

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 29th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT

the Twenty Ninth (29th) Annual General Meeting of the Shareholders of **SMC Global Securities Limited (the 'Company')** will be held on **Friday, 30th June, 2023 at 12:00 Noon**. Indian Standard Time (IST), through Video Conferencing (VC)/other audio visual means ('VC/OAVM') in conformity with the regulatory provisions and Circulars issued by Ministry of Corporate Affairs, to transact following business (es):

ORDINARY BUSINESS (ES):**Item No. 1: Adoption of Annual Financial Statements**

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the Director's and Auditor's Reports thereon;

Item No. 2: Declaration of Final Dividend:

To confirm the payment of Interim Dividend of 60% of the Face Value of the Equity Share (i.e. ₹1.20 per Equity Shares of Face Value of ₹ 2/- each) already paid during the year and declare a Final Dividend of 60% on the Face Value of the Equity Share (i.e. ₹1.20 per Equity Shares of Face Value of ₹2/- each) for the Financial Year 2022-23.

Item No. 3: Re-appointment of Mr. Anurag Bansal, Whole Time Director (DIN: 00003294) who retires by rotation:

To appoint a Director in place of Mr. Anurag Bansal, (DIN: 00003294), Whole Time Director who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS (ES):**Item No. 4: Re-appointment of Mr. Anurag Bansal (DIN: 00003294) as Whole Time Director of the Company:**

To consider and if, thought fit, to pass the following resolution with or without any modification(s) as **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (herein after referred to as the Act) read with allied Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment (s) or re-enactment(s) thereof, for the time being in force], Articles of Association of the Company and

pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Anurag Bansal (DIN:00003294) Whole Time Director whose term expires as Whole Time Director of the Company on 27th March, 2024 for a period of 5 (Five) consecutive years with effect from 28th March, 2024 to 27th March, 2029, whose office shall be liable to retire by rotation, upon the approved terms and conditions including remuneration payable from time to time, which at all times, shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof, as recommended by the Nomination and Remuneration Committee of the Board of Directors and as set out in the Explanatory Statement of the Notice of Annual General Meeting.

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to increase the limit of remuneration payable to Mr. Anurag Bansal (DIN: 00003294)

upto to an overall limit of ₹ 12,00,000 (Rupees Twelve Lakhs Only) per month, plus one month's salary as bonus, which shall be within the limits specified under section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, within, the limits as approved by the Members.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company may, for three years or such lesser period as is available in his tenure, pay to him such remuneration as minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to the overall limit of remuneration approved by the shareholders.

RESOLVED FURTHER THAT for

the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable to give effect to the above resolution.”

Item No. 5: Approval of enhancement of borrowing limits of the Company

To consider and if, thought fit, to pass the following resolution with or without any modification(s) as **Special Resolution:-**

“**RESOLVED THAT** in supersession of the resolution passed by the members at its Extraordinary General Meeting held on 08th March, 2019 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by

resolution) be and is hereby authorized to borrow by way of obtaining loan / overdraft facilities/ line of credit/ commercial papers/ non-convertible debentures (whether secured or unsecured) / external commercial borrowings (loans/bonds) bonds / deposits / fund based / non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money from time to time from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India whomsoever, against the security of term deposits/movable assets/immovable assets or such other assets as may be required, provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed the aggregate of Rs. 3,000 Crore (Rupees Three Thousand Crore only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) and that the Board be and is hereby empowered and

authorized 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 of Directors 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 settle any question, difficulty, doubt that may arise in respect of the borrowings aforesaid, and further the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution including execution of documents, instruments and writings as may be required.”

Item No. 6: Approval for creation of charge on movable and immovable properties of the Company

To consider and if, thought fit, to pass the following resolution with or without any modification (s) as **Special Resolution:-**

