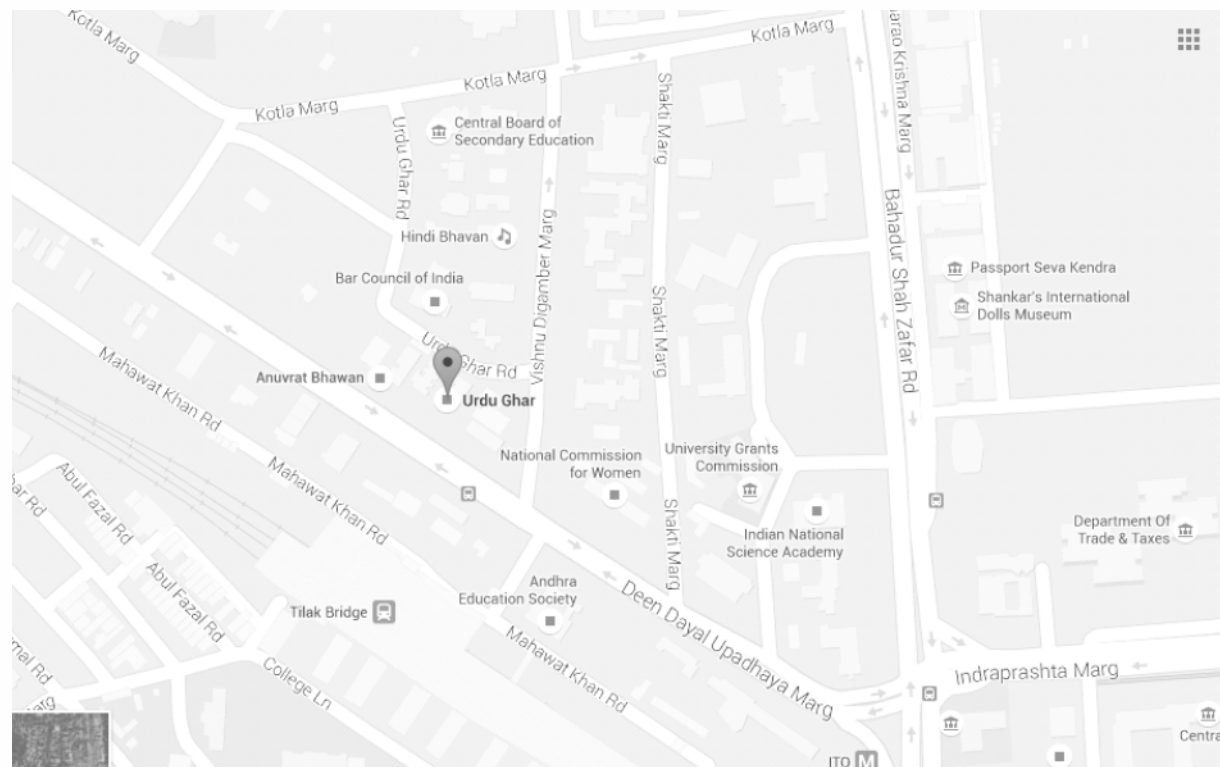


## (ANNEXURE C)

**ROUTE MAP TO THE 25TH 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



Moneywise. Be wise.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT the Twenty Fifth (25th) Annual General Meeting of the Members of SMC Global Securities Limited will be held on Saturday, September 28, 2019 at 11:00 A.M. at “URDU GHAR” 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi – 110002, to transact with or without modifications as may be permissible, the following business :-

**ORDINARY BUSINESSES****Item No. 1: Adoption of Accounts:****To receive, consider and adopt:**

- the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon and
- the Audited Consolidated Financial Statement of the Company for the Financial Year ended on March 31, 2019 together with the Report 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 on ₹ 2/- each) already paid for the Financial Year 2018-19.

