

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 30th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirtieth (30th) Annual General Meeting of the Shareholders of **SMC Global Securities Limited (the 'Company')** will be held on **Saturday, 22nd June, 2024 at 11:00 A.M.** Indian Standard Time (IST), through Video Conferencing (VC)/other audio visual means ('VC/OAVM) in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs to transact following business (es):

ORDINARY BUSINESS (ES):

Item No. 1: Adoption of Audited Financial Statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2024 together with Report of Board of Directors and the Auditors 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 2023-24.

Item No. 3: Reappointment of Mr. Himanshu Gupta (DIN: 03187614), Non-Executive Director who retires by rotation

To appoint a Director in place of Mr. Himanshu Gupta, (DIN: 03187614), Non-Executive 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.

To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Himanshu Gupta (DIN: 03187614) as a director, who is liable to retire by rotation.”

Item No. 4: Appointment of Statutory Auditors of the Company and to fix their remuneration

To appoint M/s P.C. Bindal & Co., Chartered Accountants (Firm Registration Number 003824N) as Statutory Auditors of the Company for the period of five

years commencing from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors/Audit Committee and the Auditors.

To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s P.C. Bindal & Co., Chartered Accountants (Firm Registration Number 003824N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years commencing from the conclusion of this

meeting until the conclusion of the 35th Annual General Meeting of the Company in accordance with the provisions of the Companies Act, 2013 and the rules made there under, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT any one of the Director, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

SPECIAL BUSINESS (ES):

Item No. 5: Appointment of Ms. Neeru Abrol (DIN: 01279485) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies

(Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of the Articles of Association of the Company and pursuant to the necessary statutory approvals required in this regard, Ms. Neeru Abrol (DIN: 01279485) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from March 30, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying her intention to propose her as a candidate for the office of the Director and in respect of whom, the Company has received the approval of all the exchanges

where the Company is a trading/clearing member, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 30th March, 2024 and that she will not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

Item No. 6: Reappointment of Mr. Subhash Chand Aggarwal (DIN: 00003267) as the Chairman & Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with

Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the 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, if any, the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Subhash Chand Aggarwal (DIN: 00003267) as the Chairman and Managing Director of the Company, whose term expires as Managing Director of the Company on 28th January, 2025 and is hereby reappointed for another term of 5 (Five) consecutive years with effect 29th January, 2025 to 28th January, 2030, whose office shall not be liable to retire by rotation, upon the approved terms and conditions, 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 pursuant to section 196(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Managing Director by Mr. Subhash Chand Aggarwal (DIN: 00003267) who shall attain the age of 70 (Seventy) years during the tenure of his appointment and shall continue thereafter.

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to fix the limit of remuneration payable to Mr. Subhash Chand Aggarwal (DIN: 00003267) upto to an overall limit of ₹ 20,00,000 (Rupees Twenty 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 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/Committee 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

any of the Directors of the Company and the Company Secretary 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.”

Item No. 7: Approval for revision in terms of remuneration of Mr. Mahesh C. Gupta (DIN: 00003082) as the Vice Chairman and Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL**

RESOLUTION:

“**RESOLVED THAT** in continuation of the shareholder’s Special Resolution passed at the Annual General Meeting held on 28th September, 2019 pursuant to the provisions of Sections 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) read with allied Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded in accordance with the provisions of section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to increase the overall limit of remuneration payable to Mr. Mahesh C Gupta (DIN: 00003082) from INR 16,00,000 (Rupees Sixteen Lakhs

Only) per month plus one month's salary as bonus, to upto an overall limit of ₹ 20,00,000 (Rupees Twenty 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 except for the revision in the overall limit of remuneration payable to Mr. Gupta, all other terms and conditions of appointment and remuneration, as approved earlier by the Members w.r.t. appointment/reappointment of Mr. Gupta, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors/Committee 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 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 purpose of giving effect to this resolution, the Board of Directors/Committee and Company Secretary 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. 8: Approval for payment of remuneration to the Executive Directors in excess of the limits prescribed under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the

Companies Act, 2013 read with the Rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for payment of aggregate annual remuneration payable to all executive directors of Company, as per existing terms and conditions as approved by the shareholders, during the financial year, in excess of 5% of the net profits of the Company calculated in accordance with the provisions of section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/Committee and Company Secretary, (including its committees thereof), be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above Resolution.”

Item No. 9: Approval for increase in remuneration of Mrs. Nidhi Bansal, Regional

Director- West of the Company and occupying office or place of profit in the Company

To consider and if thought fit, to pass the following resolutions, as **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, the consent of the members of the Company be and is hereby accorded for increase in remuneration of Mrs. Nidhi Bansal, who is relative of Mr. Anurag Bansal, Whole Time Director of the Company and holding office or place of profit as Regional Director- West in the Company, from ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000 (Rupees Six Lakhs Only) per month, plus one month's salary as bonus which

may further be increased an overall limit of upto ₹ 10,00,000/- (Rupees Ten 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 April, 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.”

Item No. 10: Approval for increase in remuneration of Mrs. Reema Garg, Chief Human Resource Officer of the Company and occupying office or place of profit in the Company

To consider and if thought fit, to pass the following resolutions, as **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, the consent of the members of the Company be and is hereby accorded for increase in remuneration of Mrs. Reema Garg, who is relative of Mr. Ajay Garg, Director & Chief Executive Officer of the Company and holding office or place of profit as Chief Human Resource Officer and Senior Management Personnel of the Company from ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹6,00,000 (Rupees Six Lakhs Only) per month, plus one month's salary as bonus which may further be increased up to an overall limit of ₹ 10,00,000/- (Rupees Ten 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 01st April, 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.”

Item No. 11: Approval for increase in remuneration of Mr. Ayush Aggarwal, Fund Manager of the Company and occupying office or place of profit in the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with rule 15 Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), pursuant to the recommendation of Audit Committee and the Board of Directors, the consent of the members of the Company be and

is hereby accorded for increase in remuneration of Mr. Ayush Aggarwal, who relative of Mr. Damodar Krishan Aggarwal, Promoter of the Company, holding office or place of profit as Fund Manager in the Company, from a remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000 (Rupees Six Lakhs Only) per month plus bonus equivalent to one month's salary which may further be increased upto an overall monthly remuneration limit of ₹ 10,00,000/- (Rupees Ten Lakh Only) per month, plus one month's salary as bonus, on such terms and conditions as determined by the Board of Directors and subject to alteration and variation in the terms and conditions by the Board of Directors within the limits approved by the Members, effective from 1st April, 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.”