“**RESOLVED THAT** in

supersession to the resolution passed by the shareholders at the annual general meeting of the Company held on 28th September, 2019 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) and all other applicable provisions, if any of the Act, consent of the Members be and is hereby accorded to revise and enhance the powers of the Board of Directors (hereinafter referred to as “the Board” which term shall include a committee thereof authorized for the purpose) to create charge/mortgages/pledges /hypothecation and securities on movable and immovable properties, tangible and intangible assets of the Company both present and future and/sell the whole or any part of the undertaking(s) of the Company as the case may be in favour of the banks, financial institutions and other investing agencies and trustees for securing the borrowings availed/ to be availed by the company by way of loans (in Indian currency/foreign currency) and securities (comprising fully/partly

convertible debentures and/or non-convertible debentures /or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/ to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act i.e. Rs. 3000 crores (Rupees Three Thousand Crores Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreements/ debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s), agent(s) and trustee(s)/ in respect of the said loans/ borrowings/debentures and containing such specified terms and conditions and covenants in respect of enforcement of

security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s)/ trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any of the committee constituted by the Board of Directors of the Company be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/ papers/ agreements as may be required and 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 or doubt that may arise in regard to creating mortgage/charge as aforesaid.”

Item No. 7: Approval for alteration in Articles of Association of the Company

To consider and if, thought fit, to pass the following resolution with or without any modification (s) as **Special Resolution:-**

RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by insertion of new clause no. 63A after clause 63 with respect to appointment of nominee director, which read as follows:

“Notwithstanding anything to the contrary contained in these Articles, so long as the money shall be owing by the Company to any financial institutions, corporations, bank, other financial entities or body corporate or so long as any of the aforesaid banks, financial institutions or such other financing entities holds any shares/ debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions or such other financial entities in respect of any financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions or such other financial entities/body corporate shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the

Board of Directors of the Company as Nominee Director on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to take all necessary action for giving effect to the above resolution including but not limited to filing of relevant e-forms with the Registrar of Companies, as required under the provisions of the Companies Act, 2013.”

Item No. 8: Appointment of Mr. Gobind Ram Choudhary (DIN: 01104704) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

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

Sd/-

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

Date: 18th May, 2023

Place: New Delhi

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, and subject to approval of the exchanges where the Company is a trading/clearing member, Mr. Gobind Ram Choudhary (DIN: 01104704) who was appointed as an

Additional Director and designated as a Independent Director by the Board of Directors in their meeting held on 18th May, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years which shall be effective from the date approval of the exchanges where the Company is a trading/clearing member and shall not be liable to retire by rotation.”

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under item no. 4, 5, 6 7 & 8 of the accompanying Notice, is annexed thereto. The Board of Directors of the Company at its meeting held on 18th May, 2023 considered that the special businesses mentioned in the Notice being considered unavoidable, and hence be transacted at the 29th AGM of the Company.
2. Considering the continued COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated May 5, 2020, April 8, 2020 and April 13, 2020 and recent circular dated December 14, 2021, May 5, 2022 and 28th December, 2022 (collectively referred to as (“**MCA Circulars**”)) permitted convening the Annual General Meeting (“**AGM**”/“**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the members at a common venue till 30th September, 2023. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“**the Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the AGM of the Company is being held through **VC/OAVM**. The deemed venue for the AGM shall be the Registered Office of the Company i.e.11/6B, Shanti Chambers Pusa Road, New Delhi-110005.
3. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed and therefore the facility for appointment of proxies by the members under section 105 of the Act will not be available for the 29th AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of section 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the 29th AGM through VC/OAVM facility and e-voting.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 29th AGM and facility for those members participating in the 29th AGM to cast vote through e-voting system.

7. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) intending to attend the meeting in accordance with the terms of Section 113 of the Companies Act, 2013 are required to send scanned certified true copy (PDF format) of the board resolution/power of attorney/ authority letter, etc. to the Scrutinizer at e-mail id: csarvindroy@rediffmail.com to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting.
8. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send e-mail to the Company at sumankumar@smcindiaonline.com on or before 25th June, 2023. This will enable the Company to compile the information and provide replies at the meeting.
9. The Company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/ Folio number and mobile number, on e-mail ID at sumankumar@smcindiaonline.com on or before 25th June, 2023. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
10. The members who have registered their e-mail addresses with the Company/ their depository can cast their vote through remote e-voting or through the e-voting during the AGM using the process mentioned below for e-voting through electronic system means.
11. 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.
12. In compliance with the MCA and SEBI Circulars, notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members holding shares in dematerialized form who have not updated their email addresses are requested to contact their Depository Participant for updation of their email ID.
13. Members may please note that the AGM notice, annual reports are available on the Company's website at www.smcindiaonline.com on websites of the stock exchanges i.e. BSE Limited and National Stock Exchanges of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of CDSL and NSDL
14. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013 and rules made there under, the Register of Members and Share Transfer Books of the Company will remain closed from 17th June, 2023 to 21st June, 2023

