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SMC GLOBAL SECURITIES LIMITED

Member: NSE • BSE • MSE • NCDEX • ICEX • MCX

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

SEBI Regn. No. : INZ 000199438 • Research Analyst No. : INH100001849 • Investment Adviser No. : INA100012491

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

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

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

Date: 07.11.2022

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the postal ballot notice dated 06th November, 2022, along with the explanatory statement thereto, seeking approval of the members of the Company by electronic means i.e. through e-voting, in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). The Notice has been sent to the Members on 7th November, 2022 through electronic means seeking their approval for passing of following resolution:

S. No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Narendra Kumar (DIN: 02307690) as an Independent Director of the Company	Special Resolution

In accordance with the relevant circulars issued by Ministry of Corporate Affairs and the SEBI, Postal Ballot notice has been sent through email only to those members whose email addresses are registered with the Company/Depositories as on Friday, 4th November, 2022 i.e. the cut-off date. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized

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

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



agency for providing the e-voting facility to the members. The remote e-voting facility will commence from 9:00 a.m. (IST) on Tuesday, 8th November, 2022 till 5:00 p.m. (IST) on Wednesday 7th December, 2022.

The Postal Ballot Notice shall also be available on the website of the Company at www.smcindiaonline.com and on the website of e-voting agency i.e. Link Intime India Private Limited at <https://instavote.linkintime.co.in> and on website of BSE at www.bseindia.com and NSE at www.nseindia.com.

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA are requested to update their email addresses as per the instructions given in the enclosed Notice.

The result of postal ballot shall be announced on or before 9th December, 2022.

Kindly take the above information on your records.

For SMC Global Securities Limited

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



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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
8 th November, 2022, Tuesday at 9:00 a.m. (IST)	7 th December, 2022, Wednesday 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 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 via remote e-voting is being sought in respect of the resolution set out hereinafter. The proposed resolution and explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with the rules framed thereunder, setting out all material facts related thereto are appended below.

On account of the relaxations granted by the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal



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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 remote e-voting system.

The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for providing the e-voting facility to the members. 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 Wednesday, December 7, 2022. The remote e-voting facility will be disabled by Link Intime India Private Limited immediately thereafter.

SPECIAL BUSINESS

Appointment of Mr. Narendra Kumar (DIN: 02307690) as an 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, Mr. Narendra Kumar (DIN: 02307690) who was appointed as an Additional Director and designated as a Independent Director by the Board of Directors in their meeting held on 28th July, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom, the Company has received the approval of all the exchanges where the Company is a trading/clearing member and for whom the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f. 16th September, 2022 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



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authorised 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: 6th November, 2022

Sd/-

Suman Kumar
Company Secretary & Compliance Officer
Membership No. F5824

Notes:

1. The Explanatory Statement pursuant to Section 102, 110 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 Depositories as on 4th November, 2022 (the cut-off date) who have registered their e-mail addresses with the Depository Participant (DP)/ Registrar and Share Transfer Agent. The hard copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the members. Accordingly, the communication of the assent or dissent of the members would take place through remote e-voting only.
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



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right to vote the resolution set forth in the Postal Ballot Notice. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for providing the e-voting facility to the members.

5. The postal ballot notice is hosted on the Company's website i.e. www.smcindiaonline.com and also on the website of the stock exchanges viz., www.nseindia.com and www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz., Link Intime India Private Limited at <https://instavote.linkintime.co.in>
6. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
7. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to sumankumar@smcindiaonline.com by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
8. The Board of Directors of the Company (the "Board") has appointed Mr. A.K. Roy from A.K. Roy & Associates, Practising Company Secretaries (CP No. 9147), as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman. 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 09.12.2022 by placing the same on the website of the company i.e., www.smcindiaonline.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. The results shall simultaneously be communicated to the Stock Exchange(s).
10. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.
11. The documents referred to in this notice are available electronically for inspection by the members at the Registered Office of the Company during business hours



