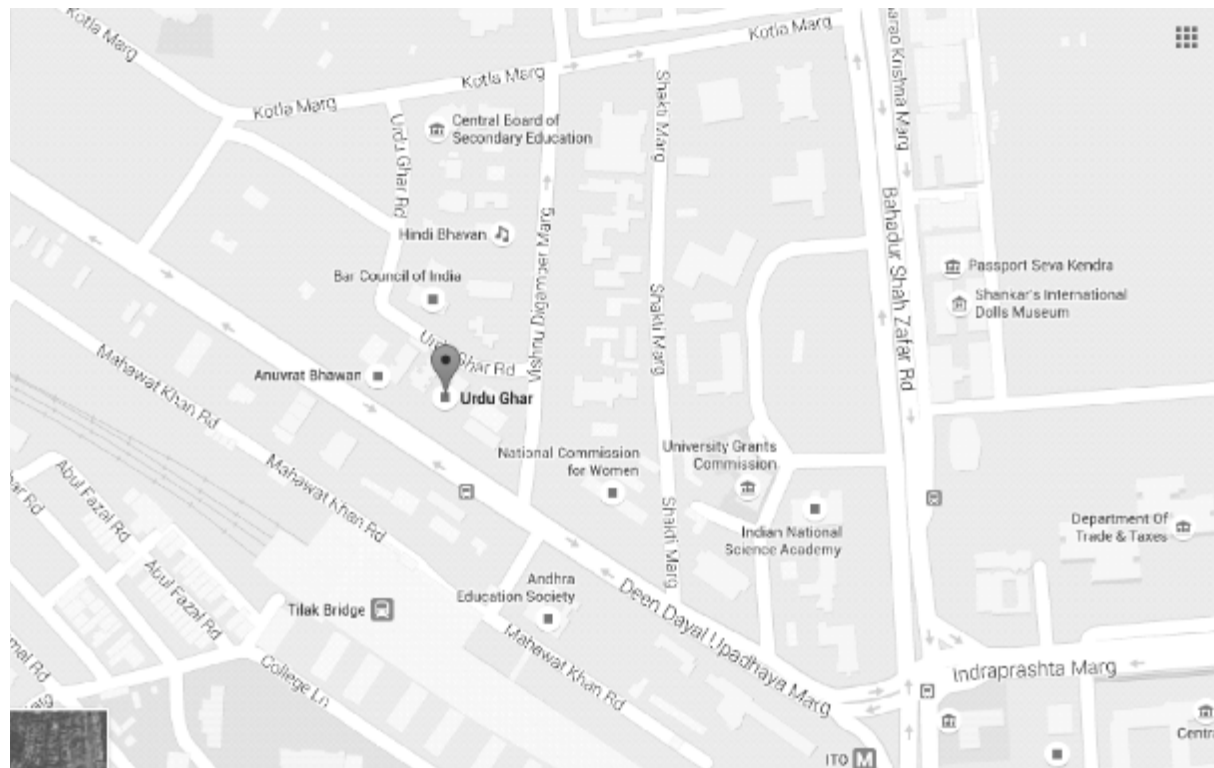


(ANNEXURE C)

**ROUTE MAP TO THE 23RD ANNUAL GENERAL MEETING VENUE**

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

**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



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**NOTICE**

NOTICE IS HEREBY GIVEN THAT The Twenty Third (23rd) 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, 29th July, 2017 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 31st March, 2017, 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 31st March, 2017, 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. Re. 0.48 per Equity Share of Face Value of ₹ 2/- each) and to confirm the payment of Interim Dividend of 18% on the Face Value of the Equity Share (i.e. Re. 0.36 per Equity Share of Face Value of ₹ 2/- each) already paid for the Financial Year ended on 31st March, 2017.

**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 Mr. Anurag Bansal**

To appoint a Director in place of Mr. Anurag Bansal, (DIN 00003294), who retires by rotation and being eligible, offers himself 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 service tax or any other 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 31st March, 2018.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised 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 Ms. Shruti Aggarwal (DIN: 06886453) 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 Sections 152, 161 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, **Ms. Shruti Aggarwal (DIN 06886453)**, who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 29th May, 2017, w.e.f the last approval granted by the Stock Exchange(s) where the Company is member, whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, the consent of the members of the Company, be and is hereby accorded to appoint her as a Non-Executive Director of the Company, whose term shall be subject to retirement by rotation, on sitting fees and other reimbursements, if any, as may be decided by the Board."