- (Both days inclusive), for determining the names of members eligible for Final Dividend on Equity Shares, if declared, at the meeting.
15. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company's Register of Members on Record Date i.e. 16th June, 2023 and those whose names appear as Beneficial Owners as at the close of the business hours on 16th June, 2023 as per the details to be furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
 16. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. Sufficient time will be provided for submitting the documents/declarations by the members who desire to claim beneficial tax treatment. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2023-24 does not exceed ₹5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/ Registrar of the Company, the tax will be deducted at a higher rate of 20%.
 17. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz. NSDL and CDSL. Member holding shares in certificate form are requested to update bank details with the Company's Registrar and Transfer Agents.
 18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice upto the date of AGM i.e. 30th June, 2023 during business hours. Members seeking to inspect such documents may send a request on the email id at sumankumar@smcindiaonline.com at least one working day before the date on which they intend to inspect the document.
 19. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the

members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The shares transferred to IEPF Suspense Account including all benefits accruing on such shares, if any, can be claimed by the

members from IEPF Authority, after following the procedure prescribed under the Rules and as disclosed on the website of the Company at <https://smcindiaonline.com/wp-content/uploads/2021/05/Procedure-for-claiming-dividend-and-shares-from-IEPF-Authority-2.pdf>

20. During the year, the Company transferred ₹ 1,99,397 and ₹ 1,31,882 pertaining to Final Dividend of FY 2014-15 and Interim Dividend of FY 2015-16, respectively to the IEPF.

Members who have not encashed their dividend warrants for last seven years are requested to write to the Company's Registrar and Transfer Agents and claim their dividends. The total amount of unclaimed dividend has been disclosed in the financial statements. The details of unclaimed dividends as on the date of this annual report, is as follows:

Sl.No.	Dividend and Year	% of Dividend Declared	Dividend Per Share	Date of Declaration	Date of creation of Unpaid Dividend Account	Last Date of Claim
1.	Final Dividend for FY 15-16	18%	0.36	16th July, 2016	16th August, 2016	15th August, 2023
2.	Interim Dividend for FY 16-17	18%	0.36	29th November, 2016	2nd January, 2017	1st January, 2024
3.	Final Dividend for FY 16-17	24%	0.48	29th July, 2017	30th August, 2017	29th August, 2024
4.	Interim Dividend for FY 17-18	24%	0.48	14th August, 2017	20th September, 2017	19th September, 2024
5.	Final Dividend for FY 17-18	24%	0.48	21st July, 2018	27th August, 2018	26th August, 2025
6.	Interim Dividend for FY 18-19	24%	0.48	7th December, 2018	9th January, 2019	8th January, 2026
7.	Final Dividend for FY 18-19	24%	0.48	28th September, 2019	1st November, 2019	31st October, 2026
8.	Interim Dividend for FY 19-20	36%	0.72	4th February, 2020	7th March, 2020	6th March, 2027
9.	Final Dividend for FY 19-20	12%	0.24	30th September, 2020	2nd November, 2020	1st November, 2027
10.	Interim Dividend for FY 2020-21	60%	1.20	10th February, 2021	15th March, 2021	14th March, 2028
11.	Final Dividend for FY 2020-21	40%	0.80	7th August, 2021	8th September, 2021	7th September, 2028
12.	Interim Dividend for FY 21-22	60%	1.20	8th November, 2021	13th December, 2021	12th December, 2028
13.	Final Dividend for FY 21-22	60%	1.20	7th May, 2022	29th July, 2022	25th July, 2029
14.	Interim Dividend for FY 22-23	60%	1.20	6th November, 2022	7th December, 2022	6th December, 2029

21. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open for joining for 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
22. The Company has availed the services of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for conducting the AGM through VC/OAVM and providing the e-voting facility.
23. As a part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with Link Intime India Private Limited in case the shares are held by them in physical form. Upon such registration, all communication from the Company/RTA will be sent to the registered email address.
24. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
25. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022). Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members, who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
26. In compliance with the aforesaid MCA Circulars, the Company has also published a public notice by way of an advertisement dated 1st June, 2023 in the newspaper editions of Financial Express and Jansatta, both having nationwide circulation along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

27. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
28. Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings, details of directors seeking appointment/reappointment at the Annual General Meeting are furnished in Annexure A which forms part of the notice.
29. The members who have not yet registered their e-mail ids with the Company may contact Link Intime India Private Limited, RTA on (delhi@linkintime.co.in) or (+91 11 41410592) for registering their e-mail ids on or before 23rd June, 2023. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
30. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
31. Company will be disclosing to the Stock Exchanges, as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the resolutions proposed in this Notice.
32. The Members of the Company are hereby informed that SEBI vide its notification no. SEBI/LAD/NRO/GN/2018/24 dated 8th June, 2018 & notification no. SEBI/LADNRO/GN/2018/49 dated 30th November, 2018 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022 ('Amendment Regulations, 2022') dated 24th January, 2022 has amended the provisions of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in dematerialized form with a depository. Further, the Amendment Regulations, 2022 has also restricted transmission or transposition of securities in physical form. In view of the same, the shares cannot be transferred/ transmitted in the physical mode. Hence, all the members holding shares in physical form are requested to dematerialize their holdings immediately. Please be informed that the restriction imposed by SEBI is only on transfer, transmission & transposition of shares, hence, the members at its own discretion might hold the shares in physical form. Further, in order to protect the interests of the investors in the securities market and to curb fraud and manipulation involved in physical transfer, transmission & transposition of securities by unscrupulous entities, it is imperative to

- mandate compulsory holding of securities in dematerialized form for effecting transfer. Hence, dematerialization of shares is highly recommended and all the shareholders are requested to do the same.
33. Members seeking any information/document relating to the Accounts, Legal and other matters with respect to the businesses to be transacted at the Annual General Meeting may write to the Company Secretary at the Registered Office of the Company atleast seven days in advance of the Meeting.
34. The Company/RTA has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/ MIRSD_RTAMB/ P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the web link at https://smcindiaonline.com/wp-content/uploads/2022/02/Write-up_Norms-for-investors-service-request.pdf.
35. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in prescribed forms. Effective from 1st January 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/ documents. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.smcindiaonline.com
36. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
37. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service

- requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAM B/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA
38. Details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the appointment of Directors seeking appointment/ re-appointment at the 29th AGM, forms an integral part of the Notice of the 29th AGM. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
39. 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.
40. Members are requested to visit the website of the Company i.e. 'www.smcindiaonline.com' at Investor's Corner Section for viewing the quarterly & annual financial results and for more information about the Company.
41. 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 Private Limited** Unit: SMC Global Securities Limited LINK INTIME INDIA PVT LIMITED
- NOBLE HEIGHTS, 1ST FLOOR, PLOT NH 2C-1 BLOCK LSC, NEAR SAVITRI MARKET JANAKPURI, NEW DELHI - 110058
- Tel no. 011-41410592, 93, 94
- E-mail id: delhi@linkintime.co.in
- Website: www.linkintime.co.in
- For effecting changes in address/bank details, members are requested to notify:
- (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.

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

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 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. LINK INTIME 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. LINK INTIME 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. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 evoting 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. LinkIntime 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.

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 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 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

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”.

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

1. Open the internet browser and launch the URL:
<https://instameet.linkintime.co.in>
- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details:-

- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL**

demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided

to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops

connected through broadband for better experience.

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

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

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

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

44. Any person who acquires shares and becomes the member of the Company after the dispatch of the notice of e-AGM and holds shares as of the **cut-off date i.e. 23rd June, 2023** may obtain the login ID and password for remote e-voting by sending request to Link Intime India Pvt. Ltd. at **enotices@linkintime.co.in** or contact on: - Tel: 022-4918 6000. Any person who is not a member as on cut-off date should read the notice of the-AGM for information purpose only.

45. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours (11:00 A.M. to 1:00 P.M.) on all working days except on holidays upto and including the date of the Annual General Meeting of the Company.

46. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members who see mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.smcindiaonline.com, and on the website of Company's Registrar and Transfer Agent, LINK INTIME INDIA PVT LIMITED at <https://instavote.linkintime.co.in>

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

Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Previous year the Unpaid Dividend and respective Equity Shares for the Interim Dividend paid for the F.Y.2015-16 and Final Dividend of F.Y.2014-15 has been transferred to Investor Education and Protection Fund (IEPF).

