

SMC GLOBAL SECURITIES LIMITED

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 of 27th Annual General Meeting

NOTICE IS HEREBY GIVEN

THAT the Twenty Seventh (27th) Annual General Meeting of the Members of SMC Global Securities Limited will be held on **Saturday, August 07, 2021 at 11:00 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2021 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, 2021 together with the Report of the Auditors thereon.

Item No. 2: Declaration of Final Dividend:

To declare a Final Dividend of 40% on the Face Value of the Equity Share (i.e. ₹ 0.80 per Equity Shares of Face Value of ₹ 2/- each) and to confirm the payment of Interim Dividend of 60% of the Face Value of the Equity Share (i.e. ₹ 1.20 per Equity Shares of Face Value of ₹ 2/- each) already paid for the Financial Year 2020-21.

Item No. 3: Re-appointment of Ms. Shruti Aggarwal:

To appoint a Director in place of Ms. Shruti Aggarwal, (DIN 06886453), who retires by

rotation, in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES**Item No. 4: Adoption of new Memorandum of Association pursuant to the provisions of Companies Act, 2013**

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 13, 15 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and Rules made thereunder and subject to necessary statutory approvals and modifications

if any, consent of the members be and is hereby accorded to adopt new set of Memorandum of Association in place of existing Memorandum of Association with no change in Clause III (A) containing the Main Objects sub-clause no. 1 to 4.

RESOLVED FURTHER THAT

the existing Clause III (B) containing the "The Objects incidental or ancillary to the attainment of the main objects are" sub-clause no. 1 to 29 be and is hereby retained and replaced by new Clause III (B) "Matters which are necessary for furtherance of the objects specified in Clause III (A) containing the sub-clause no. 1 to 29.

RESOLVED FURTHER THAT

the existing Clause III (C) containing the "Other objects" sub-clause no. 1 to 43 be and is hereby also deleted in full.

RESOLVED FURTHER THAT

the consent of members of the Company be and is hereby accorded to approve and adopt the aforesaid changes in the Memorandum of Association of the Company and that Mr. Ajay Garg, Director & Chief Executive Officer and Mr. Suman Kumar,

Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

Item No. 5: Adoption of new Articles of Association pursuant to the provisions of Companies Act, 2013

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 14, 15 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to adopt the new

set of Articles of Association as prescribed under Table "F" of Schedule I of Companies Act, 2013 in place of existing Article of Association containing Article No. 1 to Article No. 212 as available for inspection in the meeting and at the registered office of the company during working hours.

RESOLVED FURTHER THAT

the shareholders approval granted on 30th September, 2009 and 29th September, 2010 for the purpose of increasing the maximum number of directorship in the Company from twelve directors to twenty directors and for approval of appointment of Whole Time Director on rotational basis, respectively the same has been adopted in the new set of Articles of Association of the Company.

RESOLVED FURTHER THAT

subject to approval of the shareholders, Mr. Ajay Garg, Director & Chief Executive Officer and Mr. Suman Kumar, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper,

necessary or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Item No. 6: Authorization to hold office or place of profit by Ms. Shweta Aggarwal daughter (Relative) of Mr. Subhash Chand Aggarwal (Chairman and Managing Director of the Company) as Whole Time Director from Non-Executive Director of SMC Capitals Limited, Wholly Owned Subsidiary 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 188(1) of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the consent of members be and is hereby accorded for appointment of Ms. Shweta Aggarwal

daughter of Mr. Subhash Chand Aggarwal, Chairman and Managing Director of Company as the Whole Time Director of SMC Capitals Limited being an office and place of profit within the meaning of section 188(1) of the Companies Act, 2013 at a monthly remuneration of ₹ 3,00,000/- (Rupees Three Lakhs) plus discretionary performance bonus upto ₹ 50 lakhs to be decided by the management.

RESOLVED FURTHER THAT Mr. Suman Kumar, Company Secretary & or any Directors of the Company be and is hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

By Order of the Board of Director`s

For SMC Global Securities Limited

Sd/-

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

Date: June 07, 2021

Place: New Delhi

NOTES:

1. Considering the continued Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read together with General Circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as “**MCA Circulars**”) permitted convening the Annual General Meeting (“**AGM**” / “**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (**‘the Act’**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the AGM of the Company is being held through **VC / OAVM**. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statements pursuant to Section 102 of

the Companies Act, 2013 are given below and forms part of the Notice.

3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. 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.

6. 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 **Saturday, July 17, 2021 to Wednesday July 21, 2021 (Both days inclusive)**, for determining the names of members eligible for Final Dividend on Equity Shares, if declared, at the meeting.

7. 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:

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 In time India Pvt. Ltd.**, Registrar and Share Transfer Agent of the Company on or before closing of business hours of **Friday, July 16, 2021.**

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 **Friday, July 16, 2021.**

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. 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.

10. Members who are holding shares in 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

Registrar and Share Transfer Agent at the following address:

(ii) their respective Depository Participant (DP), if shares are held in electronic form.

16 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.

Link Intime India Private Limited

Unit: SMC Global Securities 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:

17 Members may please note that all investor related communication may be addressed to the

(i) the R&T Agent of the Company, viz. Link Intime India Pvt. Ltd., if shares are held in physical form; and

18. INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

A. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS (INSTAVOTE)

Pursuant to SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants as under.

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

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.

Type of shareholders	Login Method
	<ul style="list-style-type: none"> • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

Type of shareholders	Login Method
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in • Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable). C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above. • Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). • Click “confirm” (Your password is now generated). 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 7. After selecting the desired option i.e. Favour / Against, 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.