Item No. 12: Approval for raising funds by way of borrowing and issuance of debt securities

To consider and if thought fit, to pass the following resolutions, as **SPECIAL**

RESOLUTION:

RESOLVED THAT

in furtherance to the shareholder's resolution passed in the 29th Annual General Meeting held on 30th June, 2023, 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 reenactment thereof for the time being in force), as well as rules prescribed thereunder, the SEBI (Issue and Listing of Debt Securities), Regulations, 2021 including any amendment(s), modification(s), variation(s) or reenactment(s) thereof, and in accordance with the provisions contained in the Memorandum & Articles of Association of the

Company, and subject to the receipt of necessary approvals as may be applicable and such other permissions and sanctions, as may be necessary, 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 by the Members to borrow by way of obtaining loan / overdraft facilities/ line of credit/ issuance of commercial papers/ non-convertible debentures (whether secured or unsecured) / external commercial borrowings (loans/bonds) bonds / 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) which may exceed 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/Committee and Company Secretary, 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."

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: 13th May, 2024

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('the Act') setting out the material facts concerning the business under item no. 4 to item no. 12 of the accompanying Notice, is annexed thereto.
2. Since this AGM is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), the Members will not be able to appoint proxies for the meeting, and Attendance Slip & Route Map are not annexed to this Notice.
3. Considering the relaxation provided by the Ministry of Corporate Affairs ("MCA") 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, 28th December, 2022 and 25th September, 2023 (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, 2024. 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.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. In compliance with the statutory guidelines, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository participant/ Depositories.
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 Members may please note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.smcindiaonline.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Shareholders are advised to contact RTA, at the address mentioned in the notice, with details like name, folio no. and self-attested copy of PAN & AADHAAR in order to update their email ID.

- the 30th AGM and facility for those members participating in the 30th AGM to cast vote through e-voting system.
7. 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 atleast 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.
 8. 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.
 9. Remote e-voting will commence at 9.00 a.m. on Wednesday, 19th June, 2024 and will end at 5.00 p.m. on Friday, 21st June, 2024, when remote e-voting will be blocked.
 10. 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.
 11. 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 evoting.
 12. 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.
 13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 15th June, 2024.
 14. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 15. 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.
16. 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.
 17. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 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
 18. 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. 15th June, 2024 may obtain the login ID and password for remote 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.
 19. 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.
 20. 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
 21. 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 17th June, 2024. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
 22. 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. 22nd June, 2024 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

23. 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 link -

<https://smcindiaonline.com/wp-content/uploads/2021/05/Procedure-for-claimingdividend-and-shares-fromIEPF-Authority-2.pdf>

24. During the year, the Company transferred ₹ 2,14,790 and ₹ 1,91,580 pertaining to Final Dividend of FY 2015-16 and Interim Dividend of FY 2016-17, 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 16-17	24%	0.48	29th July, 2017	30th August, 2017	29th August, 2024
2.	Interim Dividend for FY 17-18	24%	0.48	14th August, 2017	20th September, 2017	19th September, 2024
3.	Final Dividend for FY 17-18	24%	0.48	21st July, 2018	27th August, 2018	26th August, 2025
4.	Interim Dividend for FY 18-19	24%	0.48	7th December, 2018	9th January, 2019	8th January, 2026
5.	Final Dividend for FY 18-19	24%	0.48	28th September, 2019	1st November, 2019	31st October, 2026
6.	Interim Dividend for FY 19-20	36%	0.72	4th February, 2020	7th March, 2020	6th March, 2027
7.	Final Dividend for FY 19-20	12%	0.24	30th September, 2020	2nd November, 2020	1st November, 2027
7.	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
15.	Final Dividend for FY 22-23	60%	1.20	30th June, 2023	2nd August, 2023	1st August, 2030
16.	Interim Dividend for FY 22-23	60%	1.20	5th February, 2024	8th March, 2024	7th March, 2031

25. As a part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their Email 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.
26. 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.
27. 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.
28. In compliance with the aforesaid MCA Circulars, the Company shall also publish a public notice by way of an advertisement 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
29. 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
30. 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 at least seven days in advance of the Meeting.
31. 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-forinvestors-service-request.pdf.

32. 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
33. 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
34. 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
35. 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.
36. 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
37. For effecting changes in address/bank details, members are requested to notify:
 (I) The R&T Agent of the

- Company, viz. Link In time India Pvt. Ltd., if shares are held in physical form; and
- (II) their respective Depository Participant (DP), if shares are held in electronic form.
38. 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 2024- 25 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%
39. 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. 7th June, 2024 and those whose names appear as Beneficial Owners as at the close of the business hours on 7th June, 2024 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.
40. 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 8th June, 2024 to 12th June, 2024 (Both days inclusive), for determining the names of members eligible for Final Dividend on Equity Shares, if declared, at the meeting.
41. The Members who have cast their vote by remote evoting 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.

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “**Login**”.

▶ 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
General Meeting through
InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
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.
6. 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
General Meeting through
InstaMeet:**

Once the electronic voting is activated by the scrutinizer 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 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 General Meeting will be eligible to attend/ participate in the 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.

INSTRUCTIONS FOR EVOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

A. 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 “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

User who have not 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.

B. 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/loginorwww.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 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.
- e) Click on Submit button and investor will be mapped now.
- f) 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).
- 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
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

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>

► Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’

► 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. Shareholder scan 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>

► Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/ Mutual Fund**’ tab and further Click ‘**forgot password?**’

► 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 SETTING OUT ALL MATERIAL FACTS CONCERNING EACH
OF THE BUSINESS (ES) TO BE TRANSACTED AT THE 30TH ANNUAL GENERAL
MEETING OF THE COMPANY**

*[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI
(LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015]*

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 to 12 in the accompanying Notice of the Annual General Meeting are annexed herewith:-

Item no. 4: Appointment of Statutory Auditors of the Company and to fix their remuneration

The Members are hereby informed that M/s R. Gopal & Associates, Chartered Accountants, (Firm Registration No. 000846C) were re-appointed as the statutory auditors of the Company in the 25th Annual General Meeting held on 28th September, 2019 for a period of five years commencing from conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company. .

