

**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

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

<p><b>NOTICE IS HEREBY GIVEN THAT</b> the Extra-Ordinary General Meeting of SMC Global Securities Limited will be held on Friday, the 8<sup>th</sup> Day of March, 2019 at 11:00 A.M. at Jawahar Lal Nehru National Youth Centre, Narayan Dutt Tiwari Bhawan, 219 Deen Dayal Upadhyay Marg, New Delhi-110002, to transact the following businesses:</p> <p><b>SPECIAL BUSINESSES:-</b></p> <p><b>1. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY</b></p> <p>To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-</p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under(including any statutory modifications or re-enactment thereof, for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, which shall insert the following Article 72A.6 after Article 72A.5, under the heading <b>“No transfer to any insolvent or to person of unsound mind”</b>.</p> <p><b>72A.6</b></p> <p>“Notwithstanding anything to the contrary stipulated in these Articles No. 72 and 72A or other provisions of the Articles of Association of the Company, the Board of Directors of the Company shall register or acknowledge any transfer or transmission of shares of the Company, not exceeding 10% shares of the company held by the Promoter/Promoter Group, made/received pursuant to enforcement of rights under or in connection with any agreement/arrangement entered into by the share-holders of the Company with any lender of such share-holders or creditors of the Company, in whose favour pledge/other arrangement over shares of the Company is created (including but not limited to such lenders’ or creditors’ trustees) and with or without any confirmation or undertaking issued at any time by the Company to support any such lending and security creation or arrangement transaction, shall be binding to the company and then prevailing directors and management of the Company at the time of enforcement of such security and shares.”</p>	<p><b>FURTHER RESOLVED THAT</b> for the purpose of giving effect to this resolution, Mr. Subhash Chand Aggarwal, Chairman and Managing Director, Mr. Mahesh Chand Gupta, Vice-Chairman and Managing Director, Mr. Ajay Garg, Director and CEO, Mr. Himanshu Gupta, Director and Mr. Suman Kumar, Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi &amp; Haryana.”</p> <p><b>2. MODIFICATION OF THE LIMIT OF BORROWING POWERS OF THE COMPANY</b></p> <p>To consider, and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:-</p> <p><b>“RESOLVED THAT</b> in suppression of the Special Resolution passed by the Members of the Company at the 23<sup>rd</sup> Annual General Meeting held on 29<sup>th</sup> July, 2017 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to borrow any sum or sums of money from time to time at its discretion including issuance of Debentures, for the purpose of the business of the Company, from any one or more Banks, Financial institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, free reserves and Securities premium (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is <b>INR 2,000 Crores (Rupees Two Thousand Crores Only)</b> over and above the aggregate of the paid-up share</p>
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capital of the Company, free reserves and Securities premium (that is to say reserves not set apart for any specific purpose) and that the Board and its authorised committee be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board including its authorised Committee of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

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

**Date: 30.01.2019**

**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 10% (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. The Register of Directors' shareholding will be available for inspection at the meeting.

6. 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.

7. 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.

8. 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.

9. 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 of the resolution proposed in this Notice.

10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve 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.

11. Members/Proxies shall bring the attendance slips (**ANNEXURE-B**) duly filled in for attending the meeting.

12. Members seeking any information/document relating to the Accounts, Legal and other matters with respect to the businesses to be transacted at the Meeting may write to the Company Secretary at the Registered Office of the Company at least seven days in advance of the Meeting.

13. The Route Map of the Venue of the Meeting is enclosed in the Notice (**ANNEXURE-C**).

14. 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.

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.

16. Members are requested to visit the website of the Company i.e. '[www.smcindiaonline.com](http://www.smcindiaonline.com)' at Investor's Corner Section for viewing the quarterly & annual financial results and for more information about the Company.

17. Members may please note that all investor related communication may be addressed to the Registrar and Share Transfer Agent at the following address:-

**Link Intime India Pvt. Ltd.**

Unit: SMC Global Securities Ltd.  
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](mailto:delhi@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

For effecting changes in address/bank details, members are requested to notify:-

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

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

**18. Voting through Electronic Means**

In Compliance with the provision of Section 108 read with rule 20 of Companies (Management & Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means, on resolution 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 5<sup>th</sup> March, 2019(9.00 A.M.) and ends on 7<sup>th</sup> March, 2019(5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1<sup>st</sup> March, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders/Members.

(iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:-

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<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

<p>(viii) After entering these details appropriately, click on “SUBMIT” tab.</p> <p>(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(xi) Click on the EVSN for the SMC Global Securities Limited on which you choose to vote.</p> <p>(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.</p> <p>(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.</p> <p>(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click</p>	<p>on “CANCEL” and accordingly modify your vote.</p> <p>(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.</p> <p>(xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password &amp; enter the details as prompted by the system.</p> <p>(xviii) Note for Non – Individual Shareholders and Custodians</p> <ul style="list-style-type: none"> <li>Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.</li> <li>A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the</li> </ul>
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account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

19. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during business hours (11:00 A.M. to 01:00 P.M.) on all working days except on holidays, up to and including the date of the Meeting of the Company.

#### GENERAL

A) **CS Priyank Kukreja** (C.P. No. 19465), 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 **1<sup>st</sup> March, 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, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 48 Hours of the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.

E) The results declared along with the report of the Scrutiniser shall be placed on the website of the company, if any, immediately after

the result is declared by the Chairman and will accordingly be communicated to the stock exchanges.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 1: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board of Directors in their meeting held on 30/01/2019, passed the resolution for alteration of Articles of Association of the company by inserting the Article 72A.6 after Article 72A.5, under the heading "No transfer to any insolvent or to person of unsound mind", subject to approval of Members in their Meeting. This alteration is necessary for conducting the business of the company smoothly.

As per Provisions of Section 14 of the Companies Act, 2013 read with rules made thereunder, Alteration of Articles of Association requires members' approval, Board recommends the proposal for same, subject to approval of members in the general meeting. The Board of Directors has kept the draft copy of Articles of Association, the members may verify if required and also the clause to be amended is mentioned in the special resolution. The Board of Directors has recommended this resolution for passing as special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in, any way concerned or interested, financially or otherwise, in this proposed resolution except to the extent of their concern shareholding.

A Copy of the draft Altered Articles of Association is available for inspection by the Members at the Registered Office of the Company during business hours from the date hereof upto the date of the Meeting.

##### **ITEM NO. 2: MODIFICATION OF THE LIMIT OF BORROWING POWERS OF THE COMPANY**

In terms of the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, including issuance of Debentures, in excess of aggregate of the paid up capital, free reserves and

Securities premium (reserves not set apart for any specific purpose).

Your company is intending for issue of Non Convertible Debentures and for issue of any NCD, it is required to modify the existing borrowing power passed under section 180(1)(c) of the Companies Act, 2013 read with rules made thereunder.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to modify the borrowing limits of **INR 2,000 Crores (Rupees Two Thousand Crores Only)** including issuance of debentures under the provisions of Section 180 (1) (c) of the Companies act, 2013 ("the Act").

As per provisions of the Companies Act, 2013, read with the Rules made thereto, the approval for modify in the borrowing power under Section 180 (1) ( c) is required, the approval of the shareholders, for the same is sought in this manner.

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in, any way concerned or interested, financially or otherwise, in this proposed resolution except to the extent of their concern shareholding.

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

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

**Date: 30.01.2019  
Place: New Delhi.**

(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

Name of the Member (s) :	
Registered Address :	
E-mail ID :	
Folio No./ Client ID :	
DP ID :	

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.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of SMC Global Securities Limited to be held at Jawahar Lal Nehru National Youth Centre, Narayan Dutt Tiwari Bhawan, 219 Deen Dayal Upadhyay Marg, New Delhi-110002 on Friday, the 8<sup>th</sup> Day of March, 2019 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Resolutions	Option	
		For	Against
<b>Special Businesses:-</b>			
1.	<b>ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY</b>		
2.	<b>MODIFICATION OF THE LIMIT OF BORROWING POWERS OF THE COMPANY</b>		

Affix Revenue Stamp not less than Re. 1/-
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Signature of Shareholder.....Signed this..... day of..... 2019

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

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(Annexure-B)

**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 – 110 005

Extra-Ordinary General Meeting on Friday, the 8<sup>th</sup> Day of March, 2019 at 11:00 A.M.

FOR DEMAT SHARES	FOR PHYSICAL SHARES
DP ID	REGD. FOLIO NO.
CLIENT ID	NO. OF SHARES HELD

Full name of the member attending \_\_\_\_\_

Name of the Proxy \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Extra-Ordinary General Meeting of the Members of SMC Global Securities Limited at Jawahar Lal Nehru National Youth Centre, Narayan Dutt Tiwari Bhawan, 219 Deen Dayal Upadhyay Marg, New Delhi-110002 on Friday, the 8<sup>th</sup> Day of March, 2019 at 11:00 A.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
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(Annexure-C)

**Route Map to the Extra-Ordinary General Meeting Venue**

Jawahar Lal Nehru National Youth Centre, Narayan Dutt Tiwari Bhawan, 219 Deen Dayal Upadhyay Marg, New Delhi-110002