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

48. GENERAL

A) M/s A. K. Roy & Associates, (CP No. 9147) Practicing Company Secretaries, has been appointed as

the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.

- B)** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **23rd June, 2023**.
- C)** Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D)** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the

Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- E)** The results shall be declared after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) working days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.
- F) E-Voting period commences on 9:00 AM on 27th June, 2023 and concludes on 5:00 PM, on 29th June, 2023.**

**EXPLANATORY STATEMENT
SETTING OUT ALL MATERIAL
FACTS CONCERNING EACH OF
THE BUSINESS (ES) TO BE
TRANSACTIONED AT THE 29TH
ANNUAL GENERAL MEETING OF
THE COMPANY**

*[PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013]*

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 4, 5, 6, 7 and 8 in the accompanying Notice of the Annual General Meeting are annexed herewith:-

ITEM NO. 4: Re-appointment of Mr. Anurag Bansal (DIN: 00003294) as Whole Time Director of the Company:

Mr. Anurag Bansal (DIN 00003294) was appointed as a Whole Time Director of the

Company by the members of the Company at the 24th AGM of the Company held on 21st July, 2018 for a term of 5 (five) years i.e. from 28th March, 2019 to 27th March, 2024. The term of appointment of Mr. Anurag Bansal as Whole Time Director in terms of section 196 and 197 of the Companies Act, 2013 is expiring on 27th March, 2024. Considering the whole hearted sincerity and commitment of Mr. Anurag Bansal in the growth of the Company, the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee recommends reappointment of Mr. Anurag Bansal as the Whole Time Director of the Company for a further tenure of 5 (five) years i.e. from 28th March, 2024 to 27th March, 2029.

Accordingly, the approval of the shareholders is sought for

reappointment of Mr. Anurag Bansal as the Whole Time Director of the Company for a further period of 5 (five) years i.e. from 28th March, 2024 to 27th March, 2029. In this regard, the remuneration payable to Mr. Anurag Bansal shall be as determined by the Board of Directors shall be within the overall limits approved by the shareholders of the Company and in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

The information required under the Section II of Part II of the Schedule V of the Companies Act, 2013 is given below:

Term of appointment

28th March, 2024 to 27th March, 2029

Information about Mr. Anurag Bansal

Particulars	Details
Background details	Mr. Anurag Bansal is the Whole Time Director of SMC Global Securities Limited. He is also a rank holder and fellow member of the Institute of Chartered Accountants of India (ICAI) and also a member of Institute of Cost Accountants of India (ICMAI). He has rich legacy of professional exposure in the Capital market.
Past remuneration	Monthly remuneration of Rs. 7,50,000 per month (Rupees Seven Lakh Fifty Thousand per month)
Recognition or awards	Nil
Job profile and his suitability	Mr. Bansal is a fellow member of the Institute of Chartered Accountants of India (ICAI) and also a member of the Institute of Cost Accountants of India (ICMAI). His rich legacy of professional exposure in the Capital market acts as a catalyst in his supervision of various businesses including Investment Banking, Institutional Equities, and Distribution division apart from legal and other strategic functions of the organization and is instrumental in making various strategic decisions for the Company.
Remuneration proposed	Currently, Mr. Anurag Bansal is drawing a monthly remuneration of ₹7,50,000 per month which can be further increased upto ₹8,00,000 per month as approved by the shareholders in their meeting held on 21st July, 2018. Further, the approval of the shareholders is sought for further increasing the overall/maximum limit of his remuneration upto ₹12,00,000 per month, plus one month's salary as bonus.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The terms and conditions of re-appointment are as per the industry norms
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Anurag Bansal is also part of the promoter group of the Company. Mr. Anurag Bansal holds 2,50,000 equity shares of the Company amounting to 0.24% of total shareholding in the Company. He does not have any pecuniary relationship with any managerial personnel of the Company.

Remuneration

In so far as the remuneration of Mr. Anurag Bansal, Whole Time Director is concerned, the Members have by way of a Special Resolution at the Annual General Meeting held on 21st July, 2018 approved payment upto INR 8,00,000 per month to Mr. Anurag Bansal which is within overall limit as prescribed under Schedule V of the Companies Act, 2013 and delegated the authority to the Board of Directors to amend and alter the remuneration of Mr. Bansal within the approved maximum limits.