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. In this regard, it is hereby informed that M/s R. Gopal & Associates have already completed two consecutive terms of five years in accordance with the provisions of section 139 of the Companies Act, 2013 and accordingly cannot be reappointed as the statutory auditors of the company for the current tenure. The Board of Directors places on record their sincere appreciation for the services rendered by M/s R. Gopal & Associates, Chartered Accountants.

Accordingly, the Board of Directors of the Company, based on the recommendation of the Audit Committee at its meeting held on 13th May, 2024 has proposed the appointment of M/s P.C. Bindal & Co., Chartered Accountants (Firm Registration Number 003824N) as Statutory Auditors of the Company for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company. The remuneration proposed to be paid to the Auditors for the audit services to be provided during the financial year would be Rs. 30 Lakhs plus applicable taxes and out-of-pocket expenses. In this regard, the audit fee for the subsequent financial years shall be on mutually agreed terms as may be approved by the Board of Directors.

Pursuant to Section 139 of the Act and the Rules framed thereunder, the Company has received the written consent from M/s P.C. Bindal & Co., Chartered Accountants, confirming that they satisfy the criteria as provided under the Act and that their appointment, if made, will be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s P.C. Bindal & Co has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Details as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Requirement	Particulars
<p>Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</p>	<p>The term of appointment of M/s P.C. Bindal & Co., Chartered Accountants as Statutory Auditors of the Company would be for a period of 5 years commencing from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company.</p> <p>The remuneration proposed to be paid to the proposed Auditors for the audit services to be provided during the financial year ending, would be Rs. 30 lakhs plus applicable taxes and out-of-pocket expenses as may be incurred by them. In addition to the audit services, the statutory auditors would also be paid the fees for various certifications and non-audit services as may be obtained by the Company from time to time, for which the Auditors would be remunerated separately on mutually agreed terms, as may be approved by the Board of Directors on the recommendations of the Audit Committee. The fees payable to the proposed Auditors would be on the similar terms as applicable to the existing Auditors and hence there is no material change.</p> <p>The audit fee for subsequent financial years shall be on mutually agreed terms, as may be approved by the Board on the recommendations of the Audit Committee.</p>
<p>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed</p>	<p>Based on the recommendations of the Audit Committee, the Board of Directors of the Company has recommended the appointment of M/s P.C. Bindal & Co., Chartered Accountants, as the Statutory Auditors of the Company, to hold office for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company. The Audit Committee while proposing the appointment, have taken into consideration, among other things, the credentials of the firm and partners, track record and eligibility criteria prescribed under the Act.</p> <p>M/s P.C. Bindal & Co., Chartered Accountants, (the Firm), is a Chartered Accountants firm, which provides wide array of professional services such as Auditing & Assurance, Direct and Indirect Tax compliances, Tax Representation, Foreign Exchange Management and compliances, Company Law Matters, Insolvency and Bankruptcy, Mergers & Acquisitions, and Corporate Advisory. The services offered also include IFRS/ IND-AS Convergence & Implementation, Business & Share Valuation, Physical Verification (Inventory & Fixed Assets), etc.</p> <p>The Firm has multiple partners and a strong team of professionals. The firm is empanelled with the Comptroller Auditor General of India (CAG) and the Reserve Bank of India (RBI). PCBC is also empanelled with the National Highways Authority of India (NHAI), the Airport Authority of India (AAI) and the Income Tax Department for conducting Special Audits. The Firm has experience of over four decades.</p>

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, directly or indirectly, concerned or interested, financially or otherwise in the Resolution set out in Item No. 4 of the Notice.

Item no. 5: Appointment of Ms. Neeru Abrol (DIN: 01279485) as an Independent Director of the Company

The Board of Directors of the Company ('the Board') at the meeting held on 30th March, 2024 on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Neeru Abrol as an Independent Director of the Company. In accordance with the provisions of section 161 of the Companies Act, 2013, Ms. Neeru Abrol was appointed as the Additional Director of the Company in Independent Director capacity by the Board of Directors in their meeting held on 30th March, 2024 and holds office till the conclusion of this AGM. 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 to be approved by the stock exchanges where the Company is a trading / clearing member. Accordingly, the Company has duly obtained the approval of all the exchanges where the Company is a trading/ clearing member. hence, her appointment if approved by the shareholders shall be effective from the date of Board meeting i.e. 30th March, 2024.

Ms. Abrol possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. Ms. Abrol is a Chartered Accountant by profession with over four decades of rich experience in Finance and Management. Ms. Abrol has served as the Chairperson and Managing Director of National Fertilizers Limited (NFL) and has been on the Boards of IDBI Bank, IFCI Venture Capital Funds Ltd, IFCI Infrastructure Development Ltd, TCNS Clothing Ltd., APL Tricoat Ltd., East Delhi Waste Management Company Ltd., Dakshin Dilli Swachh Initiatives Ltd., RDF Power Projects Ltd., Jindal United Steel Ltd.,

Ramagundam Fertilizers Co Ltd, Urvarak Videsh Ltd., and SAIL Bansal Service Centre Ltd., etc. She is presently serving as an Independent Director on the Boards of Apl Apollo Tubes Ltd, APL Apollo Pipes Ltd., Apollo Metalex Pvt Ltd, Stecol International Pvt Ltd, and Ganesha Ecoverse Ltd.

Considering Ms. Abrol's diverse experience, professional competence and extensive knowledge, her induction on the Board will be in the overall interest of the Company. Ms. Abrol's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Ms. Abrol fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

Ms. Abrol, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given her consent to act as a Director of the Company, and requisite Notice from a Member pursuant to Section 160 of the Act, proposing her candidature as a Director of

the Company has been received. In this regard, declaration has also been received from Ms. Abrol that she meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

A brief profile of Ms. Abrol and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, is annexed to this statement.

In terms of the Regulation 17(1C) of the Listing Regulations, 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 Ms Neeru Abrol as a Non-Executive Independent Director of the Company.

The Special Resolution under this Item, once passed, shall also be deemed as your approval under Regulation 17 of the Listing Regulations for continuation of Ms. Abrol as Independent Directors beyond the age of seventy five years.

Ms. Abrol, and her relatives, may be deemed to be interested in this Special Resolution, to the extent of their shareholding interest, if any, in the Company. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board of Directors recommends passing of the Special Resolution as set out in Item No. 5 of this Notice, for approval by the Members of the Company.

