



## SMC GLOBAL SECURITIES LIMITED

Member: NSE • BSE • MSE • MCX • CEF • MCF

Clearing & Trading Member: Cash, F&O, Currency, Debt & Commodity

SEBI Regn. No.: INZ 000199438 • Research Analyst No.: RA110001849 • Investment Adviser No.: IA1100012491

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E-mail: smc@smcindaonline.com | Website: www.smcindaonline.com

Date: 11<sup>th</sup> May, 2020

To,

**The Manager  
Listing Department,  
Calcutta Stock Exchange Limited  
7, Lyons Range, Dalhousie  
Kolkata – 700001, West Bengal**

**Ref: Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated 16<sup>th</sup> July, 2019.**

**Sub: Submission of Compliance Report on Corporate Governance for the fourth quarter ended 31<sup>st</sup> March, 2020 and for the Financial Year 2019-20.**

Dear Sir(s),

This is with reference to the captioned subject matter. In this regard, we are enclosing herewith the Compliance Report on Corporate Governance, pertaining to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the fourth quarter ended on 31<sup>st</sup> March, 2020 and also for the whole Financial Year 2019-20.

This is for your kind information and record.

Thanking you,

**For SMC Global Securities Limited.**

SUMAN  
KUMAR

Digitally signed by  
SUMAN KUMAR  
Date: 2020.05.13  
17:11:59 +05'30'

**Suman Kumar  
E.V.P. (Corporate Affairs), Company Secretary & Compliance Officer  
Membership No. F5824)**

**Enclosures:**

**Annexure I- Corporate Governance report for the quarter ended on 31<sup>st</sup> March, 2020.**

**Annexure II-Corporate Governance Report for the F.Y. 2019-20.**

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KOLKATA OFFICE: 18, Rabindra Sarani, Poddar Court, Gate No. 4, 5th Floor, Kolkata - 700001 Ph: +91-33-66127000 Fax: +91-33-66127004  
E-mail: smckolkata@smcindaonline.com



**ANNEXURE-I**

**Quarterly Compliance Report on Corporate Governance**

Name of the listed Entity: **SMC Global Securities Limited**

Quarter Ended: **31<sup>st</sup> March, 2020**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr./Ms.)</b>	<b>Name of the Director</b>	<b>PAN* &amp; DIN</b>	<b>Category** (Chairperson/Executive/ Non-Executive /independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-Appointment</b>	<b>Date of Cessation</b>	<b>Tenure ***</b>	<b>Date of Birth</b>	<b>No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b>	<b>No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) **</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Subhas h Chand Aggarwal	<b>PAN-</b> AAJPA9387K <b>DIN-</b> 00003267	Chairman/Managing Director	19/12/1994	29/01/2020	N.A.	N.A.	02/07/1956	1	Nil	Nil	Nil
Mr.	Mahesh Chand Gupta	<b>PAN-</b> AAAPG3736D <b>DIN-</b>	Vice-Chairman/Managing Director	01/09/2007	01/09/2017	N.A.	N.A.	30/01/1957	1	Nil	1	Nil

		00003082										
Mr.	Ajay Garg	<b>PAN-</b> ABXPA2346P <b>DIN-</b> 00003166	Director/CEO	28/03/2009	14/05/2018	N.A.	N.A.	31/12/1973	1	Nil	1	Nil
Mr.	Anurag Bansal	<b>PAN-</b> AAAPB5180A <b>DIN-</b> 00003294	Whole Time Director	28/03/2009	28/03/2019	N.A.	N.A.	21/04/1975	1	Nil	Nil	Nil
Mr.	Chandra Wadhwa	<b>PAN-</b> AAAPW5444L <b>DIN-</b> 00764576	Independent/Non Executive Director	03/09/2012	01/04/2019	N.A.	7 Years, 6 months	06/06/1958	1	1	1	Nil
Mr.	Naveen ND Gupta	<b>PAN-</b> AEQPG6833D <b>DIN-</b> 00271748	Independent/Non Executive Director	31/01/2018	31/01/2018	N.A.	2 Year, 2 Months	08/11/1972	1	1	1	Nil
Mr.	Roop Chand Jindal	<b>PAN-</b> AAHPJ3587C <b>DIN-</b> 01450916	Independent/Non Executive Director	25/05/2007	01/04/2019	N.A.	12 Years, 10 months	05/01/1948	1	1	2	Nil
Mr.	Hari Das Khunteta	<b>PAN-</b> AAHPK9670R <b>DIN-</b> 00061925	Independent/Non Executive Director	12/10/2012	01/04/2019	N.A.	7 Years, 5 months	20/07/1952	1	1	2	1
Mr.	Kundan Mal Agarwal	<b>PAN-</b> AAKPA5644C <b>DIN-</b> 00043115	Independent/Non Executive Director	10/01/1995	01/04/2019	N.A.	25 Years, 2 months	05/03/1949	1	1	3	2
Mrs.	Madhu Vij	<b>PAN-</b> AADPV0701A <b>DIN-</b>	Independent/Non Executive Director	22/09/2014	01/04/2019	N.A.	5 Years, 6	16/07/1955	3	3	2	Nil