**Item No. 3: Re-appointment of Mr. Anurag Bansal:**

To appoint a Director in place of Mr. Anurag Bansal, (DIN 00003294), who retires by rotation, in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

**Item No. 4: Re-appointment of Statutory Auditors:**

To consider the re-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 provisions of Section

139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification(s) thereof, **M/s R. Gopal & Associates, Chartered Accountants, (Firm Registration No. 000846C)** be and is hereby re-appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of 25th Annual General Meeting to the conclusion of 30th Annual General Meeting of the Company, at a remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes, reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

**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 BUSINESSES****Item No. 5: Re-Appointment of Mr. Subhash Chand Aggarwal (DIN: 00003267) as Chairman and Managing Director of the company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 & 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), the consent of the members of the company, be and is hereby accorded for re-appointment of **Mr. Subhash Chand Aggarwal (DIN 00003267)** as Chairman and Managing Director of the Company, whose office is not liable to retire

by rotation, for a further period of 5 years from 29th January, 2020 to 28th January, 2025, on a gross monthly remuneration of Rs. 7,50,000/- (Rupees Seven Lacs and Fifty Thousands only) which may further be increased by Board of Directors from time to time upto Rs. 16,00,000/- (Rupees Sixteen Lacs 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 Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board shall have the absolute discretion to pay Bonus and other perquisites as permissible under the provisions of the Companies Act, 2013 and rules made thereunder, to Mr. Subhash Chand Aggarwal (DIN 00003267), in addition to his gross monthly remuneration.

**RESOLVED FURTHER 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.

**RESOLVED FURTHER 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. 6: Re-appointment of Mr. Kundan Mal Agarwal (DIN: 00043115) as Independent Director (Non Executive) 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, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies

(Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Kundan Mal Agarwal (DIN: 00043115), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent & Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

**Item No. 7: Modification of terms of appointment of Mr. Mahesh Chand Gupta as Vice Chairman and 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 continuation of resolution passed by the members in 23rd Annual General Meeting of the company held on 29th July, 2017, in accordance with the provisions of Section 196, 197, 198 & 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), the consent of members of the company, be and is hereby accorded to modify the gross remuneration of **Mr. Mahesh Chand Gupta (DIN 00003082)** as Vice Chairman and Managing Director of the company from the date of passing of this resolution on a gross monthly remuneration of Rs. 7,50,000/- (Rupees Seven Lacs and Fifty Thousands only) which may further be increased by Board of Directors from time to time upto Rs. 16,00,000/- (Rupees Sixteen Lakh only) per month.

**RESOLVED FURTHER THAT** the Board shall have the absolute discretion to pay Bonus and other perquisites as permissible under the provisions of the Companies Act, 2013 and rules made thereunder, to **Mr. Mahesh Chand Gupta (DIN 00003082)**, in addition to his gross monthly remuneration.

**RESOLVED FURTHER 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. 8: Increasing the authorisation limit to secure the borrowings under Section 180 (1) (a) of the Companies, Act, 2013**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and 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 which is **INR 2,000 Crores (Rupees Two Thousand 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 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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or any of the Committee constituted by the Board of Directors 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.”

**By Order of the Board of Directors,**

**Sd/-**

**(Suman Kumar)**

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

**Date: August 7, 2019**

**Place: New Delhi**

**NOTES:**

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 are 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 **Wednesday, the September 11, 2019 to the Friday September 13, 2019 (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 Tuesday, the **September 10, 2019**.

- 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 Tuesday, the **September 10, 2019**.
  - 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 **Tuesday, the September 10, 2019**.
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 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 Private Limited**

Unit: SMC Global Securities Limited

LINK INTIME INDIA PVT LIMITED

NOBLE HEIGHTS, 1ST FLOOR, PLOT NH 2

C-1 BLOCK LSC, NEAR SAVITRI MARKET

JANAKPURI, NEW DELHI - 110058

Tel no. 011-41410592, 93, 94

E-mail id: 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.

## 22. Voting through Electronic Means

In Compliance with the provision of Section 108 of the Companies Act, 2013 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 September 25, 2019 (9:00 A.M) and ends on September 27, 2019 (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 i.e. September 21, 2019, may cast their vote

electronically. The e-voting module shall be disabled by LI IPL 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 <https://instavote.linkintime.co.in>
- (iv) Click on "Login" tab, available under 'Shareholders' section.
- (v) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (vi) Your User ID details are given below:-
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID.
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
- (vii) Your Password details are given below:-

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the

steps given below:- Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

### If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

### NOTE:

The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- (ix) On the voting page, you will see "Resolutions Description" and against the same option

"Favour/Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- (x) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- (xi) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- (xii) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xiii) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- (xiv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- (xv) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- (xvi) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- (xvii) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked

For Members holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/DOI	<ul style="list-style-type: none"> <li>• Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company records for the said demat account or folio number in dd/mm/yyyy format.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank details field as mentioned in instruction (vi-c).</li> </ul>

Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel: 022 - 49186000.