Item no. 6: Reappointment of Mr. Subhash Chand Aggarwal (DIN: 00003267) as the Managing Director of the Company

Mr. Subhash Chand Aggarwal (DIN: 00003267) was appointed as the Chairman and Managing

Director by the Members of the Company at the 25th AGM of the Company held on 28th September, 2019 for a term of five years i.e. from 29th January, 2020 to 28th January, 2025. The term of appointment of Mr. Subhash Chand Aggarwal as a Managing Director in terms of section 196 and 197 of the Companies Act, 2013 is expiring on 28th January, 2025. Considering the whole hearted sincerity and commitment of Mr. Subhash Chand Aggarwal in the development and growth of the Company, the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee recommends reappointment of Mr. Subhash Chand Aggarwal as the Managing Director of the Company for a further tenure of 5 (five) years i.e. from 29th January, 2025 to 28th January, 2030.

Accordingly, the approval of the shareholders is sought for re-appointment of Mr. Subhash Chand Aggarwal as the Managing Director of the Company for a further period of 5 (five) years i.e. from 29th January, 2025 to 28th January, 2030. In this regard, it is also proposed to fix the overall limit of remuneration payable to Mr. Subhash Chand Aggarwal

(DIN: 00003267) upto Rs.20,00,000/- (Rupees Twenty Lakh 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.

The Members are also informed that during the proposed extended tenure of appointment of Mr. Subhash Chand Aggarwal, the Chairman and Managing Director shall attain the age of 70

(seventy) years. In this regard, the Board of Directors are of the view that his leadership would be in the interest of the Company and recommends his continuation even after he attains the age of seventy years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 6 as a Special Resolution in terms of Section 196(3) of the Act.

Mr. Aggarwal, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his re-appointment as a Director of the Company has been received.

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

Term of re-appointment

29th January, 2025 to 28th January, 2030

Information about Mr. Subhash Chand Aggarwal

Particulars	Details
Background details	Mr. Subhash C. Aggarwal is the Chairman & Managing Director of SMC Global Securities Limited since inception. He is the promoter and co-founder of SMC Group and an active contributor to the good governance. He is a fellow member of the Institute of Chartered Accountants of India (ICAI). He has over four decades of diverse experience in the financial, stock broking industry in India and abroad
Past Remuneration	Monthly remuneration of ₹15,50,000 per month (Rupees Fifteen Lakhs and Fifty Thousand Only)
Recognition & Awards	Mr. Subhash Chand Aggarwal has been recognized and awarded by various forums & associations at different occasions including Most Promising Business leaders of Asia award by the Economic Times during the ET Asian Business Leaders Conclave 2016 held in Kuala Lumpur on 15th December, 2016, "Trailblazer" Award by "The Times of India Group" and "Entrepreneur of the Year" award for the year 2012 for innovation in financial & Business services during entrepreneur Awards by franchisee india among other.
Job profile and his suitability	He is a fellow member of the Institute of Chartered Accountants of India (ICAI) and have specialization in the areas of stock markets, strategies & planning of financial services, Corporate Social Responsibility and Corporate Governance initiatives etc. He is having excellent leadership skills, discipline and robust governance ability. He is the key driver of company's goals and has sharp financial acumen. He oversees the policy, vision and diversification and strategic planning and ensures flawless performance of the Group

Particulars	Details
Remuneration proposed	<p>Currently, Mr. Subhash Chand Aggarwal is drawing a monthly remuneration of ₹ 15,50,000 (Rupees Fifteen Lakh Fifty Thousand Only) per month which can be further increased upto ₹ 16,00,000 (Rupees Sixteen Lakhs Only) per month, plus one month' salary as bonus as approved by the shareholders in their meeting held on 28th September, 2019.</p> <p>The Company is proposing to increase the overall limit of remuneration to Rs. 20,00,000 (Rupees Twenty Lakhs Only) per month plus one month's salary as bonus with authority to the Board of Directors to increase the remuneration within the aforesaid limit.</p> <p>Further, the overall limit shall always be within the limits prescribed under Schedule V of the Companies Act, 2013.</p>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>Taking into consideration the size of the Company, the profile of Mr. Aggarwal, the responsibilities shouldered by him and the industry benchmarks, the revised remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.</p>
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Mr. Subhash Chand Aggarwal is also the promoter and co-founder of the Company. Mr. Subhash Chand Aggarwal holds 80,95,500 equity shares of the Company amounting to 7.73% of total shareholding in the Company. He does not have any pecuniary relationship with any managerial personnel of the Company.</p> <p>Mrs. Shruti Aggarwal, Whole Time Director of the Company is daughter of Mr. Subhash Chand Aggarwal.</p>

General Information

I. Nature of industry -Financial Services (Stock Broking & Others)

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, 2024	Consolidated Basis For the year ended 31st March, 2024	Standalone Basis For the year ended 31st March, 2023	Consolidated Basis For the year ended 31st March, 2023
Revenue from Operations (net)	85,314.14	1,63,849.69	67,915.41	1,21,157.33
Other Income	3,067.76	654.49	1,365.19	408.13
Total Income	88,381.90	1,64,504.18	69,280.60	1,21,565.46
Total Expense	70,387.70	1,40,052.03	57,294.10	1,05,369.94
Profit Before Tax	17,994.20	24,449.38	11,986.50	16,195.66
Profit After Tax	14,102.56	18,827.65	9,337.23	12,039.63

iv. Foreign investments or collaborations, if any - Nil.

Other information

(1) Reasons for loss or inadequate profits

This information is not applicable for this year. 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:

This information is not applicable for this year. 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:

This information is not applicable for this year. The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/ loss arises.

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 re-appointment of Mr. Subhash Chand Aggarwal as the Chairman and Managing Director of the Company for another term of five consecutive years i.e. from 29th January, 2025 to 28th January, 2030 as set out in the accompanying Notice.

Except, Mr. Subhash Chand Aggarwal 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.

Item No. 7: Approval for revision in terms of remuneration of Mr. Mahesh C. Gupta (DIN: 00003082) as the Vice Chairman and Managing Director of the Company

The Members of the Company are hereby informed that the remuneration of Mr. Mahesh C Gupta, Vice Chairman and Managing Director was approved

by the Members have by way of a Special Resolution at the 25th Annual General Meeting held on 28th September, 2019 for payment upto INR 16,00,000 (Rupees Sixteen Lakhs Only) per month to Mr. Mahesh C Gupta which is within overall limit as prescribed under Schedule V of the Companies Act, 2013 and delegated the authority to the Board of Directors amend and alter the remuneration of Mr. Gupta within the approved maximum limits.

