandra Wadhwa, Mr. Roop C. Jindal and Dr. Madhu Vij that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Satish C. Gupta, Mr. Hari D. Khunteta, Mr. Chandra Wadhwa, Mr. Roop C. Jindal and Dr. Madhu Vij fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Satish C. Gupta, Mr. Hari D. Khunteta, Mr. Chandra Wadhwa, Mr. Roop C. Jindal and Dr. Madhu Vij are independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 9, 10, 11, 12 and 13 are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Accordingly, the Board recommends the Special Resolution as set out in item no. 9, 10, 11, 12 & 13 for approval of the members.

None of the Directors (except Mr. Satish C. Gupta, Mr. Hari D. Khunteta, Mr. Chandra Wadhwa, Mr. Roop C. Jindal and Dr. Madhu Vij) or the Key Managerial Personnel of the Company is concerned or interested in the said resolutions.

#### ITEM NO. 14

The Board of Directors of the Company ("the Board") at its meeting held on May 14, 2018 has, subject to approval of members, re-appointed **Mr. Anurag Bansal (DIN 00003294)** as a Whole Time Director, for a further period of 5 (Five) years from the expiry of his present term, that is, March 28, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Anurag Bansal as a Whole Time Director of the Company, in terms of the applicable provisions of the Act.

Mr. Bansal joined SMC Group in 2000 and since 2009 he is a Whole time Director on the Board of the SMC Global Securities Limited. He has been appointed as CFO and Director in SMC Capitals Limited and Director on the Boards of Moneywise Finvest Limited, Indunia Realtech Limited and SMC Global IFSC Private Limited. He is a Fellow member of the Institute of Chartered Accountants of India & member of Institute of Cost Accountants of India. His career spans over 20 years of eminence in the field of Capital markets.

Details of Mr. Anurag Bansal are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Accordingly, the Board recommends the Special Resolution as set out in item no. 14 for approval of the members.

None of the Directors (except Mr. Anurag Bansal) or the Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or their interest as Director or Shareholder or Otherwise in such other Related Party Entity, if any.

#### ITEM NO. 15

The Company proposes to raise the capital for the purposes of:

- Investment into subsidiaries of the Company;
- New business opportunities;
- Working capital requirements / business expansion;
- Issue related expenses; and
- General corporate purpose.

The Company has been exploring various avenues for raising funds by way of issue of equity shares ("Equity Shares") ("Securities") to all persons whether residents and/or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and/or otherwise and/or a combination thereof, whether or not such investors are promoters, directors or their relatives / associates of the Company in the course of offering through public issue through prospectus to offer, issue and allot equity shares of face value of ₹ 2/- (Rupees two only) each for a total amount aggregating upto ₹ 600 Crores (Rupees Six Hundred Crores) ("Fresh Issue"). The issue may also include an offer for sale ("offer for sale") by the existing Shareholders ("selling shareholder"), ("Fresh issue" along with "Offer for sale" referred to as the "issue") for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari passu with the existing equity shares of the Company.

For making the further public issue, approval of members is required to be obtained by way of passing a Special Resolution, in pursuance to section 62(1)(c) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution as set out in item no. 15 for approval of the members.

None of the Directors or the Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or their interest as Director or Shareholder or Otherwise in such other Related Party Entity, if any.

#### ITEM NO. 16

The appointment of Mr. Himanshu Gupta, Son (relative) of Mr. Mahesh C. Gupta, Vice-Chairman and Managing Director of the Company, as Chairman and Chief Executive Officer of Moneywise Financial Services Private Limited, Subsidiary of the Company, to hold and continue to hold an office or place of profit on a gross salary of ₹2,50,000/- per month, (which shall be subject to upward adjustment upto ₹6,00,000/- per month) excluding bonus as per the policy of the Company from time to

time or as per recommendation of Board/Nomination and Remuneration Committee.

Further, pursuant to Section 188 of the Companies Act, 2013 and the rules made there under, your consent is being sought for the same.