**Item no. 7 - Authorization for Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), Regulation 23 and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Regulations’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company or the Committee thereof to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction or arrangements of whatever nature with related parties (‘the transactions’), whether such transactions already existing prior to the notification of the Regulations and which may continue beyond such date as well for the said transactions or for the transactions to be entered during the Financial Year 2017-18.

**FURTHER RESOLVED THAT** the Audit Committee and the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

**FURTHER RESOLVED THAT** the Audit Committee and Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**Item No. 8-Increase the Limit of Borrowing Powers 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 supersession of the Special Resolution passed by the Members of the Company at the 20th Annual General Meeting held on 26th September, 2014 and pursuant to the provisions of Section 180 (1)(c) and other applicable

provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is **₹ 2,000 Crores (Rupees Two Thousand Crores Only)** over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company, 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, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**Item No. 9-Creation of Charge(s)/Mortgage(s) on the Movable and Immovable Properties of the Company both Present and Future**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers), Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to create such charges / mortgages / pledges / hypothecations and securities in addition to existing charges / mortgages / pledges / hypothecations and securities created by the Company, on such movable and immovable properties, tangible or intangible assets of the Company, both present and future, and / or the whole or any part of the undertaking(s) of the

Company, as the case may be in favour of the Banks/Financial Institutions, other investing agencies and trustees for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes / bonds or other debt instruments), issued/to be issued by the Company including deferred sales tax loans availed /to be availed by various units of the Company, from time to time, subject to the aggregate amount of **₹ 500 Crores (Rupees Five Hundred Crores Only)** together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Banks/Financial Institutions, other investing agencies and trustees, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company in respect of the loan agreement(s), debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the Banks/Financial Institutions, other investing agencies and trustees.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors or any of the Committee constituted by the board including Borrowing, Investment and Loans Committee (BIL Committee) of the Company, be and is hereby authorized to finalize, settle and execute such documents / deeds/ writings/ papers/ agreements as may be required and 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, difficulty or doubt that may arise in regard to creating mortgage/ charge as aforesaid.”

**Item No. 10-Increase the Limit of Inter-Corporate Loans and Investments**

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company at the 20th Annual General Meeting held on 26th September, 2014 and pursuant to Section 186 and any other applicable provisions of the Companies Act, 2013 (‘the Act’), and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other approvals as may be required in that behalf, the consent of the members of the Company, be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to:

- Give loans from time to time on such terms and conditions as it may deem expedient to any person or other body corporate;

- Give on behalf of any person or body corporate, any guarantee, or provide security in connection with a loan made by any other person or by any Body Corporate; and
- Acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of **₹ 2000 Crores (Rupees Two Thousand Crores Only)**, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investment, loans, guarantee or security proposed to be made or given by the Board may exceed 60 % (Sixty Percent) of its paid-up share capital, free reserves and securities premium account, or 100 % (One Hundred Percent) of its free reserves and securities premium account, whichever is more.

**FURTHER RESOLVED THAT** the consent of the members of the Company, be and are hereby accorded to the board to invest in the Subsidiaries, Associates, related parties, give loans to them; provide guarantees/security on their behalf, to any person or body corporate, within the limits, if any, may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to negotiate the terms and conditions of the above said investment loans(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

**FURTHER RESOLVED THAT** the Board 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, difficulty, doubt that may arise in this respect without requiring the Board to secure any further approval of the Members of the Company.”

**Item no. 11-Re-Appointment of Mr. Mahesh C. Gupta (DIN: 00003082) as Managing 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. Mahesh C. Gupta (DIN: 00003082)** as Managing Director of the Company, whose

office is not liable to retire by rotation, for a further period of 5 (five) years from 1st September, 2017 to 31st August, 2022, on a gross monthly remuneration of ₹ 7,50,000/- (Rupees Seven Lakhs and Fifty Thousand 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. Mahesh C. Gupta (DIN 00003082)**, 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. Mahesh C. Gupta (DIN 00003082) up to ₹12,00,000/- (Rupees Twelve 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.