In furtherance to the aforementioned, the shareholders of the Company at the 28th Annual General Meeting held on 25th June, 2022 approved reappointment of Mr. Mahesh C Gupta for another tenure of five consecutive years effective from 1 September, 2022 to 31 August, 2027 on the same terms and conditions, including remuneration as stated above.

After taking into consideration the size of the Company, the profile of Mr. Gupta, the responsibilities shouldered by him and the industry benchmarks, the Nomination and Remuneration Committee and the Board of Directors in their meeting held on 30th March, 2024 has recommended to increase the overall limit of

remuneration payable to Mr. Mahesh C Gupta from INR 16,00,000 (Rupees Sixteen Lakhs Only) per month to INR 20,00,000 (Rupees Twenty Lakhs Only) per month plus one month's salary as bonus, which will be within the limits prescribed under Schedule V of the Companies Act, 2013.

Where in any financial year during the currency of the tenure of Mr. Mahesh C. Gupta as Managing Director, the Company

has no profits or its profits are inadequate, it will pay to Mr. Aggarwal 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.

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

Term of appointment

1st September, 2022 to 31st August, 2027.

Information about Mr. Mahesh C. Gupta

Particulars	Details
Background details	Mr. Mahesh C. Gupta is a fellow member of the Institute of Chartered Accountants of India and has more than four decades of experience in the field of Securities Markets and Financial Services. He is promoter and co-founder of SMC Group and has been associated with the Company as the backbone since its inception.
Past remuneration	Monthly remuneration of ₹15,50,000 per month (Rupees Fifteen Lakhs and Fifty Thousand Only) Including being recognized as top 10 leaders in investment companies-2022 by CEO insights Magazine among many others
Recognition or awards	Mr. Mahesh C Gupta has been recognized and awarded by various forums & associations at different occasions.
Job profile and his suitability	He graduated with Bachelor's in Commerce from University of Delhi and is a fellow member of the Institute of Chartered Accountants of India (ICAI) and have specialization in the areas of stock markets, distribution, Corporate Social Responsibility and Corporate Governance initiatives etc. He possesses good knowledge about the intricacies of the Indian Stock Market and has an acclaimed exposure and experience in it of more than four decades. He is an idealistic leader who has effectively handled all the matters and phases of the dynamic stock market. He oversees the policy, vision and diversification and strategic planning and ensures flawless performance of the Group.

Particulars	Details
Remuneration proposed	<p>Currently, Mr. Mahesh C. Gupta is drawing a monthly remuneration of ₹ 15,50,000 (Rupees Fifteen Lakh Fifty Thousand Onlu) per month which can be further increased upto ₹ 16,00,000 (Rupees Sixteen Lakhs Only) per month, plus one month' salary as bonus as approved by the shareholders in their meeting held on 28th September, 2019.</p> <p>The Company is proposing to increase the overall limit of remuneration to Rs. 20,00,000 (Rupees Twenty Lakhs Only) per month plus one month's salary as bonus with authority to the Board of Directors to increase the remuneration within the aforesaid limit.</p> <p>Further, the overall limit shall always be within the limits prescribed under Schedule V of the Companies Act, 2013.</p>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>Taking into consideration the size of the Company, the profile of Mr. Gupta, the responsibilities shouldered by him and the industry benchmarks, the revised remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.</p>
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Mr. Mahesh C. Gupta is also the promoter and co-founder of the Company. Mr. Mahesh C. Gupta holds 8248500 equity shares of the Company amounting to 7.88% of total shareholding in the Company. He does not have any pecuniary relationship with any managerial personnel of the Company. Mr. Himanshu Gupta, son of Mr. Mahesh C. Gupta is the Director of the Company</p>

Perquisites/Benefits

The Managing Director shall be entitled to perquisites like benefit as per Company's Policy and shall be 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 & Others)

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, 2024	Consolidated Basis For the year ended 31st March, 2024	Standalone Basis For the year ended 31st March, 2023	Consolidated Basis For the year ended 31st March, 2023
Revenue from Operations (net)	85,314.14	1,63,849.69	67,915.41	1,21,157.33
Other Income	3,067.76	654.49	1,365.19	408.13
Total Income	88,381.90	1,64,504.18	69,280.60	1,21,565.46
Total Expense	70,387.70	1,40,052.03	57,294.10	1,05,369.94
Profit Before Tax	17,994.20	24,449.38	11,986.50	16,195.66
Profit After Tax	14,102.56	18,827.65	9,337.23	12,039.63

iv. Foreign investments or collaborations, if any - Nil.

Other information

(1) Reasons for loss or inadequate profits

This information is not applicable for this year. 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:

This information is not applicable for this year. 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:

This information is not applicable for this year. The related information will be provided in the Board's Report prepared for the relevant year in which

inadequate profit/ loss arises.

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.

Your Board of Directors recommends passing of Special Resolution for revision in overall limit of remuneration payable to Mr. Mahesh C Gupta as the Vice Chairman and Managing Director of the Company for the remaining tenure of his appointment as set out in the accompanying Notice.

Except Mr. Mahesh C. Gupta 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.

Item no. 8: Approval for payment of remuneration to the Executive Directors in excess of the limits prescribed under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 specifies that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent of the net profits of

the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

At present, on the Board of Directors of the Company, there are five executive directors namely, Mr. Subhash Chand Aggarwal, Chairman & Managing Director, Mr. Mahesh C Gupta, Vice Chairman and Managing Director, Mr. Ajay Garg, Director and CEO, Mr. Anurag Bansal, Whole Time Director and Mrs. Shruti Aggarwal, Whole Time Director, who are also promoters /members of promoter group. In this regard, the shareholders of the Company have individually approved remuneration payable to each executive director which is within the limits as prescribed under the Companies Act, 2013. However, the approval of the shareholders shall be required for payment of aggregate annual remuneration to all the executive directors during the financial year, in excess of 5% of the net profits of the Company as calculated as per section 198 of

the Companies Act, 2013.

In order to comply with the requirements of SEBI Listing Regulations, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval is sought from the members of the Company by passing a Special Resolution to ratify, confirm and approve the aggregate annual remuneration paid/ payable to all executive directors i.e. Mr. Subhash Chand Aggarwal, Chairman and Managing Director, Mr. Mahesh C Gupta, Vice Chairman and Managing Director, Mr. Ajay Garg, Director & CEO, Mr. Anurag Bansal, Whole Time Director and Mrs. Shruti Aggarwal, Whole Time Director of the Company during the year, in excess of 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, as prescribed under the provisions Regulation 17(6) (e) of the SEBI Listing Regulations.