Except Mr. Mahesh C. Gupta, Vice-Chairman and Managing Director and Mr. Himanshu Gupta, Director of the Company, none of the Directors and Key Managerial Personnel is concerned or interested in the said resolution except to the extent of their shareholding, if any.

The Board of Directors of your Company recommends passing of the aforesaid **Special Resolution**.

As per Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules, 2014 the explanatory statement annexed to the notice of a general meeting convened pursuant to Section 101 of the Companies Act, 2013 shall contain the following particulars namely:-

PARTICULARS	SPECIFICATION
(a) Name of the Related Party ;	Mr. Himanshu Gupta
(b) Name of the Director or Key Managerial Personnel who is related, if any;	Mr. Mahesh C. Gupta (Vice-Chairman and Managing Director)
(c) Nature of Relationship;	Son
(d) Nature, Material terms, Monetary value and Particulars of the contract or arrangement;	Gross salary of ₹2,50,000/- per month, (which shall be subject to upward up to ₹6,00,000/- per month) excluding bonus as per the policy of the Company or as per recommendation of Board/Nomination and Remuneration Committee from time to time.
(e) Any other information relevant or important for the members to take a decision on the proposed resolution.	Mr. Himanshu Gupta is Chairman and Chief Executive Officer of Moneywise Financial Services Private Limited (NBFC) which is a fast growing Subsidiary of SMC Group.

#### Annexure to the Notice dated May 14, 2018

##### Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Annual General Meeting

Particulars	Ajay Garg (DIN 00003166)	Shruti Aggarwal (DIN 06886453)
Age	44 Years	27 Years
Qualifications	FCA	CA, CFA and MBA from London Business School
Experience (including expertise in specific functional area)/Brief Resume	He has rich experience of more than 20 years in securities and commodities market. He is heading Broking Division and NRI / FPI Business of SMC. His key roles & responsibilities include business development, risk management, technological up & development and administration of day to day activities at SMC Group. He monitors the trading operations, surveillance and the risk related thereto. He played a vital	She has over Nine years of work experience in strategy, risk management and finance.

Particulars	Ajay Garg (DIN 00003166)	Shruti Aggarwal (DIN 06886453)
	role in the development of SMC's state-of-art web portal & internet based trading platform. He takes care of the brand building and marketing activities of the entire group. Mr. Garg is very creative and enjoys accepting challenges. He has been recognized for his exemplary leadership and contribution to the industry with "Entrepreneur of the Year - Innovation in Financial Services" award during Entrepreneur India Awards, 2015 organized by Franchise India.	
Terms and Conditions of Appointment / Reappointment	There is a change in terms and conditions of Mr. Garg from Whole Time Director to Director and appointed as Chief Executive Officer of the Company.	No Change in terms of appointment
Remuneration last drawn (including sitting fees, if any)	₹ 58,49,333/- annually	No remuneration
Remuneration proposed to be paid	Up to ₹ 96 Lakhs annually (excluding Bonus)	As per existing terms and conditions
Date of first appointment on the Board	March 28, 2009	June 16, 2017
Shareholding in the Company as on March 31, 2018	8,41,600	Nil
Relationship with other Directors/Key Managerial Personnel	No Relation	Daughter of Mr. Subhash Chand Aggarwal, Chairman and Managing Director
Number of meetings of the Board attended during the year	Four	One
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• SMC Finvest Limited</li> <li>• SMC Insurance Brokers Private Limited</li> <li>• SMC Global IFSC Private Limited</li> <li>• Moneywise Financial Services Private Limited</li> <li>• Dee Faces Herbal Private Limited</li> </ul>	None
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	1 Moneywise Financial Services Private Limited: Member-Audit Committee Chairman-Corporate Social Responsibility Committee 2 SMC Insurance Brokers Private Limited Member -Corporate Social Responsibility Committee	None

