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SMC GLOBAL SECURITIES LIMITED

Member: NSE • BSE • MSE • NCDEX • MCX

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

SEBI Regn. No. : INZ 000199436 • Research Analyst No. : INH100001849

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

Ph : +91-11-30111000, 40753333 Fax : +91-11-25754365 • CIN No. : L74899DL1994PLC063609

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

Date: 14th November, 2023

To,

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

Subject: Intimation of Postal Ballot Notice

Dear Sir(s)/Ma'am

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the copy of Notice of Postal Ballot dated 07th November, 2023 along with Explanatory Statement.

The same shall be available at the Company's website i.e. www.smcindiaonline.com

This is for your information and records.

Thanking you,

For SMC Global Securities Limited

Suman Kumar

E.V.P. (Corporate Affairs & Legal), Company Secretary & General Counsel

(Membership No. F5824)

MUMBAI OFFICE : A Wing, 401/402, Lotus Corporate Park, Graham Firth Steel Compound, Off Western Express Highway, Jay Coach Signal, Goregaon East
Mumbai-400063 Ph : +91-22-67341600, 66481818 Fax : +91-22-67341697 E-mail : smcmumbai@smcindiaonline.com

KOLKATA OFFICE : 18, Rabindra Sarani, Poddar Court, Gate No. 4, 5th Floor, Kolkata - 700001 Ph : +91-33-66127000 Fax : +91-33-66127004
E-mail : smckolkata@smcindiaonline.com





SMC GLOBAL SECURITIES LIMITED

Registered Office: 11/6B, Shanti Chambers, Pusa Road, New Delhi- 110005

Corporate Identification number (CIN): L74899DL1994PLC063609

Tel: 011-3033000 Email: smc@smcindiaonline.com

Website: www.smcindiaonline.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued from time to time.]

VOTING STARTS ON	VOTING ENDS ON
15 th November, 2023, Wednesday at 09:00 A.M. (IST)	14 th December, 2023, Thursday at 05:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs and any other regulatory authorities, from time to time, approval of the members of SMC Global Securities Limited ("Company") through postal ballot only by way of remote e-voting ("e-voting") process is being sought in respect of the resolution set out hereinafter. The proposed resolution and explanatory statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice. ("The Notice" or "the Postal Ballot Notice")



In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and relaxations granted by virtue of MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms physically. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). Hence, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for providing the e-voting facility to the members. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 P.M. (IST) on Thursday, December 14, 2023. The remote e-voting facility will be disabled by Link Intime India Private Limited immediately thereafter.

The Board has appointed Mr. A.K. Roy from A.K. Roy & Associates, Practising Company Secretaries (CP No. 9147), as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 workings days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. December 14, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES

Item No. 1: Approval for the appointment of Mrs. Shweta Aggarwal, Non-Executive Director of SMC Capitals Limited and a relative of Mr. Subhash Chand Aggarwal, Chairman and Managing Director and Mrs. Shruti Aggarwal, Whole Time Director of the Company to hold office as a Consultant i.e., 'Office or Place of Profit' in SMC Capitals Limited, Wholly Owned Subsidiary of the Company.

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with rule 15 Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), pursuant to the recommendation of Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of Mrs. Shweta Aggarwal, who is relative of Mr. Subhash Chand Aggarwal, Chairman & Managing Director and Mrs. Shruti Aggarwal, Whole Time Director of the Company, to hold an office or place of profit as Consultant in the wholly owned subsidiary of the Company i.e. SMC Capitals Limited, at an annual fee of INR 58,50,000 (excluding value added tax, if applicable) equated in monthly instalments, which can be further increased upto an overall limit of Rs. 1 crore and 20 lakhs by the Board of Directors which may be further delegated to any committee or director and on such terms and conditions as set out in the explanatory statement attached hereto, subject to alteration and variation in the terms and conditions by the Board of Directors within the limits approved by the Members.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable to give effect to the aforementioned resolution.”