Mr. Subhash Chand Aggarwal, Chairman and Managing Director, Mr. Mahesh C Gupta, Vice Chairman and Managing Director, Mr. Ajay Garg, Director & CEO, Mr. Anurag Bansal, Whole Time Director and Mrs. Shruti Aggarwal,

Whole Time Director of the Company and their relatives may be considered as interested in this resolution.

Except the aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Special Resolution set forth in Item No. 8 for approval of the Members.

Item no. 9: Approval for increase in remuneration of Mrs. Nidhi Bansal, Regional Director- West of the Company and occupying office or place of profit in the Company

The Members of the Company are hereby informed that the Audit Committee and the Board of Directors at their meeting held on 5th February, 2024 has approved and recommended increase in remuneration of Mrs. Nidhi Bansal, Regional Director- West of the Company from ₹4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000 (Rupees Six Lakhs Only) per month, plus one month's salary

as bonus, which may be further increased up to an overall limit of ₹ 10,00,000/- (Rupees Ten Lakhs Only) per month plus one month's salary in terms of the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Mrs. Nidhi Bansal is a relative of Mr. Anurag Bansal, 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 and their monthly remuneration exceeds ₹ 2,50,000 (Rupees Two Lakhs and Fifty Thousand Only), 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 increase in remuneration of Mrs. Nidhi Bansal, relative of Mr. Anurag Bansal, Whole Time Director, holding office or place of profit as Regional Director-West of the Company from ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000 (Rupees Six Lakhs Only) per month, plus one month's salary as bonus, which may be further increased up to an overall limit

of ₹ 10,00,000/- (Rupees Ten Lakhs Only) per month plus one month's on such terms and conditions as approved by the Board of Directors w.e.f. 1st April, 2024

The Members of the Company are informed that the appointment and increase in remuneration of Mrs. Nidhi Bansal who is holding 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. Nidhi Bansal is available at the website of the Company at www.smcindiaonline.com for the reference of the Members. Also, the information required under

Name of the Related Party;	Mrs. Nidhi Bansal
Name of the Director or Key Managerial Personnel who is related, if any;	Mr. Anurag Bansal (Whole Time Director)
Nature of Relationship;	Mrs. Nidhi Bansal is wife of Mr. Anurag Bansal
Nature, Material terms, Monetary value and Particulars of the contract or arrangement;	<p>a) Mrs. Nidhi Bansal is holding office and place of profit as Regional Director-West in the Company.</p> <p>b) The current remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) per month is proposed to be increased to ₹ 6,00,000 (Rupees Six Lakhs Only) per month, plus one month's salary as bonus.</p> <p>d) The maximum limit of remuneration payable to Mrs. Nidhi Bansal is proposed to be ₹10,00,000 (Rupees Ten Lakhs Only) per month, excluding bonus.</p> <p>c) Other benefits, perquisites, allowances, amenities and facilities as applicable /payable to other employees occupying similar position in the Company.</p>

<p>Any other information relevant or important for the members to take a decision on the proposed resolution.</p>	<p>Mrs. Nidhi Bansal is a graduate in commerce and a fellow member of the Institute of Chartered Accountants of India (ICAI). She is heading the business development, operations and human resource section of the western zone of the Company. She possesses specialized skills, knowledge, or expertise that are crucial for the Company's operations and growth.</p>	
<p>Except Mr. Anurag Bansal, Whole Time Director of the Company, none of the Directors and Key Managerial Personnel are concerned or interested in the said resolution except to the extent of their shareholding, if any.</p> <p>The Board of Directors recommends the Ordinary Resolution set forth in Item No. 9 for approval of the Members.</p> <p>Item no. 10: Approval for increase in remuneration of Mrs. Reema Garg, Chief Human Resource Officer of the Company and occupying office or place of profit in the Company</p> <p>The Members of the Company are hereby informed that the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their meeting held on 5th February, 2024 has approved and recommended increase in remuneration of Mrs. Reema Garg, Chief Human Resource Officer of the Company from ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000</p>	<p>(Rupees Six Lakhs Only) per month, plus one month's salary as bonus, which may be further increased up to an overall limit of ₹ 10,00,000/- (Rupees Ten Lakh Only) per month plus one month's salary in terms of the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.</p> <p>Mrs. Reema Garg is a relative of Mr. Ajay Garg, Director and Chief Executive Officer of the Company. Mr. Reema Garg, is Chief Human Resource Officer and Senior Management Personnel in 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 and their monthly remuneration exceeds ₹2,50,000 (Rupees Two Lakhs and Fifty Thousand Only), the approval of the members of the Company is required.</p>	<p>Accordingly, the members of the Company are hereby requested to pass an Ordinary Resolution for increase in remuneration of Mrs. Reema Garg, relative of Mr. Ajay Garg, Director & CEO of the Company, holding office or place of profit as Chief Human Resource Officer and Senior Management Personnel of the Company from ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000 (Rupees Six Lakhs Only), plus one month's salary as bonus, which may be further increased up to an overall limit of ₹ 10,00,000/- (Rupees Ten Lakh Only) per month plus one month's salary on such terms and conditions as approved by the Board of Directors w.e.f. 1st April, 2024.</p> <p>The Members of the Company are informed that the appointment and increase in remuneration of Mrs. Reema Garg who is holding 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. Reema Garg is available at the</p>

website at
www.smcindiaonline.com for
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:

Name of the Related Party;	Mrs. Reema Garg
Name of the Director or Key Managerial Personnel who is related, if any;	Mrs. Reema Garg is wife of Mr. Ajay Garg, Director & Chief Executive Officer
Nature of Relationship;	Mr. Ajay Garg (Director & Chief Executive Officer of the Company is husband of Mrs Reema Garg)
Nature, Material terms, Monetary value and Particulars of the contract or arrangement;	<p>d) Mrs. Reema Garg is holding office and place of profit as Chief Human Resource Officer and Senior Management Personnel in the Company.</p> <p>e) The current remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) per month is proposed to be increased to ₹ 6,00,000 (Rupees Six Lakhs Only) per month, plus one month's salary as bonus.</p> <p>e) The maximum limit of remuneration payable to Mrs. Reema Garg is proposed to be ₹10,00,000 (Rupees Ten Lakhs Only) per month, excluding bonus.</p> <p>f) Other benefits, perquisites, allowances, amenities and facilities as applicable / payable to other employees occupying similar position in the Company.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution.	Mrs. Reema Garg has experience of more than 15 years in Human Resource Department. She holds Bachelor's Degree in B.Sc (Computer Science) from University of Delhi and Masters in Computer Applications. She possesses specialized skills, knowledge, or expertise that are crucial for the Company's operations and growth.