23. 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) **M/s A. K. Roy & Associates, (CP No. 9147)** 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, September 21, 2019**.
- 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item nos. 5 to 8 in the

accompanying Notice of the Annual General Meeting are annexed herewith:-

#### ITEM NO.5

The Board of Directors of the Company (“the Board”) at its meeting held on May 11, 2019 has re-appointed **Mr. Subhash Chand Aggarwal (DIN-00003267)** as a Chairman and Managing Director of the company, subject to approval of members, for a further period of 5 (Five) years from the expiry of his present term, that is, January 28, 2020, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors of the company. It is proposed to seek members’ approval for the re-appointment and remuneration payable to Mr. Subhash Chand Aggarwal as the Chairman and Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 with rules made thereunder.

Mr. Aggarwal is a fellow member of The Institute of Chartered Accountants of India. He has more than 30 years experience in the field of Securities Markets and Financial Services.

Details of Mr. Subhash Chand Aggarwal 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. 5 of the accompanying Notice of the AGM for approval of the members.

Except Mr. Subhash Chand Aggarwal and his relatives, none of the Directors or the Key Managerial Personnel of the Company is concerned or interested financially or otherwise in the said resolutions except to the extent of their shareholding in the Company or their interest as Director or otherwise in such other Related Party Entity, if any.

#### ITEM NO. 6

Mr. Kundan Mal Agarwal (DIN: 00043115) was appointed as an Independent Non-Executive Director of the

Company by the members at the 20th AGM of the Company held on 26th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Agarwal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent for his continuation to act as Director of the Company, if so appointed by the members in their meeting. In the opinion of the Board, Mr. Agarwal fulfils the conditions specified in the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Agarwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Agarwal as an Independent Director.

Details of Mr. Kundan Mal Agarwal 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 passing of the Special Resolution in relation to re-appointment of Mr. Agarwal as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the members of the Company.

Except Mr. Kundan Mal Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM for approval of the members. Mr. Agarwal is not related to any Director of the Company

#### ITEM NO. 7

The Board of Directors of the Company (“the Board”) at its meeting held on May 11, 2019 has modified the terms of appointment of Mr. Mahesh Chand Gupta, Vice- chairman and Managing Director of the Company, subject to approval of members, 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 terms of increase in maximum gross remuneration of Mr. Mahesh Chand Gupta, Vice- chairman and Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 read with rules made thereunder.

Mr. Mahesh Chand Gupta is a fellow member of The Institute of Chartered Accountants of India. He has more than 3 decade experience in the field of Stock Market.

Details of Mahesh Chand Gupta 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. 7 of the accompanying Notice of the AGM for approval of the members.

Except Mr. Mahesh Chand Gupta and his relatives, none of the Directors or the Key Managerial Personnel of the Company is concerned or interested financially or otherwise in the said resolutions except to the extent of their shareholding in the Company or their interest as Director or otherwise in such other Related Party Entity, if any.

#### Item No.8

Keeping in view the SMC Global Securities Limited existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of

the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased from Rs. 500 crores to Rs. 2000 Crores for the Company.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors,

**Sd/-**  
**(Suman Kumar)**

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

**Date: August 7, 2019**

**Place: New Delhi**

#### Annexure to the Notice dated 7th August, 2019

**Details of Directors retiring by rotation/seeking appointment/re-appointment at the ensuing Annual General Meeting [Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India]**