**By Order of the Board of Directors**

sd/-

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

**Date: 29th May, 2017**

**Place: Mumbai**

**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, the 11th July, 2017 to Friday, the 14th July, 2017 (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, the 10th July, 2017.**

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, the 10th July, 2017.**

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, the 10th July, 2017.**

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 27th April, 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 Corner 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](http://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-Step' procedure and instructions for casting your vote electronically are as under:

- (i) The voting period begins on 26th July, 2017 (9:00 A.M) and ends on 28th July, 2017 (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 22nd July, 2017, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case of the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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 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 votes cast 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 Custodian 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) 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 1:00 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 **22nd July, 2017**.
- 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 11 in the accompanying Notice of the Annual General Meeting.

### ITEM NO. 6

#### (Appointment of Ms. Shruti Aggarwal (DIN06886453) As Non- Executive Director of The Company)

The Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on 29th May, 2017, appointed Ms. Shruti Aggarwal as an Additional Director of the Company w.e.f the last approval granted by the Stock Exchange(s) where the Company is member and holds office as director upto the date of the ensuing Annual General Meeting. Her position as Director needs to be regularized by appointing her as a Non-Executive Director at the Annual General Meeting. Ms. Shruti Aggarwal being eligible, has offered herself for regularization. The Company has received a notice in writing from a member proposing her candidature for the office of Director.

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

None of the Directors (except Ms. Shruti Aggarwal and Mr. Subhash C. Aggarwal, Chairman & Managing Director) or the Key Managerial Personnel of the Company is concerned or interested in the said resolutions except to the extent of their shareholding in the Company or their interest as Director or Shareholder or Partner or Otherwise in such other Related Party Entity, if any.

### ITEM NO. 7

#### (Authorization for Related Party Transactions)

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, Regulation 23 and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board can enter into the transaction mentioned under aforesaid Resolutions, which are not in the ordinary course of business and/ or are not on arm length basis, only with approval of the shareholders accorded by way of a Ordinary Resolution. though, your Company always seeks to enter into transactions with Related Parties in the ordinary course of business and at Arm Length's basis; still there may be some such transactions which are done in the interest of the Company and for which your approvals is required for all the transaction s existing prior to the date of notification of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which may continue beyond such date as well as for the transactions to be entered during the Financial Year 2017-18.

The members' approval is sought, pursuant to the Regulation 23 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposal outlined above is in the interest of the Company and the Board re commends the resolution set out in the

accompanying Notice as Ordinary Resolution.

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

### ITEM NO. 8

#### (Increase the Limit of Borrowing Powers of the Company)

In terms of the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose) and for creation of charge on movable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding ₹ 2000 Crores (Rupees Two Thousand Crores Only), over and above the aggregate of the paid up share capital and free reserves of the Company.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the borrowing limits from ₹1000 Crores (Rupees One Thousand Crores Only) to ₹ 2000 Crores (Rupees Two Thousand Crores Only) under the provisions of Section 180 (1) (c) of the Companies act, 2013 ("the Act").

In terms of the provisions of Section 110 of the Companies Act, 2013, read with the Rules issued thereto, the approval for increase in the limits under Section 180 (1) (c) is required the approval of the shareholders for the same is sought in this manner.

The Board of directors recommends the resolution for the approval of the members as a Special Resolution.

None of the directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

### ITEM NO. 9

#### (Creation of Charge(s)/Mortgage(s) on the Movable and Immovable Properties of the Company both Present and Future)

In terms of the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any movable or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a special resolution. Therefore, it proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only), in excess of the aggregate paid-up capital of the Company and its free reserves.

In terms of the provisions of Section 110 of the Companies Act, 2013, read with the Rules issued thereto, the approval of the shareholders for the same is sought by means of a Special Resolution.

The Board of directors recommends the resolution for the approval of the members as a Special Resolution.

None of the directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

### ITEM NO.10

#### (Increase the Limit of Inter-Corporate Loans and Investments)

In terms of the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose) and for creation of charge on movable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding ₹2000 Crores (Rupees Two Thousand Crores Only), over and above the aggregate of the paid up share capital and free reserves of the Company.

Keeping in view your Company is currently undertaking various projects by itself and through its subsidiaries, for which there is an ongoing, it is considered desirable to increase the limits from ₹1000 Crores (Rupees One Thousand Crores Only) to ₹2000 Crores (Rupees Two Thousand Crores Only).