INSTITUTIONAL SHAREHOLDERS:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of

the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc., as mentioned above.

- 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.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000

B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- Select the "**Company**" and '**Event Date**' and register with your following details: -
 - Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for In website InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their

request 3 days in advance with the company on the specific email id created for the general meeting.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

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

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

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

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

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: Tel: 022-49186175.

19. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again through e-voting facility available during the AGM.

20. Any person who acquires shares and becomes the member of the Company after the dispatch of the notice of e-AGM and holds shares as of the **cut-off date i.e. Saturday, July 31, 2021** may obtain the login ID and password for remote e-voting by sending request to Link Intime India Pvt. Ltd. at enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000. Any person who is not a member as on cut-off date should treat the notice of the e-AGM for information purpose only.

21. 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.

22. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.smcindiaonline.com, and on the website of Company's Registrar and Transfer Agent, LINK INTIME INDIA PVT. LIMITED at <https://instavote.linkintime.co.in>

23. Compulsory transfer of Equity Shares to IEPF Account: Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Previous year the Unpaid Dividend and respective Equity Shares for the Interim

Dividend paid for the F.Y. 2013-14 has been transferred to Investor Education and Protection Fund (IEPF).

Information on the procedure to be followed for claiming the dividend /shares is available on the website of the company at the link <https://smcindiaonline.com/wp-content/uploads/2021/05/Procedure-for-claiming-dividend-and-shares-from-IEPF-Authority-1.pdf>

24. GENERAL

- A) **M/s A. K. Roy & Associates, (CP No. 9147)** Practicing Company Secretaries, has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.
- B) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Saturday, July 31, 2021**.
- 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.

25. REMOTE E-VOTING PERIOD

Commence from:

04th August, 2021, 09:00 A.M

End at : 06th August, 2021, 05:00 P.M

[Remote e-voting module shall be disabled post this date]

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 no. 4, 5 & 6 in the accompanying Notice of the Annual General Meeting are annexed herewith:-

ITEM NO. 4 & 5:

The existing Memorandum of Association (MOA and Articles of Association ("AOA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of MOA & AOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association and Memorandum of Association (primarily based on Table A & Table F set out under Schedule I to the Companies Act, 2013) in place of existing MOA & AOA, instead of amending it by alteration/incorporation of provisions of 2013 Act. As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended and restated MOA & AOA of the Company.

The Board of Directors of the Company took note of shareholders approval granted on 30th September, 2009 and 29th September, 2010 for the purpose of increasing the maximum number of directorship in the Company from twelve directors to twenty directors and for approval of appointment of Whole Time Director on rotational basis, respectively and the same has been adopted in the new set of Articles of Association of the Company.

The Board recommends the above resolution to the shareholders for their approval as Special Resolutions. A copy of amended and restated MOA & AOA of the Company would be available for inspection of the members at the Registered Office of the Company during the business hours on any working day.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

ITEM NO. 6

The change in designation of Ms. Shweta Aggarwal, Daughter (relative) of Mr. Subhash Chand Aggarwal, Chairman and Managing Director of the Company, as Whole Time Director of SMC Capitals Limited, Wholly Owned Subsidiary of the Company, to hold and continue to hold an office or place of profit on a monthly remuneration of ₹ 3,00,000/- (Rupees Three Lakhs) plus discretionary performance bonus upto ₹ 50 lakhs to be decided by the management.

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

Except Mr. Subhash Chand Aggarwal, Chairman and Managing Director of the Company, none of the Directors and Key Managerial Personnel are 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 Rule 15 (3) of Companies (Meetings of Board and its Powers) Rules, 2014 is given below.

Particulars	Specification
(a) Name of the Related Party;	Ms. Shweta Aggarwal (DIN: 01385796)
(b) Name of the Director or Key Managerial Personnel who is related, if any;	Mr. Subhash Chand Aggarwal (Chairman and Managing Director)
(c) Nature of Relationship;	Daughter
(d) Nature, Material terms, Monetary value and Particulars of the contract or arrangement;	On a monthly remuneration of ₹ 3,00,000/- (Rupees Three Lakhs) plus discretionary bonus upto ₹50 lakhs depending on the performance of the director
(e) Any other information relevant or important for the members to take a decision on the proposed resolution.	No

Annexure to the Notice dated 07th June, 2021**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	Ms. Shruti Aggarwal (DIN: 06886453)
Age	30 years
Qualifications	FCA, CFA & MBA
Experience (including expertise in specific functional area)/Brief Resume	Ms. Shruti Aggarwal serves as a Non- Executive director for SMC Global Securities Limited and is currently leading the Corporate Finance function at SMC Investments & Advisors Limited. She is an MBA from London Business School, a member of Institute of Chartered Accountants of India (ICAI) and has cleared all three levels of CFA from the CFA Institute, USA. She has over 10 years of experience and has worked with PwC, Vedanta Resources, Kraft Heinz UK. Her expertise in the areas of management advisory, financial services, international taxation, strategic planning contributes as success and growth of our organization.
Terms & Conditions of Appointment/Reappointment	As per existing terms and conditions
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	--
Date of first appointment on the Board	June 16, 2017
Shareholding in the Company as on March 31, 2021	NIL
Relationship with other Directors/Key Managerial Personnel	Mr. Subhash Chand Aggarwal, Chairman & Managing Director of the Company is father of Ms. Shruti Aggarwal
Number of meetings of the Board attended during the year	Four
Directorships of other Boards as on March 31, 2021	None
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	None

**By Order of the Board of Directors,
For SMC Global Securities Limited**

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

Date: 07th June, 2021

Place: New Delhi