Particulars	Himanshu Gupta (DIN 03187614)	Naveen ND Gupta (DIN 00271748)
Age	31 Years	45 Years
Qualifications	FCA	FCA
Experience (including expertise in specific functional area)/Brief Resume	Mr. Himanshu Gupta is a young, dynamic and versatile personality and he plays a key and active role in core strategic business decisions of the SMC Group. He began his career with SMC in 2011 as Senior Vice President (Operations). He leads the expansion of the Group's financing business (through its NBFC arm, Moneywise Financial Services Private Limited) and development of Fixed Income Securities & Bullion business. He also administers overall operations of the company including Finance, Accounts & Taxation, Risk Management, Surveillance and other back office operations. Mr. Himanshu Gupta is a Fellow member of the Institute of Chartered Accountants of India and also a graduate in Commerce (Hons.) from Delhi University.	Mr. Naveen ND Gupta is Fellow Chartered Accountant with All India - 25th Rank by ICAI and has over 20 years of experience in auditing, banking & finance as Senior Partner with M/s. Dass Gupta & Associates, Chartered Accountants. He is regular speaker and paper writer at national and international forums, tackled intricate accounting, auditing, and corporate governance and finance issues. He is currently President of ICAI.
Terms and Conditions of Appointment / Reappointment	No Change in terms of appointment	As per existing terms and conditions applicable on Independent Director
Remuneration last drawn (including sitting fees, if any)	No remuneration	₹ 40,000 as sitting fees
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions
Date of first appointment on the Board	February 21, 2018	January 31, 2018
Shareholding in the Company as on March 31, 2018	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Son of Mr. Mahesh Chand Gupta, Vice-Chairman and Managing Director	None
Number of meetings of the Board attended during the year	One, as special invitee	One
Directorships of other Boards as on March 31, 2018 Limited	<ul style="list-style-type: none"> <li>• Moneywise Financial Services Private Limited</li> <li>• SMC Comtrade Limited</li> <li>• Indunia Realtech Limited</li> </ul>	<ul style="list-style-type: none"> <li>• SMC Real Estate Advisors Private Limited</li> <li>• Four Plus Security Services Private</li> </ul>
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	1 Moneywise Financial Services Private Member-Nomination and Remuneration Committee Member-Corporate Social Responsibility Committee	None

Particulars	Satish C. Gupta (DIN 00025780)	Hari D. Khunteta (DIN 00061925)
Age	71 Years	66 Years
Qualifications	Post Graduate, CAIIB	FCA
Experience (including expertise in specific functional area)/Brief Resume	He was a former Chairman and Managing Director of Punjab National Bank and has rich experience in the Banking and Finance Sector.	He has over 40 years of experience in Financial Management and Corporate Governance.
Terms and Conditions of Appointment / Reappointment	As per existing terms and conditions applicable on Independent Director	As per existing terms and conditions applicable on Independent Director
Remuneration last drawn (including sitting fees, if any)	₹ 235,000 as sitting fees	₹ 265,000 as sitting fees
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions
Date of first appointment on the Board	May 30, 2011	October 12, 2012
Shareholding in the Company as on March 31, 2018	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• ISMT Limited</li> <li>• Gujarat Foils Limited</li> <li>• Kohinoor Foods Limited</li> <li>• SMC Investments and Advisors Limited</li> <li>• Moneywise Financial Services Private Limited</li> <li>• Hotel Queen Road Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Almondz Debt Advisors Limited</li> <li>• SMC Comtrade Limited</li> <li>• A. Kranti Business Advisors Private Limited</li> <li>• Headway Resolution and Insolvency Services Private Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<p>1 ISMT Limited Member-Audit Committee</p> <p>2 Gujarat Foils Limited Chairman-Audit Committee Member-Stakeholder Relationship Committee</p> <p>3 Kohinoor Foods Limited Member-Audit Committee</p> <p>4 Hotel Queen Road Private Limited Member-Audit Committee</p> <p>5 Moneywise Financial Services Private Limited Member-Audit Committee Chairman-Nomination and Remuneration Committee Member-Corporate Social Responsibility</p>	<p>1 SMC Comtrade Limited Member-Corporate Social Responsibility Committee</p>