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

Place: New Delhi
Date: 7th November, 2023

Sd/-
Suman Kumar
E.V.P. (Corporate Affairs & Legal), Company Secretary & General Counsel
Membership No. F5824

Notes:

1. The Explanatory Statement pursuant to Section 102 read with 110, 188 and other applicable provisions of the Companies 2013 (the “Act”) read with the Rules setting out all material facts and the reason/ rationale for the proposal is annexed herewith.
2. In view of the extant provisions of MCA circulars, the Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and **whose email address is registered with the Company / depository participant(s), as on the cut-off date i.e. Friday, 10th November, 2023 (“Cut-Off Date).** A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The business set out in the Notice would be transacted through electronic voting system and the Company is providing facility for voting by electronic means (instructions for remote e-voting are annexed).
4. Pursuant to the Regulation 44 of the Listing Regulations and Section 108 of the Act read with the Rules, the Company is providing facility to its members to exercise their right to vote on the resolution set forth in the Postal Ballot Notice. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for providing the e-voting facility to the members.
5. The postal ballot notice is hosted on the Company’s website i.e. www.smcindiaonline.com and also on the website of the stock exchanges viz., www.nseindia.com and www.bseindia.com The relevant details are also hosted



on the website of the remote e-voting service provider viz., Link Intime India Private Limited at <https://instavote.linkintime.co.in>

6. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
7. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to sumankumar@smcindiaonline.com by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
8. The Board of Directors of the Company (the “Board”) has appointed Mr. A.K. Roy from A.K. Roy & Associates, Practising Company Secretaries (CP No. 9147), as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other person authorized by the Chairman. The results along with Scrutinizer’s Report will be declared on or before 16th December, 2023 by placing the same on the website of the company i.e., www.smcindiaonline.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. The results shall simultaneously be communicated to the Stock Exchange(s).
10. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.
11. The documents referred to in this notice are available electronically for inspection by the members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of postal ballot. Members seeking to inspect such documents can send an email to sumankumar@smcindiaonline.com
12. The voting rights of the members shall be in proportion to their shareholding in the Company as on the **cut-off date for e-voting i.e. Friday, 10th November, 2023.**

13. The remote e-voting facility will be commencing from 9:00 A.M. (IST) on Wednesday, 15th November, 2023 till 5:00 P.M. (IST) on Thursday 14th December, 2023. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. 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. 10th November, 2023, only shall be entitled to avail the facility of remote e-voting. Any vote made by the shareholder after 5:00 P.M on 14th December, 2023 shall be declared as invalid.
14. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., December 14, 2023. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
15. A Member cannot exercise his vote by proxy on Postal Ballot.
16. In case of any query/grievances connected with the facility for voting by electronic means may be addressed to Rajeev Ranjan, A.V.P. of Link Intime India Private Limited by sending an email at instameet@linkintime.co.in or contact on 022-49186175 or contact Mr. Suman Kumar, Company Secretary and Compliance Officer of the Company at telephone No. 011-30330000 or by email at sumankumar@smcindiaonline.com

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to



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enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are 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>
3. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINK INTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on



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, the user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide '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).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.



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Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o 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 his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company



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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's 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".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 sets out all material facts relating to the business mentioned in item no. 1, in the accompanying Notice of the Postal Ballot are annexed herewith:

Item No. 1: Approval for the appointment of Mrs. Shweta Aggarwal, Non-Executive Director of SMC Capitals Limited and a relative of Mr. Subhash Chand Aggarwal, Chairman and Managing Director and Mrs. Shruti Aggarwal, Whole Time Director of the Company to hold office as a Consultant i.e., 'Office or Place of Profit' in SMC Capital Limited, Wholly Owned Subsidiary of the Company.

The Members of the Company are hereby informed that the Members of Audit Committee and the Board of Directors at their respective meeting held on Tuesday, 7th November, 2023 has approved appointment of Mrs. Shweta Aggarwal who is currently serving as Non- Executive Director in SMC Capitals Limited and is also a relative of Mr. Subhash Chand Aggarwal, Chairman and Managing Director and Mrs. Shruti Aggarwal, Whole Time Director of the Company to hold office of Consultant in SMC Capitals Limited i.e. to occupy office and place of profit in Wholly Owned Subsidiary of the Company.