Where in any financial year during the currency of the tenure of Mr. Anurag Bansal as Whole Time Director, the Company has no profits or its profits are inadequate, it will pay to Mr. Bansal in respect of such financial years in which such inadequacy or loss arises or a period of three years, whichever

is lower, the remuneration as set out above by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and / or Schedule V of the Act or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.

Pursuant to the provisions of Schedule V of the Companies Act, 2013, the following information is being provided to the Members. The Board will provide other information (which is not available as on the date of this Notice) in the year in which Schedule V will be applicable due to having inadequate profit or loss in the Company.

Perquisites/Benefits

The Whole Time Director shall be entitled to perquisites like benefit of rent free

accommodation, statutory contribution to retirement funds, contribution to PF, gratuity fund, leave encashment and long service award and other benefits subject to the condition that the total remuneration shall not exceed the maximum remuneration approved by the shareholders in accordance with the limits prescribed under Schedule V of the Companies Act, 2013.

Information required under Schedule V of the Companies Act, 2013

General Information

- i. Nature of industry -**
Financial Services (Stock Broking)
- ii. Date of commencement of commercial production -**
Not Applicable
- iii. Financial performance based on given indicators**

(₹ in Lakhs)

Particulars	Standalone Basis For the year ended 31st March, 2023	Consolidated Basis For the year ended 31st March, 2023	Standalone Basis For the year ended 31st March, 2022	Consolidated Basis For the year ended 31st March, 2022
Revenue from Operations (net)	67,915.41	1,21,667.59	66,994.06	1,11,693.61
Other Income	1,365.19	408.13	1,415.55	388.47
Total Income	69,280.60	1,22,075.72	68,409.61	1,12,082.08
Total Expense	57,294.10	1,05,880.20	50,192.66	89,942.54
Profit Before Tax	11,986.50	16,195.52	18,216.95	22,138.58
Profit After Tax	9,337.23	12,039.62	14,461.03	17,456.85

iv. Foreign investments or collaborations, if any.

Nil.

III. Other information**(1) Reasons for loss or inadequate profits**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/ loss arises.

(2) Steps taken or proposed to be taken for improvement:

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/ loss arises.

(3) Expected increase in productivity and profits in measurable terms:

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/ loss arises.

IV. Disclosures:

Disclosures pursuant to Schedule V of the Act are given in the Explanatory Statement hereinbefore and in the Corporate Governance Report which is annexed to the Board's Report.

Other disclosures required under the Act, Secretarial Standard 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) have been provided as an Annexure to this Notice.

Your Board of Directors recommends passing of **Special Resolution** for reappointment of Mr. Anurag Bansal as the Whole Time Director of the Company for another term of five consecutive years i.e. from 28th March, 2024 to 27th March, 2029 as set out in item no. 4 of the accompanying Notice.

Except Mr. Anurag Bansal and his relatives, none of the Directors or the Key Managerial Personnel of the Company is concerned or interested financially or otherwise in the said resolutions except to the extent of their shareholding in the Company or their interest as Director or otherwise in such other Related Party Entity, if any.

Item No. 5 & 6: Approval of enhancement of borrowing limits of the Company & Approval for creation of charge on movable and immovable properties of the Company

The shareholders of the Company are hereby informed that the members in the Extraordinary General Meeting held on 08th March, 2019 and Annual General Meeting held on 28th September, 2019 considered and approved by way of special resolution to the Board of Directors, to borrow funds, from time to time, for the business of the Company, up to an amount not exceeding INR 2000 crores in terms of section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 respectively. Considering the requirement of working capital in future and the ongoing business plans of the Company, the money's already borrowed by the Company, other than temporary loans in the ordinary course of the business, may exceed the existing limit. Accordingly, the Board of Directors propose to increase the existing borrowing limit from INR 2000 crores to INR 3000 crores in accordance with the

requirements of section 180(1)(c) of the Companies Act, 2013 and the rules made thereunder.

Further, the aforesaid borrowings may be required to be secured by way of charge through lien / hypothecation/ mortgage over all or any part of the movable and / or immovable asset of the Company. Therefore, in terms and of Section 180 (1) (a) and 180(1)(c) of the Act, the approval of the Members of the Company is required by way of a Special Resolution

The above proposals are in the interest of the Company and the Board of Directors recommends the Resolution as set out at Item No. 5 & 6 for approval by the members of the Company.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in these items of business, except to the extent of their shareholding in the Company, and accordingly recommends the Resolution as set out in Item No. 5 & 6 of this notice to be passed as a **special resolution**.

