



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
07 th August, 2024, Wednesday at 09:00 A.M. (IST)	5 th September, 2024, 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, September 05, 2024. 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 working 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. September 05, 2024, 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. Aditi Aggarwal, Additional Director of Moneywise Finvest Limited (Wholly Owned Subsidiary) 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 “Head, Banking Relations & Trading Tools i.e., ‘Office or Place of Profit’ in SMC Global Securities Limited.

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 Nomination and Remuneration Committee, Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of Mrs. Aditi Aggarwal, Additional Director of Moneywise Finvest Limited (Wholly Owned Subsidiary) and 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 Head, Banking Relations & Trading Tools at a monthly remuneration of Rs. 8,50,000 (Rupees Eight Lakh Fifty Thousand Only) per month plus one month’s salary as bonus, which may be further increased upto an overall limit of ₹ 12,00,000/- (Rupees Twelve Lakh Only) per month, plus one month’s salary as bonus, on such terms and conditions as determined by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, effective from 1st July, 2024.

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: 30th July, 2024

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, 2nd August, 2024 (“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 09th September, 2024 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, 2nd August, 2024.**



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13. The remote e-voting facility will be commencing from 9:00 A.M. (IST) on Wednesday, 7th August, 2024 till 5:00 P.M. (IST) on Thursday 5th September, 2024. 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. 2nd August, 2024, only shall be entitled to avail the facility of remote e-voting. Any vote made by the shareholder after 5:00 P.M on 5th September, 2024 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., September 05, 2024. 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:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who havenot registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.



- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.



- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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



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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 (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above).



The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’-
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).



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- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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.

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



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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
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Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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's 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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>



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o Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'

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

In case shareholders 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 a minimum of 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 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 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".



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. Aditi Aggarwal, Additional Director of Moneywise Finvest Limited (Wholly Owned Subsidiary) 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 “Head, Banking Relations & Trading Tools i.e., ‘Office or Place of Profit’ in SMC Global Securities Limited.

The Members of the Company are hereby informed that the Members of Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their respective meeting held on Tuesday, 30th July, 2024 has approved appointment of Mrs. Aditi Aggarwal, who is currently serving as Additional Director of the Moneywise Finvest Limited (Wholly Owned Subsidiary company) of the Company and who is also 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 “Head, Banking Relations & Trading Tools” i.e. occupy office and place of profit in the holding company i.e. SMC Global Securities Limited.

Mrs. Aditi Aggarwal is a Chartered Financial Analyst (CFA) from the CFA Institute, USA, and a Chartered Accountant. She previously worked as Senior Vice President of Sales at our Company until 2012. Post-2012, she joined Sapien Capital Limited in London, UK, as Director, a position she held until June 2024. It is proposed that Mrs. Aditi Aggarwal shall function as the Head, of Banking Relations & Trading Tools for SMC Global Securities Limited. Her role, apart from serving as an Additional Director in the subsidiary company, will include establishing and maintaining strong relationships with banking partners and ensuring the seamless integration of banking services with the company’s operations. She will oversee the development and maintenance of trading platforms, ensuring they are user-friendly, efficient, and secure. Mrs. Aggarwal will ensure compliance with relevant regulations and implement measures to mitigate potential risks in banking relations and trading tools. Additionally, she will contribute to strategic planning, implementing strategies to enhance trading capabilities and provide updates to the executive team and Board of Directors.



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Mrs. Aditi 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. Aditi Aggarwal as Head, Banking Relations & Trading Tools in SMC Global Securities Limited on such terms and conditions as approved by the Board of Directors effective from 1st July, 2024.

The Members of the Company are informed that the appointment of Mrs. Aditi Aggarwal as a Head, Banking Relations & Trading Tools and to office and place of profit in the Company is in the ordinary course of business and at arm's length basis. The brief profile of Mrs. Aditi 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. Aditi 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. Aditi Aggarwal is daughter of Mr. Subhash Chand Aggarwal, Chairman and Managing Director of the Company & Sister of Mrs. Shruti Aggarwal, Whole Time Director of the Company.
(d)Nature, Material terms, Monetary value and Particulars of the contract or arrangement;	<ol style="list-style-type: none">Mrs. Aditi Aggarwal shall hold office and place of profit as Head, Banking Relations & Trading Tools in SMC Global Securities LimitedThe remuneration proposed to be payable to Mrs. Aditi Aggarwal shall be ₹ 8,50,000 (Rupees Eight Lakhs Fifty Thousand Only) per month, plus one month's salary as bonus.The maximum limit of remuneration payable to Mrs. Aditi Aggarwal is proposed



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	<p>to be ₹12,00,000 (Rupees Twelve Lakhs Only) per month, excluding bonus</p> <p>d) Other benefits, perquisites, allowances, amenities and facilities as applicable / payable to other employees occupying similar position in the Company.</p>
<p>(e) Any other information relevant or important for the members to take a decision on the proposed resolution.</p>	<p>Mrs. Aditi Aggarwal is a Chartered Financial Analyst (CFA) from the CFA Institute, USA, and a Chartered Accountant. She previously worked as Senior Vice President of Sales at our Company until 2012. Post-2012, she joined Sapien Capital Limited in London, UK, as Director, a position she held until June 2024. She is currently occupying the position of Director in Moneywise Finvest Limited and is proposed to be appointed as Head, Banking Relations and Trading Tools in SMC Global Securities Limited.</p>

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 is 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: 30th July, 2024

Sd/-

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