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SMC GLOBAL SECURITIES LIMITED

Member: NSE • BSE • MSE • NCDEX • ICEX • MCX

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

SEBI Regn. No. : INZ 000199438 • Research Analyst No. : INH100001849 • Investment Adviser No. : INA100012491

Regd. Office : 11/6B, Shanti Chamber, Pusa Road, New Delhi-110005

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E-mail : smc@smcindiaonline.com Website : www.smcindiaonline.com

Date: 19th May, 2023

| | |
|---|---|
| Listing Operations BSE Limited, P J Towers, Dalal Street, Mumbai -400001, India Scrip Code: 543263 | Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400051 Symbol: SMCGLOBAL |
|---|---|

Sub: Annual Secretarial Compliance Report for the financial year ended on 31st March, 2023.

Dear Sir/ Ma'am,

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith the Annual Secretarial Compliance Report for the financial year 2022-23 issued by M/s A.K. Roy & Associates, Practicing Company Secretaries.

This will also be hosted on the Company's website at www.smcindiaonline.com

This is for your information and record.

Kindly take on record the same.

For SMC Global Securities Limited

Suman Kumar

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

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A.K.ROY & ASSOCIATES

(Company secretaries)

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Secretarial Compliance report of SMC Global Securities Limited

For The Financial Year Ended March 31, 2023

To,
The Board of Director's.
SMC GLOBAL SECURITIES LIMITED.
11/6B, Shanti Chamber, Pusa Road.
New Delhi-110005

We, M/s A.K Roy & Associates., Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by SMC Global Securities Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the Stock Exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

(i) The **Companies Act, 2013** (the Act) and the rules made thereunder;

(ii) The **Depositories Act, 1996** and the Regulations and Bye-Laws framed thereunder;



(iii) **Foreign Exchange Management Act, 1999** and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(iv) The **Securities and Exchange Board of India Act, 1992** ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(v) The **Securities Contracts (Regulation) Act, 1956** ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**

(c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: During the Year under review, the Company came out with Buyback of its fully paid equity shares from Stock Exchanges through open market route the Buyback commenced on 20th. May 2022 & concluded on 16th. August 2022. The Company Bought back 83,34,450 Equity Shares amounting Rs. 74,72,84,912.60. Accordingly the paidup Shares capital of the Company reduced to 10,47,00,000 fully paid Equity Shares from 11,31,34,450 fully paid Equity Shares.

(e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**

(g) The Securities and Exchange Board of India (Issue and Listing of Non-



Convertible and Redeemable Preference Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**

(h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No /NA) | Observations/ Remarks by PCS* |
|---------|--|--------------------------------|-------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | Nil |



| | | | |
|----|---|-----|-----|
| 2. | <p>Adoption and timely updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p> | Yes | Nil |
| 3. | <p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional Website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</p> | Yes | Nil |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | Nil |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS* |
|---------|---|----------------------------------|-------------------------------------|
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <ol style="list-style-type: none"> 1. Identification of material subsidiary companies 2. Disclosure requirement of material as well as other subsidiaries | Yes | Nil |
| 6. | <p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | Nil |
| 7. | <p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p> | Yes | Nil |



| | | | |
|-----|--|-----|-----|
| 8. | <p>Related Party Transactions:</p> <p>1. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>2. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p> | Yes | Nil |
| 9. | <p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | Yes | Nil |
| 10. | <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | Yes | Nil |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|--|-------------------------------|------------------------------|
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p> | Yes | Nil |
| 12. | <p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p> | NA | Nil |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|---|-------------------------------|---|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report</p> | NA | No Statutory auditor has resigned in the period under review. |



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|-----------|---|----|---|
| | for such financial year. | | |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: | | |
| | <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /</p> | NA | No Statutory auditor has resigned in the period under review. |



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| | <p>explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in | NA | No Statutory auditor has resigned in the period under |



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| the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019. | review. |
|---|---------|

a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|---------|
| Nil | Nil | Nil | Nil | Nil | Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc. Nil | Nil | Nil | Nil | Nil | Nil |



b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|---|----------------------|-------------|--|---------------------|---------|
| Nil | Nil | Nil | Nil | Nil | Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc. Nil | Nil | Nil | Nil | Nil | Nil |



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For A.K.ROY & ASSOCIATES




Name- Arvind Kumar Roy
FCS No.- 8308 , C.P.No-9147
UDIN:F008308E000272066.