Item No. 7: Approval for alteration in the Articles of Association of the Company

The Members of the Company are hereby informed that the Board of Directors of the Company in the meeting held on 18th May, 2023 has proposed to come up with issuance of Non-Convertible Debentures of upto INR 400 crores in single or multiple tranches and either on public issue or private placement basis as may be feasible for the Company. Accordingly, for the purpose of issuance of debentures and in accordance with the provisions of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 the Company might be required to appoint a debenture trustee. Further, in accordance with the provisions of Regulation 15(1)(e) of the SEBI (Debenture Trustee) Regulations, 1993, read along with Rule 18(3) of Companies (Share Capital and Debentures) Rules, 2014, the Company's Articles of Association should contain an enabling provision for the purpose of bestowing the right upon the debenture trustee to appoint/remove a nominee director on the Board of

Directors as nominated by the Debenture Trustee in case of any breach of covenant as mentioned in Regulation 15(1)(e) of the SEBI (Debenture Trustee) Regulations, 1993 read along with Rule 18(3) of Companies (Share Capital and Debentures) Rules, 2014.

Currently, the Articles of Association does not contain such enabling provision; hence, the Board of Directors proposes and recommends altering the Articles of Association of the Company to include the aforementioned enabling provision by way of insertion of new clause 63A after clause 63 of the existing Articles of Association, which shall read as follows:

“Notwithstanding anything to the contrary contained in these Articles, so long as the money shall be owing by the Company to any financial institutions, corporations, bank, other financial entities or body corporate or so long as any of the aforesaid banks, financial institutions or such other financing entities holds any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions or

such other financial entities in respect of any financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions or such other financial entities/body corporate shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Directors of the Company as Nominee Director on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.”

The above proposals are in the interest of the Company and the Board of Directors recommends the Resolution as set out at Item No. 7 for approval by the members of the Company.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in these items of business, except to the extent of their shareholding in the Company, and accordingly recommends the Resolution as set out in Item No. 7 of this notice to be passed as a **special resolution**.

Item No. 8: Appointment of Mr. Gobind Ram Choudhary (DIN: 01104704) as an Independent Director of the Company

The Board of Directors of the Company (“the Board”) at its meeting held on 18th May, 2023, based on the recommendation of the Nomination & Remuneration Committee (the Committee), recommended for the approval of the Members, the appointment of Mr. Gobind Ram Choudhary as an Independent Director of the Company. In this regard, as the Company is a trading and clearing member of various stock exchanges, the approval for appointment of any director on the Board is required from the stock exchanges. Accordingly, the Company shall sought the approval of the exchanges where the Company is a trading/clearing member and the appointment of Mr. Gobind Ram Choudhary shall be effective from the date of the last approval of the exchanges.

In terms of the amended Regulation 17(1C) of the Listing Regulations, effective from 1st January, 2022, a listed entity has to ensure that the approval of shareholders for appointment of a person on the Board of

Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with the aforementioned provisions, the approval of the shareholders is sought by way of special resolution for appointment of Mr. Gobind Ram Choudhary as a Non-Executive Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions

specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the name of Mr. Gobind Ram Choudhary as a candidate for the office of Director.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Gobind Ram Choudhary would be beneficial to the Company and it is desirable to avail his services as an Independent

Director. Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice.

Except Mr. Gobind Ram Choudhary and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Choudhary is not related to any other Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions.

The Board, accordingly, recommends the passing of **special resolution** as set out at Item No. 8 of this notice, for the approval of the members.