		00025006					month s					
Mr.	Himanshu Gupta	<b>PAN-</b> AIEPG2872J <b>DIN-</b> 03187614	Non Executive Director	21/02/2018	21/02/2018	N.A.	N.A.	20/11/1986	1	0	Nil	Nil
Ms.	Shruti Aggarwal	<b>PAN-</b> APZPA8483R <b>DIN-</b> 06886453	Non Executive Director	16/06/2017	16/06/2017	N.A.	N.A.	20/04/1991	1	0	Nil	Nil

Whether Regular Chairperson is appointed

Yes

Whether Chairperson is related to MD or CEO

NA

**NOTE:**

\* PAN number of any director would not be displayed on the website of Stock Exchange

\*\* Category of Directors means Executive / Non executive/ independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

\*\*\* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

Name of Committee	Whether Regular Chairperson is appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment*	Date of Cessation
<b>1. Audit Committee</b>	Yes	1. Mr. Hari Das Khunteta	Chairperson / Independent / Non Executive Director	30.01.2013	-
		2. Mr. Roop Chand Jindal	Independent / Non Executive Director	06.02.2012	
		3. Mr. Naveen ND Gupta	Independent / Non Executive Director	31.01.2018	
		4. Mr. Kundan Mal Agarwal	Independent / Non Executive Director	30.05.2003	
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	1. Mr. Chandra Wadhwa	Chairperson / Independent / Non Executive Director	30.01.2013	-
		2. Mr. Naveen ND Gupta	Independent / Non Executive Director	31.01.2018	
		3. Mr. Roop Chand Jindal	Independent / Non Executive Director	25.05.2007	
		4. Mr. Kundan Mal Agarwal	Independent / Non Executive Director	30.01.2013	
<b>3. Risk Management Committee (if applicable)</b>	Not Applicable				
<b>4.Stakeholders</b>	Yes	1. Mr. Kundan Mal Agarwal	Chairperson / Independent / Non Executive Director	28.04.2003	-

<b>Relationship Committee'</b>		2. Mr. Hari Das Khunteta	Independent / Non Executive Director	30.01.2013	
		3. Mr. Roop Chand Jindal	Independent / Non Executive Director	25.05.2007	
<b>5. Corporate Social Responsibility Committee</b>	Yes	1. Mr. Subhash C. Aggarwal	Chairperson / Executive Director	26.05.2014	-
		2. Mr. Mahesh C. Gupta	Executive Director	26.05.2014	
		3. Mr. Kundan M. Agarwal	Independent / Non Executive Director	26.05.2014	

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\* Date of appointment since constitution & Re-constitution is mentioned.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days) (in number of days)*
14.11.2019	04.02.2020	Yes  Total Number of Directors: 12  Number of Directors Present: 10	10	6	81 Days

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

### IV. Meeting of Committees

#### A. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
04.02.2020	Total Number of Members: 4 Number of Members Present: 4	4	4	14.11.2019	81 Days

#### B. Nomination and Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
04.02.2020	Total Number of	4	4	14.11.2019	81 Days

	Members: 4 Number of Members Present: 4				
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**C. Stake Holders Relationship Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
04.02.2020	Total Number of Members: 3 Number of Members Present: 3	3	3	14.11.2019	81 Days

**D. CSR Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
04.02.2020	Total Number of Members: 3 Number of Members Present: 3	3	1	N.A.	N.A

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

**NOTE:**

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the board has been composed in accordance with the requirements of the Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If the status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee

c. Stakeholders Relationship Committee

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. This report shall be placed before the Board of Directors of the Company in the Next Board Meeting.