Particulars	Chandra Wadhwa (DIN 00764576)	Roop C. Jindal (DIN 01450916)
Age	60 Years	70 Years
Qualifications	ICWA, FCS, M. Com, LL.B	FCA
Experience (including expertise in specific functional area)/Brief Resume	He has over 30 years of experience in financial, cost and management accounting, including cost and management audits. He is a Central Council Member, Government Nominee, of the Institute of Chartered Accountants of India and was the former President of the Institute of Cost Accountants of India.	He has over 40 years of experience in auditing. He is also a partner of Bubber Jindal & Co., a chartered accounting firm.
Terms and Conditions of Appointment / Reappointment	As per existing terms and conditions applicable on Independent Director	As per existing terms and conditions applicable on Independent Director
Remuneration last drawn (including sitting fees, if any)	₹ 225,000 as sitting fees	₹ 305,000 as sitting fees
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions
Date of first appointment on the Board	September 3, 2012	May 25, 2007
Shareholding in the Company as on March 31, 2018	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	Four	Four
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• SMC Insurance Brokers Private Limited</li> <li>• Evaluex Technologies Private Limited</li> <li>• Wadhwa Financial Services Private Limited</li> </ul>	None
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	1 SMC Insurance Brokers Private Limited Member-Nomination and Remuneration Committee Chairman-Audit Committee	None



(ANNEXURE A)

Particulars	Madhu Vij (DIN 00025006)	Anurag Bansal (DIN 00003294)
Age	63 Years	43 Years
Qualifications	Doctorate and Post Graduate	FCA, ICWA
Experience (including expertise in specific functional area)/Brief Resume	She is a professor at the Faculty of Management Studies, University of Delhi. She has also participated and attended various national and international conferences including Global Colloquium on Participant Centered Learning at Harvard Business School, Boston, USA from July 2009 to August, 2009.	Mr. Bansal joined SMC Group in 2000 and since 2009 he is a Whole time Director on the Board of the SMC Global Securities Limited. He has been appointed as CFO and Director in SMC Boards of Moneywise, Capitals Limited and on the Finvest Limited, Indunia Realtech Limited Director and SMC Global IFSC Private Limited. He is a Fellow member of Institute of Charter Accountants of India & a member of Institute of Cost Accountants of India. His career spans over 20 years of eminence in the field of Capital market.
Terms and Conditions of Appointment / Reappointment	As per existing terms and conditions applicable on Independent Director	As per existing terms and conditions
Remuneration last drawn (including sitting fees, if any)	₹160,000 as sitting fees	₹ 65,57,335/- annually
Remuneration proposed to be paid	As per existing terms and conditions	Up to ₹ 96 Lakhs annually (Excluding Bonus)
Date of first appointment on the Board	September 22, 2014	March 28, 2009
Shareholding in the Company as on March 31, 2018	Nil	250,000
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	Four	Four
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Singer India Limited</li> <li>• Kohinoor Foods Limited</li> <li>• Solar Industries India Limited</li> <li>• Risk Educators Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• SMC Global IFSC Private Limited</li> <li>• Moneywise Finvest Limited</li> <li>• Indunia Realtech Limited</li> <li>• SMC Capitals Limited</li> <li>• Pulin Investments Private Limited</li> </ul>
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>1 Singer India Limited Member-Audit Committee</li> <li>2 Solar Industries India Limited Member-Audit Committee</li> <li>3 Kohinoor Foods Limited Member-Audit Committee</li> </ul>	None

**Form No. MGT-11  
PROXY FORM**  
[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**SMC Global Securities Limited**

CIN: L74899DL1994PLC063609

Registered Office: 11/6-B, Shanti Chambers, Pusa Road, New Delhi – 110 005.

