

Date: 4th February, 2024

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

Dear Sir/ Ma'am,

Pursuant to the Regulation 30 of SEBI LODR, please find enclosed Postal Ballot Notice dated January 29, 2025 which is being sent electronically to those members whose names appeared in the Register of Members/ List of Beneficial Owners as on Friday, January 31, 2025 ("Cut-off date") and whose email IDs are registered with MUFG Intime India Private Limited ("MUFG"), the Registrar & Share Transfer Agent of the Company or the Depository Participant(s), for seeking their approval by means of Postal Ballot through remote e-voting only for the following resolutions:

Sl. No.	Resolution (Agenda Item)	Type of Resolution
1.	Appointment of Ms. Sarita Kapur (DIN: 08848507) as a Non-Executive Independent Director of the Company	Special Resolution
2.	Appointment of Mr. Pranay Aggarwal (DIN: 07827697) as a Non-Executive Director of the Company	Ordinary Resolution

The e-voting will commence from Wednesday, February 05, 2025 (9:00 a.m. IST) and shall end on Thursday, March 06, 2025 (5:00 p.m. IST). The results of the postal ballot will be declared on or before Monday, March 10, 2025.

This information will also be hosted on the Company's website i.e. www.smcindiaonline.com

This is for your information and record.

Thanking You,

For SMC Global Securities Limited

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



SMC GLOBAL SECURITIES LIMITED

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

Corporate Identification number (CIN): L74899DL1994PLC063609

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

Website: www.smcindiaonline.com

NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
5 th February, 2025 Wednesday at 9:00 a.m. (IST)	6 th March, 2025, Thursday at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs and any other regulatory authorities, from time to time, approval of the members of SMC Global Securities Limited ("Company") through postal ballot only by way of remote e-voting ("e-voting") process is being sought in respect of the resolutions set out hereinafter. The proposed resolutions and explanatory statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice. ("the Notice" or "the Postal Ballot Notice").



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

The Company has engaged the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for providing the e-voting facility to the members. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, 6th March, 2025. The remote e-voting facility will be disabled by MUFG Intime India Private Limited immediately thereafter.

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

The last date of e-voting, i.e. March 06, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES

Item No. 1: Appointment of Ms. Sarita Kapur (DIN: 08848507) as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, and subject to approval of the exchanges where the Company is a trading/ clearing member, Ms. Sarita Kapur (DIN: 08848507) who was appointed as an Additional Director and designated as an Independent Director by the Board of Directors in their meeting held on 29th January, 2025, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years which shall be effective from the date approval of the exchanges where the Company is a trading/clearing member and shall not be liable to retire by rotation.

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. 2: Appointment of Mr. Pranay Aggarwal (DIN: 07827697) as a Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and Articles of Association of the Company and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, and subject to approval of the exchanges where the Company is a trading/clearing member, Mr. Pranay Aggarwal (DIN: 07827697) who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) under section 161 of the Act and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, 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.”

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

Place: New Delhi
Date: 29th January, 2025

Sd/-

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

Notes:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies 2013 (the “Act”) read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto.
2. In view of the extant provisions of MCA circulars, the Company would be sending this postal ballot notice only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on the cut-off date i.e Friday, 31st January, 2025 (the cut-off date). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The business set out in the Notice would be transacted through electronic voting system and the Company is providing facility for voting by electronic means (instructions for remote e-voting are annexed).
4. Pursuant to the Regulation 44 of the Listing Regulations, Section 108 of the Act read with the Rules, the Company is providing facility to its members to exercise their right to vote the resolution set forth in the Postal Ballot Notice. The Company has engaged the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for providing the e-voting facility to the members.
5. The postal ballot notice is hosted on the Company’s website i.e. www.smcindiaonline.com and also on the website of the stock exchanges viz., www.nseindia.com and www.bseindia.com . The relevant details are also hosted



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

6. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
7. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to sumankumar@smcindiaonline.com by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
8. The Board of Directors of the Company (the “Board”) has appointed Mr. A.K. Roy from A.K. Roy & Associates, Practising Company Secretaries (CP No. 9147), as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman. The said report will be countersigned by the Chairman or person authorized by him in writing. The results along with Scrutinizer’s Report will be declared on or before 10th March, 2025 by placing the same on the website of the company i.e., www.smcindiaonline.com and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>. The results shall simultaneously be communicated to the Stock Exchange(s).
10. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.
11. The documents referred to in this notice are available electronically for inspection by the members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of postal ballot. Members seeking to inspect such documents can send an email to sumankumar@smcindiaonline.com
12. The voting rights of the members shall be in proportion to their shareholding in the Company as on the **cut-off date for e-voting i.e. Friday, 31st January, 2025**. Members would be able to cast their votes and convey their assent or dissent to

the proposed resolutions only through the remote e-voting process. Members whose name appears in the Register of Members as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