Particulars	Mr. Kundan Mal Agarwal (DIN: 00043115)	Mr. Subhash Chand Aggarwal (DIN-00003267)	Mr. Mahesh Chand Gupta (DIN-00003082)
Age	70 Years	63 Years	62 Years
Qualifications	FCA	FCA	FCA
Experience (including expertise in specific functional area)/Brief Resume	He has over 40 years of experience in financial Market, Taxation, Corporate Matters and Securities Market.	He has more than 30 years of rich experience in the field of Financial Services, Securities Market and Corporate Matters.	He has more than 30 years of experience in the field of Securities Market, Corporate Matters and Financial Services.
Terms and Conditions of Appointment/Reappointment	As per existing terms and conditions applicable on Independent Director	As per existing terms and condition applicable on managing director	As per existing terms and condition applicable on managing director
Remuneration last drawn (including sitting fees, if any)	₹ 3.05 lacs during previous Financial year as sitting fees	₹ 97.50 lacs annually	₹ 97.50 lacs annually
Remuneration proposed to be paid	As per existing terms and conditions	Upto Rs. 1.92 Crores annually (Excluding Bonus)	Upto ₹ 1.92 Crores annually(Excluding Bonus)
Date of first appointment on the Board	10/01/1995	19/12/1994	01/09/2007
Shareholding in the Company as on March 31, 2019	Nil	10095500	10248500
Relationship with other Directors/Key Managerial Personnel	None	Daughter Ms. Shruti Aggarwal is a Director	Son Mr. Himanshu Gupta is a Director
Number of meetings of the Board attended during the year	Four	Four	Four
Directorships of other Boards as on March 31, 2019	1 Moneywise Financial Services Private Limited 2 Qutab Infrastructure Private Limited 3 Pushup Consultants Private Limited 4 Share Bazar Financial Services Limited 5 Ganpati Stock Limited	SMC Finvest Limited	SMC Insurance Brokers Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Moneywise Financial Services Private Limited	NIL	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 Chamber, Pusa Road, New Delhi – 110 005.

Particulars	Anurag Bansal (DIN 00003294)
Age	44 Years
Qualifications	FCA, ICWA
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Bansal joined SMC Group in 2000 and since 2009 he is a Whole time Director of the SMC Global Securities Limited. He has been appointed as CFO and Director in different companies of SMC Group like SMC Capitals Limited, Moneywise Finvest Limited, Indunia Realtech Limited, Pulin Investments Private Limited and SMC Global IFSC Private Limited. He is Fellow member of 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 market.
Terms and Conditions of Appointment / Reappointment	As per existing terms and conditions
Remuneration last drawn (including sitting fees, if any)	₹ 64,69,701/- annually
Remuneration proposed to be paid	Up to ₹ 96 Lakhs annually (Excluding Bonus)
Date of first appointment on the Board	March 28, 2009
Shareholding in the Company as on March 31, 2019	250,000
Relationship with other Directors /Key Managerial Personnel	None
Number of meetings of the Board attended during the year	One
Directorships of other Boards as on March 31, 2019	<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, 2019	None

<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 25th(Twenty Fifth) Annual General Meeting of the Members of SMC Global Securities Limited to be held at **“URDU GHAR” 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi – 110002 on Saturday, the September 28,2019 at 11:00 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

(ANNEXURE B)

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended on March 31, 2019 together with 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, 2019 together with the report of the Auditors thereon.		
2.	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 on ₹ 2/- each) already paid for the Financial Year 2018-19.		
3.	To appoint a director in place of Mr. Anurag Bansal (DIN 00003294), who retires by rotation and being eligible, offers himself for re- appointment.		
4.	To consider the Re-appointment of M/s R. Gopal & Associates, Chartered Accountants, (Firm Registration No. 000846C) as Statutory Auditors for a period of 5 years.		
<b>Special Business</b>			
5.	To consider re-appointment of Mr. Subhash Chand Aggarwal (DIN: 00003267) as Chairman and Managing Director for a period of 5 years.		
6.	To consider re-appointment of Mr. Kundan Mal Agarwal (DIN: 00043115) as Independent Director (Non Executive) of the Company for a period of 5 years.		
7.	To consider modification of terms of appointment of Mr. Mahesh Chand Gupta as Vice Chairman and Managing Director.		
8.	To consider increasing the authorisation limit to secure the borrowings under Section 180 (1) (a) of the Companies, Act, 2013.		

**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 / We hereby record my/our presence at the 25th (Twenty Fifth) Annual General Meeting of the Members of SMC Global Securities Limited at **“URDU GHAR” 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi – 110002 on Saturday September 28, 2019 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

Affix Revenue  
Stamp not less  
than ₹ 1/-

Signed this ..... day of .....2019

Signature of Member .....

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

**Notes:**

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting of the company.
- \* This is only optional. Please put a 'v' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Notes:**

- Only Member/Proxyholder can attend the Meeting.
- Please complete the Folio/DP-Client ID No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over duly signed at the Attendance Verification Counter at the entrance of the Meeting Hall.