## I. General Information:

1. Nature of Industry	Financial Services (Stock Broking)	
2. Date or expected date of commencement of Commercial Production	Not Applicable	
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4. Financial performance based on given indications:		
Particulars	Year ended 31st March 2017 (₹ in Lakhs)	Year ended 31st March 2017 (₹ in Lakhs)
Total Income	53,387.75	42,654.75
Net Profit after Taxation	4,504.90	3,464.23
5. Foreign investments or collaborators, if any.	Nil	

The Board of directors recommends the resolution for the approval of the members as a Special Resolution.

None of the directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

### ITEM NO. 11

#### (Re-Appointment of Mr. Mahesh C. Gupta (DIN: 00003082) as Managing Director of the Company)

The term of appointment of Mr. Mahesh C. Gupta (DIN 00003082) from the office of Managing Director will expire on 31st August, 2017. Further pursuant to section 196 of Companies Act, 2013 your consent is being sought for the re-appointment of Mr. Mahesh C. Gupta (DIN 00003082) as Managing Director of Company for a further period of 5 (five) years from 1st September , 2017 to 31st August , 2022.

Except Mr. Mahesh C. Gupta (DIN 00003082), 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.

The Information required under the Schedule V to the Companies Act, 2013 is given here below:

The information required under the Sub-clause B of Para I of Section II, Part II of the Schedule V to the Companies Act 2013 is given here below:

**II. Information about the Appointee:**

1. Background details	Mr. Mahesh C. Gupta, aged about 59 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He did his Bachelors in Commerce from Delhi University. He is co-founder and promoter of SMC Group.
2. Past remuneration	Gross Monthly remuneration of ₹ 7,50,000/- (Rupees Seven Lakhs and Fifty Thousand Only).
3. Recognition or awards	Nil.
4. Job profile and his suitability	Mr. Mahesh Chand Gupta is the Vice-Chairman & Managing Director of the Company, with his vast experience, in-depth knowledge and strong analytical skill; he efficiently assures flawless operations of the group. Being in the securities market for more than 27 years, he has seen all the phases of stock market and handled all the matters efficiently. He looks after the policy, vision and major part of the operational activities of the group.
5. Remuneration proposed	Presently the appointment is proposed on monthly remuneration of ₹ 7,50,000/- (Rupees Seven Lakhs and Fifty Thousand Only) which can further be increased upto ₹ 12,00,000/- (Rupees Twelve Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	He has been re-appointed on the same remuneration only.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any, managerial	Mr. Mahesh C. Gupta is not having pecuniary relationship with the Company except in the manner described above and is not related with personnel as per section 2(77) of the Companies Act, 2013.

**III. Other Information:**

1. Reasons for loss or inadequate profits.	While the Company has delivered strong operating and financial performance in the past, but the unprecedented global developments leading to uncertainty and volatility. Though, the Company has recorded good profits in the year 2016-17 and the same is sufficient as per the current remuneration under the applicable provisions of the Companies Act, 2013. Hence keeping in view of good governance practices, shareholder approval is sought in advance.
2. Steps taken or proposed to be taken for improvement.	Company is in the process of expanding its business in a big way. It is also focus in on the best utilization of its resources and also penetrating in the new arena of Financial services. Company is hopeful to perform better in coming Financial Year.
3. Expected increase in productivity and profits in measurable terms.	The management is confident to achieve better turnover and net profit in the financial year ending 31st March, 2018 onwards compared to last Financial Year.

**IV. Disclosure:**

**The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:-**

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed components and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees;
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:-**

**Re-appointment of Mr. Ajay Garg (Item No. 3)**

Mr. Garg is a Whole time Director on the Board of SMC Global Securities Ltd. and Director on the Boards of SMC Global IFSC Private Limited, Moneywise Financial Services Private Limited and SMC Insurance Brokers Private Limited. He is a Fellow Member & Rank holder of the Institute of Chartered Accountants of India (ICAI) having wide and rich experience of over 20 years in securities, commodities & currency markets. He heads the core businesses of Broking & Clearing services of SMC having a network of more than 2500 offices across 550+ cities in India. His key roles & responsibilities include business development, risk management & technological up-gradation.

Mr. Garg has played vital role in the development of SMC's state-of-art trading platform & he has been instrumental in the development of SMC's mobile based applications 'SMC Easy trade' and 'SMC Easy Go'. Under his able leadership SMC has also developed a Robo-advisory platform called 'Portfolio Health Check-up'. He also takes care of the brand building and marketing activities of the entire Group. He looks after SMC's International Business focusing upon NRIs & FPIs as well.