13. Details as required under Regulation 36(3) of the Listing Regulations and in terms of SS-2 in respect of the Directors seeking appointment form part of the Explanatory Statement. The Company has received relevant disclosures/consent from the Directors seeking appointment.
14. Resolutions passed by the members through postal ballot, are deemed to have been passed as if they have been passed at a general meeting of the members.
15. The remote e-voting facility will be commencing from 9:00 a.m. (IST) on Wednesday, 5th February, 2025 till 5:00 p.m. (IST) on Thursday 6th March, 2025. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. 31st January, 2025, only shall be entitled to avail the facility of remote e-voting. Any vote made by the shareholder after 5:00 P.M on 6th March, 2025 shall be declared as invalid.
16. The resolution, if passed by the requisite majority shall be deemed to have been passed on Thursday, 6th March, 2025 i.e., the last date specified for receipt of votes through the remote e-voting process.
17. A Member cannot exercise his vote by proxy on Postal Ballot.
18. In case of any query/grievances connected with the facility for voting by electronic means may be addressed to Rajeev Ranjan, A.V.P. of Link Intime India Private Limited by sending an email at instameet@linkintime.co.in or contact on 022-49186175 or contact Mr. Suman Kumar, Company Secretary and Compliance Officer of the Company at telephone No.011-30330000 or by email at sumankumar@smcindiaonline.com

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders 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. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders 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 successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.



- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsd.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.
 - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
 - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

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

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:



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

METHOD 2 - Individual Shareholders 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 “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to 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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



**Login method for shareholders holding securities in physical mode /
Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ 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). 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.



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- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.



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- 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’. 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) 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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.



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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
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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.



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Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated 29th January, 2025. The following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 & 2 of this Notice.

Item No. 1:

The Board of Directors of the Company (“the Board”) at its meeting held on 29th January, 2025, based on the recommendation of the Nomination & Remuneration Committee (the Committee), recommended for the approval of the Members, the appointment of Ms. Sarita Kapur as an Independent Director of the Company. In this regard, as the Company is a trading and clearing member of various stock exchanges, the approval for appointment of any director on the Board is required from the stock exchanges. Accordingly, the Company shall sought the approval of the exchanges where the Company is a trading/clearing member and the appointment of Ms. Sarita Kapur shall be effective from the date of the last approval of the exchanges.

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. Sarita Kapur as a Non-Executive Independent Director of the Company.

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



She is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the name of Ms. Sarita Kapur as a candidate for the office of Director. The Members are further informed that a declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority has been received.

Brief Profile of Ms. Sarita Kapur

Ms. Sarita Kapur is a seasoned legal professional with over 36 years of experience in litigation, arbitration, and corporate advisory. She holds a Bachelor of Science degree from Miranda House, Delhi University, and an LL.B from the Faculty of Law, Delhi University. Enrolled with the Bar Council of Delhi (Enrolment No. D/375/1988), she has been associated with leading legal firms, including Khaitan & Co. and O.P. Khaitan & Co., and worked extensively with the Chambers of R.K.P. Shankardass, Senior Advocate. Since 2017, she has been practicing independently, advising and representing corporates, high commissions, and consulates on contractual and commercial disputes, public and private international law, employment laws, succession, and trust matters.

Ms. Kapur has been involved in several high-profile international arbitrations and disputes, including representing Qatar in the Maritime Delimitation and Territorial Dispute before the International Court of Justice, The Hague, and assisting in key matters under the Indus Waters Treaty between India and Pakistan at the Permanent Court of Arbitration. She has also provided legal advisory services to the British High Commission and other diplomatic missions on matters related to diplomatic immunity, immigration, and personal laws.

She currently serves as an Independent Director and Additional Director (DIN: 08848507) in RICO Auto Industries Limited and Maximon Pharma Private Limited respectively. With her extensive legal expertise and deep understanding of corporate governance, Ms. Kapur brings valuable insights and strategic acumen to the Board. The Board considers that her appointment as an Independent Director will be beneficial to the Company and recommends her appointment for shareholders' approval.



The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Ms. Sarita Kapur would be beneficial to the Company and it is desirable to avail her services as an Independent Director. In the opinion of the Board, Ms. Sarita Kapur fulfils the conditions of independence specified in the Act, the Rules made thereunder, the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice.

Ms. Sarita Kapur will be paid remuneration as per the provisions of Section 197 of the Act, by way of fee for attending meetings of the Board or Committees thereof, within the limits stipulated under the Act as approved by the Board and shall be reimbursed for expenses incurred for participating in such meetings, as applicable.

Except Ms. Sarita Kapur and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Ms. Kapur is not related to any other Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions.

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 1 of this notice, for the approval of the members.

Item No. 2

The Board of Directors of the Company at its Meeting held on 29th January, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") has approved appointment of Mr. Pranay Aggarwal as an Additional Director (Non-Executive and Non-Independent) of the Company to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act") effective from the date of the approval of the exchanges where the Company is a trading/clearing member, and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation. The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company. Brief resume of Mr. Aggarwal, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between



directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein.