Except Mr. Ajay Garg, Director & CEO of the Company, none of the Directors and Key Managerial Personnel are concerned or interested in the said resolution except to the extent of their shareholding, if any.

The Board of Directors recommends the **Ordinary Resolution** set forth in Item No. 10 for approval of the Members.

Item no. 11: Approval for increase in remuneration of Mr. Ayush Aggarwal, Fund Manager of the Company and occupying office or place of profit in the Company

The Members of the Company are hereby informed that the Audit Committee and the Board of Directors at their meeting held on 5th February, 2024 has approved and recommended

increase in remuneration of Mr. Ayush Aggarwal, Fund Manager of the Company from a remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000 (Rupees Six Lakhs Only) per month plus bonus equivalent to one month's salary, which may be further increased upto an overall monthly remuneration limit of ₹ 10,00,000/- (Rupees Ten Lakhs

Only) per month, plus one month's salary as bonus in terms of the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 effective from 1st April, 2024.

Mr. Ayush Aggarwal is a relative of Mr. Damodar Krishan Aggarwal, Promoter 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 and their monthly remuneration exceeds ₹ 2,50,000

(Rupees Two Lakhs and Fifty Thousand Only), 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 increase in remuneration of Mr. Ayush Aggarwal, relative of Mr. Damodar Krishan Aggarwal, Promoter of the Company and holding office or place of profit as Fund Manager of the Company from a remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) per month to ₹ 6,00,000 (Rupees Six Lakhs Only plus bonus equivalent to one month's salary which may be further increased upto an overall monthly remuneration limit of ₹ 10,00,000/- (Rupees Ten Lakh

Only) per month on such terms and conditions as approved by the Board of Directors.

The Members of the Company are informed that the appointment and increase in remuneration of Mr. Ayush Aggarwal who is holding office or place of profit in the Company is in the ordinary course of business and at arm's length basis.

The brief profile of Mr. Ayush Aggarwal is available at the website of the Company i.e. www.smcindiaonline.com for 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:

Name of the Related Party;	Mr. Ayush Aggarwal
Name of the Director or Key Managerial Personnel who is related, if any;	Damodar Krishan Aggarwal (Promoter of the Company)
Nature of Relationship;	Mr. Damodar Krishan Aggarwal (Promoter) is father of Mr Ayush Aggarwal
Nature, Material terms, Monetary value and Particulars of the contract or arrangement;	<p>a) Mr. Ayush Aggarwal is holding office or place of profit as Fund Manager in the Company.</p> <p>b) The current remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) per month is proposed to be increased to ₹ 6,00,000 (Rupees Six Lakhs Only) per month, plus one month's salary as bonus.</p>

<p>Nature, Material terms, Monetary value and Particulars of the contract or arrangement;</p>	<p>c) The maximum limit of remuneration payable to Mr. Ayush Aggarwal is proposed to be ₹ 10,00,000 (Rupees Ten Lakhs Only) per month, excluding bonus.</p> <p>d) Other benefits, perquisites, allowances, amenities and facilities, as applicable / payable to the other employees occupying similar position in the Company</p>
<p>Any other information relevant or important for the members to take a decision on the proposed resolution.</p>	<p>Mr. Ayush Aggarwal is an MBA (PGP-FMB) from SP Jain Institute of Management and Research, Mumbai and a graduate from University of Delhi. He has great understanding and indepth knowledge of financial market.</p>

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 recommends the **Ordinary Resolution** set forth in Item No. 11 for approval of the Members.

Item no. 12: Approval for raising funds by way of borrowing and issuance of debt securities

The shareholders of the Company in the 29th Annual General Meeting of the Company held on 30th June, 2023 enhanced the borrowing limit under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with its allied rules (including any amendment or modifications thereof) to Rs. 3000 crores, with the authority to the Board to borrow as per the requirements of the Company. In

this regard, the Board of Directors at their meeting held on 30th March, 2024 proposed to seek fresh approval of the shareholders for the current financial year i.e. 2024-25, to authorize the Board of Directors to borrow through issuance of debentures within the borrowing limits approved by the shareholders in 29th Annual General Meeting.

The Members may note that, to augment the working capital needs of the Company and to maintain sufficient liquidity, the Company proposes to raise the Funds during the year, from various categories of Lenders and/or Investors inter-alia including Banks either Indian Bank and/or Branches of Foreign Banks, Corporates, Mutual Funds, Qualified Institutional Buyers (QIBs), Foreign Portfolio Investors (FPIs), Pension Funds, Multilateral and Regional

Financial Institutions/Lenders, and other person or entities (as may be permissible under the applicable law(s)) either by way of Borrowings (Secured/ Unsecured/ Term Loan/Working Capital Loan/External Commercial Borrowings) or through issuance of Non-Convertible Debt Securities, which may include issuance of secured or unsecured, senior or subordinated, listed or unlisted, rated or unrated, structured, redeemable, taxable, Non-Convertible Debentures (NCDs), Market Linked Debenture and /or Issuance of Commercial Papers.

In accordance with the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed

offer of securities or invitation to subscribe to securities has been previously approved by the Members of the company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "Non-Convertible Debentures", it shall be sufficient for the Company to pass a previous Special Resolution only once a year for all the offers or invitations for such debentures during the year.