It is proposed that Mrs. Shweta Aggarwal shall function as an Advisor to the Investment Banking practice for SMC Capitals Limited. Her role apart from serving as Non-Executive Director in the subsidiary company shall include devising a strategy for the PE/M&A business, enter into domestic and international tie-ups, and effective investment oversight. Mrs. Aggarwal shall collaborate with the top management to identify opportunities, develop strategies and execute plans to enhance Investment Banking portfolio of the subsidiary.

In this regard, it is proposed that Mrs. Aggarwal shall be eligible for an Annual Fee of INR 58,50,000 (excluding value added tax, if applicable) equated in monthly instalments, which can be further increased upto an overall limit of Rs. 1 crore and 20 lakhs by the Board of Directors which may be further delegated to any committee or director and on such terms and conditions as set out in the explanatory statement attached hereto, subject to alteration and variation in the terms and conditions by the Board of Directors within the limits approved by the Members. However, the same shall at all times be within the limits provided under section 197 read with Schedule V of the Companies Act, 2013, as may be applicable. In this regard, no additional fees or other compensation shall be payable to the Mrs. Aggarwal in respect of her role as a Non-Executive Director in SMC Capitals Limited.



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Mrs. Shweta Aggarwal is a relative of Mr. Subhash Chand Aggarwal, Chairman and Managing Director and Mrs. Shruti Aggarwal, Whole Time Director of the Company. Pursuant to the provisions of Section 188(1) (f) of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014, where a Director or relative of a director is appointed to an office or a place of profit under the Company or a subsidiary of the Company, the approval of the members of the Company is required. Accordingly, the members of the Company are hereby requested to pass an Ordinary Resolution for appointment of Mrs. Shweta Aggarwal as Consultant in SMC Capitals Limited, Wholly Owned Subsidiary of the Company on such terms and conditions as approved by the Board of Directors.

The Members of the Company are informed that the appointment of Mrs. Shweta Aggarwal as a Consultant and to office and place of profit in the Subsidiary Company is in the ordinary course of business and at arm's length basis. The brief profile of Mrs. Shweta Aggarwal is available at the website of the Company at www.smcindiaonline.com for the reference of the Members. Also, 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;	Mrs. Shweta Aggarwal
(b) Name of the Director or Key Managerial Personnel who is related, if any;	Mr. Subhash Chand Aggarwal (Chairman & Managing Director of the Company) & Mrs. Shruti Aggarwal, Whole Time Director of the Company
(c) Nature of Relationship;	Mrs. Shweta Aggarwal is Daughter of Mr. Subhash Chand Aggarwal, Chairman and Managing Director of the Company and Sister of Mrs. Shruti Aggarwal, Whole Time Director of the Company
(d) Nature, Material terms, Monetary value and Particulars of the contract or arrangement;	a) Mrs. Shweta Aggarwal shall hold office and place of profit as Consultant in wholly owned Subsidiary Company of the Company. b) The maximum limit of consultancy fee payable to Mrs. Shweta Aggarwal is proposed to be INR 58,50,000 equated in monthly instalments which can be further increased upto an overall limit of Rs. 1 crore and 20 lakhs



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(e) Any other information relevant or important for the members to take a decision on the proposed resolution.

Mrs. Shweta Aggarwal is a finance professional with over 15 years of experience in the industry. She graduated from Delhi University and is a member of the Institute of Chartered Accountants of India. She holds an MBA in Strategy and Finance from the London Business School.

Since joining her SMC in 2006 and has successfully led various critical initiatives including establishing the investment banking arm, fund raising from multiple marquee investors and forging global alliances for SMC.

Except Mr. Subhash Chand Aggarwal, Chairman and Managing Director and Mrs. Shruti Aggarwal, Whole Time 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 Ordinary Resolution

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

Place: New Delhi
Date: 7th November, 2023

Sd/-

Suman Kumar
E.V.P. (Corporate Affairs & Legal), Company Secretary & General Counsel
Membership No. F5824