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. He has also won 'Entrepreneur of the Year' award during Franchise India's 4th Entrepreneur India Awards, 2014.

He is a member of Risk Management Committee.

He holds 841,600 shares in the Company. He is a Director on the boards of SMC Insurance Brokers Private Limited, Moneywise Financial Services Private Limited and SMC Global IFSC Private Limited.

**Re-appointment of Mr. Anurag Bansal (Item No. 4)**

Mr. Bansal joined SMC in 2000 and since 2009 he is a Whole

time Director on the Board of the Company. 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 Fellow member of Institute of Chartered Accountant of India & member of Institute of Cost Accountant of India. His career spans over 20 years of eminence in the field of Capital market.

He is primarily responsible for investment banking business, institutional equities business, distribution business, strategic management & legal functions.

He is a member of Risk Management Committee, American Depository Receipts/Global Depository Receipts Committee, Public Issue and Listing Committee.

He holds 250,000 shares in the Company. He is a Director on the Boards of SMC Global IFSC Private Limited, SMC Capitals Limited, Indunia Realtech Limited and CFO of SMC Capitals Limited.

**Appointment of Ms. Shruti Aggarwal (Item No. 6)**

Ms. Aggarwal is a Non- Executive Director of the Company. She is the member of Institute of Chartered Accountants of India and has cleared all levels of Chartered Financial Analyst (CFA) Programme from U.S.A. She joined Price Warehouse & Co. as an associate and has rich experience in Transfer Pricing Advisory Compliances, Internal Audit, Risk Management and Management Consultancy.

She was earlier a Director of SMC Investments and Advisors Limited, a Subsidiary Company between August 2014 to August 2015.

She is not member of any Committee of the Company.

She does not hold any shares in the Company and she is not a Director in any other Company.

**Re-appointment of Mr. Mahesh C. Gupta (Item No. 11)**

Mr. Gupta is one of the prime establisher, who laid down the roots of the SMC Group in 1990. He is currently holding the position of Vice-Chairman & Managing Director of the Company. He is one of the Key Directors on the Board of SMC Insurance and Brokers Private Limited.

He holds a bachelor degree of Commerce from Delhi University & he is also qualified member of the Institute of Chartered Accountants of India (ICAI). He has a long and illustrious career of almost three decades in Stock Market. His prudence and decisive headship is a boon to the Company's Momentum. He administers the every facet of operational as well as strategic decision making & policy formulation for the Company and the group.

He is the Vice-Chairperson of Corporate Social Responsibility Committee and members of Risk Management Committee, Operational & Decision Making Committee, Borrowings, Investments & Loans Committee, American Depository Receipts/Global Depository Receipts Committee, Public Issue and Listing Committee.

He holds 10,248,500 shares in the Company. He is a Director on the Boards of SMC Insurance Brokers Private Limited.

(ANNEXURE A)

**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 23rd (Twenty Third) 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, the 29th July 2017 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 31st March, 2017, 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 31st March, 2017.		
2.	To declare a Final Dividend of 24% on the Face Value of the Equity Share (i.e. Re. 0.48 per Equity Share of Face Value of ₹ 2/- each) and to confirm the payment of Interim Dividend of 18% on the Face Value of the Equity Share (i.e. Re. 0.36 per Equity Share of Face Value of ₹ 2/- each) already paid for the Financial Year ended on 31st March, 2017.		
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 Mr. Anurag Bansal (DIN 00003294), who retires by rotation and being eligible, offers himself 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 Ms. Shruti Aggarwal (DIN: 06886453) as Non- Executive Director of the Company.		
7.	Authorization for Related Party Transactions.		
8.	Increase the limit of borrowing powers of the Company .		
9.	Creation of Charge(s)/Mortgage(s) on the Movable and Immovable Properties of the Company both present and future.		
10.	Increase the Limit of Inter- Corporate Loans and Investments.		
11.	Re-appointment of Mr. Mahesh C. Gupta (DIN: 00003082) as Managing Director of the Company.		

Affix Revenue Stamp not less than Re. 1/-

Signature of Shareholder.....Signed this ..... day of .....2017

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.

**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 23rd (Twenty Third) 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, the 29th July, 2017 at 11:00A.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.**