In this regard, the Company has proposed issuance of Non-Convertible Debentures from time to time to meet its working capital requirements. In order to augment need of ongoing working capital, the Company may come up with issuance of Non-Convertible Debentures either on private placement basis or public issue basis. Accordingly, to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable Rules,

approval of the Members of the Company by way of Special Resolution is sought for fund raising through various modes including issuance of debentures either on private placement basis or public issue basis, within the limits approved by the shareholders.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 12 for 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. Subhash Chand Aggarwal (DIN: 00003267)	Ms. Neeru Abrol (DIN: 01279485)
Age	67 Years	69 Years
Qualifications	He is a fellow member of the institute of chartered accountants of India (ICAI).	She is a Chartered Accountant by profession with over four decades of rich experience in Finance and Management.
Brief Resume	He is a fellow member of the Institute of Chartered Accountants of India (ICAI) and have specialization in the areas of stock markets, distribution, Corporate Social Responsibility and Corporate Governance initiatives etc. He is having excellent leadership skills, discipline and robust governance ability. He is the key driver of company's goals and has sharp financial acumen. . He oversees the policy, vision and diversification and strategic planning and ensures flawless performance of the Group	Neeru Abrol is a Chartered Accountant by profession with over four decades of rich experience in Finance and Management. She served first as Director (Finance) and then as Chairperson and Managing Director of National Fertilizers Limited (NFL) between 2007 to 2015. Prior to NFL, she worked with Steel Authority of India for 25+ years and held various leadership positions.
Experience (including expertise in specific functional area)	He has over four decades of diverse experience in the financial, stock broking industry in India and abroad.	Has four decades of rich experience in Finance and Management.
Terms and Conditions of Appointment/ Reappointment	Mr. Subhash Chand Aggarwal is being re-appointed on the same terms and conditions. However, the overall limit of remuneration payable to Mr. Subhash Chand Aggarwal is proposed to be increased from Rs. 16,00,000 per month plus one month's salary as bonus to Rs. 20,00,000 per month plus one month's salary as bonus.	At same terms and conditions as applicable to other Independent Directors and as disclosed on the website of the Company.

Remuneration last drawn (including sitting fees, if any)	Currently, Mr. Subhash Chand Aggarwal is drawing a monthly remuneration of ₹15,50,000 (Rupees Fifteen Lakh Fifty Thousand Only) per month which can be further increased upto ₹ 16,00,000 (Rupees Sixteen Lakhs Only) per month, plus one month' salary as bonus as approved by the shareholders in their meeting held on 29th September, 2019.	None
Remuneration proposed to be paid	The Company is proposing to increase the overall limit to Rs. 20,00,000 (Rupees Twenty Lakhs Only) per month plus one month's salary as bonus	Sitting fees for attending Board and Committee Meetings
Date of first appointment on the Board	29th December, 1994	30th March, 2024
Shareholding in the Company as on March 31, 2024	Mr. Subhash Chand Aggarwal holds 80,95,500 equity shares of the Company amounting to 7.73% of total shareholding in the Company.	None
Relationship with other Directors/Key Managerial Personnel	Mrs. Shruti Aggarwal, Whole Time Director of the Company is daughter of Mr. Shubhash Chand Aggarwal.	None
Number of meetings of the Board attended during the year	4 Board Meetings dated 18thMay, 2023, 09th August, 2023, 7thNovember, 2023 and 5th February,2024	None
Directorships of other Boards as on March 31, 2024	Nil	She is serving as a Director in following companies: A. APL Apollo Tubes Ltd., B. Apollo Metalex Pvt Ltd., C. Ganesha Ecoverse Ltd., D. Apollo Pipes Ltd., E. Stecol International Pvt Ltd. F. SG Mart Limited

Membership/ Chairmanship of Committees of other Boards as on March 31, 2024	Nil	<p>A. APL Apollo Tubes Limited</p> <ol style="list-style-type: none"> 1) Audit Committee- Member 2) Nomination and Remuneration Committee- Chairman 3) Risk Management Committee- Member <p>B. Apollo Pipes Limited</p> <ol style="list-style-type: none"> 1) Audit Committee- Member 2) Nomination and Remuneration Committee- Chairman 3) Stakeholders Relationship Committee-Chairman 4) Risk Management & Sustainability Committee- Member <p>C. Ganesha Ecoverse Limited</p> <ol style="list-style-type: none"> 1) Audit Committee- Member 2) Nomination and Remuneration Committee- Chairman <p>D. Apollo Metalex Private Limited-</p> <ol style="list-style-type: none"> 1) Corporate Social Responsibility- Member <p>E. STECOL International Private Limited</p> <ol style="list-style-type: none"> 1) Audit Committee- Chairperson 2) Nomination and Remuneration Committee- Member 3) Risk & Compliance Committee- Member 4) Corporate Social Responsibility Committee- Member
Listed entities from which the person has resigned in the past three years	Nil	TCNS Clothing Co. Limited
Position of Chairman/ Member held in mandatory Committees of other companies.	Nil	<p>F. APL Apollo Tubes Limited</p> <ol style="list-style-type: none"> 1) Audit Committee- Member 2) Nomination and Remuneration Committee Chairman 3) Risk Management Committee- Member <p>G. Apollo Pipes Limited</p> <ol style="list-style-type: none"> 1) Audit Committee- Member 2) Nomination and Remuneration Committee- Chairman 3) Stakeholders Relationship Committee-Chairman 4) Risk Management & Sustainability Committee- Member

<p>Position of Chairman/ Member held in mandatory Committees of other companies.</p>	<p>Nil</p>	<p>H. Ganesha Ecoverse Limited 1) Audit Committee- Member 2) Nomination and Remuneration Committee- Chairman</p> <p>I. Apollo Metalex Private Limited- 1) Corporate Social Responsibility- Member</p> <p>J. STECOL International Private Limited 1) Audit Committee- Chairperson 2) Nomination and Remuneration Committee- Member 3) Risk & Compliance Committee- Member 4) Corporate Social Responsibility Committee- Member</p>
<p>Directorships held in other listed entities and memberships of Committees of the Board of the listed entity</p>	<p>Nil</p>	<p>K. APL Apollo Tubes Limited 1) Audit Committee 2) Nomination and Remuneration Committee 3) Risk Management Committee</p> <p>L. Apollo Pipes Limited 1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholders Relationship Committee 4) Risk Management & Sustainability Committee</p> <p>M. Ganesha Ecoverse Limited 1) Audit Committee 2) Nomination and Remuneration Committee</p>
<p>Skills and capabilities required for the role</p>	<p>Has specialization in the areas of stock markets, distribution, Corporate Social Responsibility and Corporate Governance initiatives etc. He is having excellent leadership skills, discipline and robust governance ability.</p>	<p>Her understanding of financial strategies, risk management, regulatory frameworks, managerial and marketing skills shall be beneficial for company's operations.</p>

**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: 13th May, 2024**

Place: New Delhi