**For SMC Global Securities Limited**

**Suman Kumar**

**E.V.P. (Corporate Affairs), Company Secretary & Compliance Officer  
Membership No. F5824)**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**Name of the listed entity: **SMC Global Securities Limited**Financial Year: **2019-20**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	<b>If Yes provide link to website. If No/ NA provide reasons</b>
a) Details of business	Yes	<a href="https://smcindiaonline.com/investors/">https://smcindiaonline.com/investors/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://smcindiaonline.com/wp-content/uploads/2018/04/Terms_of_Appointment_Independent-Director_SMC.pdf">https://smcindiaonline.com/wp-content/uploads/2018/04/Terms_of_Appointment_Independent-Director_SMC.pdf</a>
c) Composition of various committees of board of directors	Yes	<a href="https://smcindiaonline.com/investors/">https://smcindiaonline.com/investors/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://smcindiaonline.com/wp-content/uploads/2018/04/Code-of-Conduct.pdf">https://smcindiaonline.com/wp-content/uploads/2018/04/Code-of-Conduct.pdf</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://smcindiaonline.com/wp-content/uploads/2018/04/Vigil-Mecchanism-Policy.pdf">https://smcindiaonline.com/wp-content/uploads/2018/04/Vigil-Mecchanism-Policy.pdf</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://smcindiaonline.com/investors/">https://smcindiaonline.com/investors/</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://smcindiaonline.com/wp-content/uploads/2018/04/RELATED_PARTY_TRANSACTIONS_POLICY-1.pdf">https://smcindiaonline.com/wp-content/uploads/2018/04/RELATED_PARTY_TRANSACTIONS_POLICY-1.pdf</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://smcindiaonline.com/wp-content/uploads/2018/04/MATERIAL_SUBSIDIARY_POLICY.pdf">https://smcindiaonline.com/wp-content/uploads/2018/04/MATERIAL_SUBSIDIARY_POLICY.pdf</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://smcindiaonline.com/wp-content/uploads/2019/08/Familiarization-programme-for-Independent-Directors_2018-19.pdf">https://smcindiaonline.com/wp-content/uploads/2019/08/Familiarization-programme-for-Independent-Directors_2018-19.pdf</a>
j) email address for grievance redressal and other relevant details	Yes	sumankumar@smcindiaonline.com



k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	Mr. Suman Kumar Email id : sumankumar@smcindiaonline.com Ph No. : 011-30111333, Ext -7728/7729
l) Financial results	Yes	<a href="https://smcindiaonline.com/investors/">https://smcindiaonline.com/investors/</a> /
m) Shareholding pattern	Yes	<a href="https://smcindiaonline.com/investors/">https://smcindiaonline.com/investors/</a> /
n) Details of agreements entered into with the media companies and/or their associates	Yes	<a href="https://smcindiaonline.com/wp-content/uploads/2018/04/Regulation-46-Details-of-media-agreement.pdf">https://smcindiaonline.com/wp-content/uploads/2018/04/Regulation-46-D etails-of-media-agreement.pdf</a>
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	NA
p) New name and the old name of the listed entity	N.A.	NA
q) Advertisements as per regulation 47 (1)	Yes	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	NA
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://smcindiaonline.com/investors/">https://smcindiaonline.com/investors/</a> /
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
b) Materiality Policy as per Regulation 30	No	NA
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	NA
It is certified that these contents on the website of the listed entity are correct.		
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes

Plans for orderly succession for appointments	17(4)	N.A.
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3) & (4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	No
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	No
Maximum Tenure	25(2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note :**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

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

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For SMC Global Securities Limited**

**Suman Kumar**

**[E.V.P. (Corporate Affairs & Legal), Company Secretary & Compliance Officer**