<b>Name of the Member(s):</b>	
<b>Registered Address:</b>	
<b>E-mail ID:</b>	
<b>Folio No./ Client ID:</b>	
<b>DP ID:</b>	

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint:

1. Name: .....Address:.....  
E-mail ID:.....Signature:..... or failing him/her.
2. Name: .....Address:.....  
E-mail ID:.....Signature:..... or failing him/her.
3. Name: .....Address:.....  
E-mail ID:.....Signature:.....or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th(Twenty Fourth) Annual General Meeting of the Members of SMC Global Securities Limited will be held at **“URDU GHAR” 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi – 110002 on Saturday, July 21, 2018 at 11:00 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Option	
		For	Against
<b>Ordinary Business</b>			
1.	a) The audited financial statement of the Company for the financial year ended on March 31, 2018, the reports of the Board of Directors and Auditors thereon; and b) The audited consolidated financial statement of the Company for the financial year ended on March 31, 2018, the reports of the Auditor's thereon.		
2.	To declare a Final Dividend of 24% on the Face Value of the Equity Share (i.e. ₹ 0.48 per Equity Shares of Face Value of ₹ 2/- each) and to confirm the payment of Interim Dividend of 24% of the Face Value of the Equity Share (i.e. ₹ 0.48 per Equity Share of Face Value on ₹ 2/- each) already paid for the Financial Year 2017-18.		
3.	To appoint a director in place of Mr. Ajay Garg (DIN 00003166), who retires by rotation and being eligible, offers himself for re- appointment.		
4.	To appoint a director in place of Ms. Shruti Aggarwal, (DIN 06886453), who retires by rotation and being eligible, offers herself for re- appointment.		
5.	Ratification of appointment of M/s. R. Gopal & Associates, Chartered Accountants as Statutory Auditors.		
<b>Special Business</b>			
6.	Appointment of Mr. Himanshu Gupta (DIN 03187614) as Non-Executive Director of the Company.		
7.	Appointment of Mr. Naveen ND Gupta (DIN 00271748) as Non-Executive Director of the Company.		
8.	Appointment of Mr. Naveen ND Gupta (DIN 00271748) as an Independent Director of the Company.		
9.	To Re-appoint Mr. Satish C. Gupta (DIN 00025780) as an Independent Director of the Company.		
10.	To Re-appoint Mr. Hari D. Khunteta (DIN 00061925) as an Independent Director of the Company.		
11.	To Re-appoint Mr. Chandra Wadhwa (DIN 00764576) as an Independent Director of the Company.		
12.	To Re-appoint Mr. Roop C. Jindal (DIN 01450916) as an Independent Director of the Company.		
13.	To Re-appoint Dr. Madhu Vij (DIN 00025006) as an Independent Director of the Company.		
14.	To Re-appoint Mr. Anurag Bansal (DIN 00003294) as Whole Time Director of the Company.		
15.	Approval for the Follow on Public Offer of the Company		
16.	Authorization to hold office or place of profit by Mr. Himanshu Gupta, Son (relative) of Mr. Mahesh C. Gupta, Vice-Chairman and Managing Director of the Company, as Chairman and Chief Executive Officer of Moneywise Financial Services Private Limited, Subsidiary of the company		

Affix Revenue Stamp not less than ₹ 1/-

Signature of Shareholder.....Signed this ..... day of .....2018

Signature of Proxy holder(s) .....

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(ANNEXURE B)

**ATTENDANCE SLIP  
(THE ATTENDANCE SLIP DULY FILLED IN IS TO BE HANDED  
OVER AT THE ENTRANCE OF THE MEETING HALL)**

**SMC Global Securities Limited**

CIN: L74899DL1994PLC063609

Registered Office: 11/6-B, Shanti Chamber, Pusa Road, New Delhi – 110005

FOR DEMAT SHARES	FOR PHYSICAL SHARES
DP ID	REGD. FOLIO NO.
CLIENT ID	NO. OF SHARES HELD

Full name of the member attending .....

Name of the Proxy .....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 24th (Twenty Fourth) Annual General Meeting of the Members of SMC Global Securities Limited will be held at "URDU GHAR" 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi – 110002 on Saturday, July 21, 2018 at 11:00 A.M.

Name of the Member/Proxy  
In Block letters

Signature of the Member/Proxy

Name of the Member/Proxy  
In Block letters

Signature of the Member/Proxy

**Note:** Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

**ROUTE MAP TO THE 24TH ANNUAL GENERAL MEETING VENUE**

**Location:** “URDU GHAR” 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi-110002  
Prominent Landmark: Bal Bhawan, Near ITO