Annexure A to the Notice

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting [Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India]

Particulars	Mr. Anurag Bansal (DIN-00003294)	Mr. Gobind Ram Choudhary (DIN: 01104704)
Age	48 Years	57 Years
Qualifications	Mr. Bansal is a fellow member of the Institute of Chartered Accountants of India (ICAI) and also a member of the Institute of Cost Accountants of India (ICMAI).	Mr. Choudhary is a commerce graduate from the University of Calcutta, from St. Xaviers College
Brief Resume	<p>Mr. Anurag Bansal is the Whole Time Director of SMC Global Securities Limited. He is also a rank holder and fellow member of the Institute of Chartered Accountants of India (ICAI) and also a member of Institute of Cost Accountants of India (ICMAI). He has rich legacy of professional exposure in the Capital market.</p> <p>He is responsible for managing, operating and supervising various businesses including Investment Banking, Institutional Equities, and Distribution division apart from legal and other strategic functions of the organization and is instrumental in making various strategic decisions for the Company. He consistently explores new avenues for enhancing the growth of the organization.</p>	<p>Mr. Gobind Ram Choudhary, is a commerce graduate from University of Calcutta, Kolkatta in 1987 from St. Xaviers College.</p> <p>He is currently associated with Anmol Industries for more than 2 decades, with his novel and futuristic approach, Mr Choudhary has remarkably changed the dynamics of the company. He is leading a team of more than 2000 employees in Anmol Industries Ltd. He was also the managing director at Bhagwati Cold Storage for 11 years and therefore gathered perfect understanding of Rural Market.</p> <p>Furthermore, he is an active member at BharatLok Shiksha Parishad, Delhi, a council member with western UP council of CII, Executive member of Indian Industries Association of Greater Noida and member PHD chamber. Also, closely linked with some social groups who are working for the upliftment of society such as Marwari Yuva Manch and BhaoRao DeoRas Sewa Nyas.</p>
Experience (including expertise in specific functional area)	He has more than 26 years of experience and has a rich legacy of professional exposure in the Capital Market.	He has more than 30 years of experience in management.

Particulars	Mr. Anurag Bansal (DIN-00003294)	Mr. Gobind Ram Choudhary (DIN: 01104704)
Terms and Conditions of Appointment/ Reappointment	Appointed at the 24th Annual General Meeting of the Company as a Whole Time Director for a term of five years i.e. from 28th March, 2019 to 27th March, 2024. the terms and conditions of re-appointment remains unchanged.	Proposed to be appointed at the 29th Annual General Meeting of the Company as a Non-Executive Independent Director for a term of five years which shall be effective from the date of approval of the exchanges where the Company is a trading/clearing member.
Remuneration last drawn (including sitting fees, if any)	Rs.96,53,789 (within the limits approved by the Members) during the FY 2022-23	NA
Remuneration proposed to be paid	Upto Rs. 12,00,000 per month plus one month's salary as bonus	No remuneration to be paid. Sitting fees payable for attending meetings as per the terms and conditions of appointment of Independent Director.
Date of first appointment on the Board	28th March, 2018	18th May, 2023, Subject to approval of the exchanges where the company is trading/clearing Member, his appointment shall be effective from the last date of approval received from the exchanges.
Shareholding in the Company as on March 31, 2023	Mr. Anurag Bansal holds 2,50,000 equity shares of the Company amounting to 0.24% of total shareholding in the Company.	Nil
Relationship with other Directors/Key Managerial Personnel	None	Mr. Gobind Ram Choudhary is not related to any of the Directors of the Company
Number of meetings of the Board attended during the year	4 meetings of Board of Directors were attended (7th May, 2022, 28th July, 2022, 6th November, 2022 and 31st January, 2023)	NA
Directorships of other Boards as on March 31, 2023	Director of SMC Global IFSC Private Limited and Director of SMC Capitals Limited (Wholly Owned Subsidiaries of SMC Global Securities Limited) He is also serving as a Director of Pulin Investments Private Limited.	Whole Time Director of Anmol Industries Limited and Director of Anmol Realty Builders Private Limited

Particulars	Mr. Anurag Bansal (DIN-00003294)	Mr. Gobind Ram Choudhary (DIN: 01104704)
Membership/ Chairmanship of Committees of other Boards as on March 31, 2023	None	None
Listed entities from which the person has resigned in the past three years.	None	None
Position of Chairman/Member held in mandatory Committees of other companies.	None	None
Directorships held in other listed entities and memberships of Committees of the Board of the listed entity	None	None
Skills and capabilities required for the role	NA	As per the Nomination and Remuneration Committee Mr Gobind Ram Choudhary has the desired qualification and prior experience required in the field of management.

By Order of the Board of Directors

For SMC Global Securities Limited

Sd/-

Suman Kumar

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

Date: 18th May, 2023

Place: New Delhi