Mr. Pranay Aggarwal is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Members of the Company are hereby informed that Mr. Aggarwal will not be entitled to any remuneration. He is currently serving as the Director and CEO of Moneywise Finvest Limited, Wholly Owned Subsidiary of the Company.

The Board is of the view that Mr. Aggarwal's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment to the Members.

Brief Profile of Mr. Pranay Aggarwal

Mr. Pranay Aggarwal is a qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and a commerce graduate from the University of Delhi. He brings extensive experience in financial management, strategic planning, and business operations. Before joining SMC in 2016, he was associated with Price water house Coopers, where he gained valuable insights into audit, risk management, and corporate finance.

Since joining SMC, Mr. Aggarwal has played a pivotal role in shaping the group's overall strategy and has been instrumental in the successful launch of Stoxkart, a discount brokerage platform that has grown to over 2.5 lakh demat accounts. His keen business acumen, result-oriented approach, and dynamic leadership have contributed significantly to the company's expansion as group and operational excellence. He is known for his innovative problem-solving skills, ability to capitalize on new business opportunities, and commitment to delivering sustainable growth.



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With his expertise in finance, operations, and strategic decision-making, Mr. Aggarwal brings valuable insights to the Board. His appointment as a Non-Executive, Non-Independent Director is expected to strengthen the governance framework and contribute to the long-term growth of the Company. The Board considers his association beneficial and recommends his appointment for shareholders' approval.

Save and except Mr. Pranay Aggarwal, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the Members.



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Details of Directors seeking appointment

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Name of the Director	Ms. Sarita Kapur	Mr. Pranay Aggarwal
Proposed Designation	Independent Director	Non-Executive Director
Director Identification Number (DIN)	08848507	07827697
Date of Birth	29th October, 1964	5 th October, 1994
Nationality	Indian	Indian
Date of first Appointment	Appointment shall be effective from the last date of approval of the exchange where the company is a trading/clearing member.	Appointment shall be effective from the last date of approval of the exchange where the company is a trading/clearing member.
Expertise in specific functional areas	She has the requisite knowledge in law and governance.	He has requisite knowledge in finance, operations, and strategic decision-making
Qualifications	B. Sc & LLB	Qualified Chartered Accountant
No. of Shares held in the Company (including shareholding as a beneficial owner)	Nil	47,20,550 (4.51%)
Relationships between Directors and Key Managerial Personnel inter-se	Ms. Kapur is not related to any of the Directors and/or KMP of the Company	Mr. Pranay Aggarwal is Promoter of the Company. He is son of Mr. Subhash Chand Aggarwal, Chairman and Managing Director and Brother of Mrs. Shruti Aggarwal, Whole Time Director of the Company.
Terms and Conditions of appointment	Her appointment shall be effective from the date of approval of the exchanges where the Company is a trading/clearing member.	Mr. Aggarwal will not be entitled to any remuneration. His appointment shall be effective from the date of



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	<p>As applicable to other Independent Directors. The detailed terms and conditions of appointment of Independent Director is hosted on the website of the Company at https://smcindiaonline.com/wp-content/uploads/2021/09/Appointment-letter-of-IDs-revised-2.pdf</p>	<p>approval of the exchanges where the Company is a trading/clearing member.</p>
<p>Skills and capabilities required for the role</p>	<p>As per the Nomination and Remuneration Committee, Ms. Sarita Kapur possesses the desired legal expertise, qualifications, and prior experience requisite for her appointment to the Board. Her skills and professional acumen align with the requirements of the company and will contribute effectively to Board deliberations and governance.</p>	<p>As per the Nomination and Remuneration Committee, Mr. Aggarwal has requisite knowledge in finance, operations, and strategic decision-making. The Company is currently managed and controlled by a Board comprising of an optimum blend of Executive, Non-Executive and Independent Directors.</p> <p>The Company has brought and attracted Independent Directors who have a broad experience across financial, governance, risk management and technical expertise. Accordingly, Mr. Aggarwal's expertise shall bring adequate balance of independence and expertise on Board.</p>
<p>Directorships held in other public companies (excluding foreign companies) as on date of this Postal Ballot Notice</p>	<p>As Independent Director in RICO Auto Industries Limited</p>	<p>He holds the position of Director & CEO in Moneywise Finvest Limited, Wholly Owned Subsidiary of SMC Global Securities</p>



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		Limited
Directorships held in other listed entities and memberships of Committees of the Board of the listed entity	RICO Auto Industries Limited. Further, serving as Chairperson of Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee of RICO Auto Industries Limited	Nil
Details of listed entities from which the person has resigned from in the past three years	Nil	Nil
Position of Chairman/Member held in mandatory Committees of other companies.	Serving as Chairperson of Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee of RICO Auto Industries Limited	Nil
Details of Remuneration sought to be paid	No remuneration to be paid. Sitting fees payable for attending meetings as per the terms and conditions of appointment of Independent Director.	No remuneration to be paid.
Number of meetings of the Board attended during FY 2024-25	None	Three Board Meeting as the Promoter and Permanent Invitee on the Board of the Company
Remuneration paid during FY 2024-25	Nil	Nil