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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, 4th November, 2022**. 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 Tuesday, 8th November, 2022 till 5:00 p.m. (IST) on Wednesday 7th December, 2022. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. 4th November, 2022, only shall be entitled to avail the facility of remote e-voting. Any vote made by the shareholder after 5:00 P.M on 7th December, 2022 shall be declared as invalid.
16. The resolution, if passed by the requisite majority shall be deemed to have been passed on Wednesday, December 7, 2022 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-



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49186175 or contact Mr. Suman Kumar, Company Secretary and Compliance Officer of the Company at telephone No.011-30330000 or by email at sumankumar@smcindiaonline.com

Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider **name i.e. LINKINTIME** and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **i.e. LINKINTIME** and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL



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1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
-
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
 4. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name **i.e. LINKINTIME** and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

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

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



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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:



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Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

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

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

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".



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In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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



**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 6th November, 2022. The following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 of this Notice.

The Board of Directors of the Company (“the Board”) at its meeting held on 28th July, 2022, based on the recommendation of the Nomination & Remuneration Committee (the Committee), recommended for the approval of the Members, the appointment of Mr. Narendra Kumar (DIN: 02307690) 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 was required from the stock exchanges. Accordingly, the Company received the approval for appointment of the Independent Director from all the exchanges on 16th September, 2022 i.e. the effective date of appointment, subject to shareholders’ approval.

In terms of the amended Regulation 17(1C) of the Listing Regulations, effective from 1st January, 2022, a listed entity shall 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 postal ballot and e-voting.

Brief Profile of Mr. Narendra Kumar

Mr. Narendra Kumar, is a retired I.A.S (AGMUT Cadre 1988), C.A. I.1.B. (Certified Associate of Indian Institute of Bankers, Bombay), Associate of (National Institute of Advanced Studies), Bangalore and Commerce Graduate [B.Com (Hons)] from Shri Ram College of Commerce. He completed M.Com. with specialization in Finance from Delhi School of Economics. He has joined State Bank of India as a Probationary Officer in 1980. Apart from this, he held Constitutional post of Election Commissioner for Union Territories. He has also been Financial Commissioner, Govt. of NCT of Delhi. Furthermore, he has been Managing Director of Delhi State Financial & Development Corporation. He also has been Member (Administration) NHAI, official liquidator of Jay Lakshmi Cooperative Bank, and Joint Secretary Planning Govt. of Arunachal, Deputy Commissioner-cum-District and



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Sessions Judge, Itanagar, Arunachal Pradesh, Assistant Commissioner, Dibang Valley District, Arunachal Pradesh and Middle Management Level Officer in State Bank of India (Mumbai Regional Office and Delhi Regional Office) and has held various other Prestigious positions.

He has been awarded for doing excellent work for the welfare of labour from the hands of Shri Sharad Yadav, JP, an Award for Excellence in Public Service and Administration. Furthermore he participated in Important Committees/ working groups/ Conferences / Seminars such as national workshop on new Land Acquisition Laws, and also participated in several Meetings of Investors Associations registered with SEBI as General Secretary of Society for Consumers and Investors Protection. Many suggestions given during these meetings were accepted which included publishing track record of Rating Agencies of their past ratings of IPOs in Red Herring Document itself, Participated as leader of delegation from India in one week International Conference on Disaster Management at Davos, Switzerland in August, 2006 etc.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the name of Mr. Narendra Kumar as a candidate for the office of Director.

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

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



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terms and conditions of appointment of Mr. Narendra Kumar as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at sumankumar@smcindiaonline.com .

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Narendra Kumar as an Independent Director is being placed before the Members for approval. Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mr. Narendra Kumar as an Independent Director, for a period commencing from 16th September, 2022, upto 15th September, 2027, for approval of the Members.

Except Mr. Narendra Kumar and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Kumar 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 resolutions as set out at Item No. 1 of this notice, for the approval of the members.

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

Sd/-

**Suman Kumar
Company Secretary
Membership No. F5824**

Place: New Delhi
Date: 06th November, 2022



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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	Mr. Narendra Kumar
Director Identification Number (DIN)	02307690
Date of Birth	10/07/1957
Nationality	Indian
Date of first Appointment	16 th September, 2022
Expertise in specific functional areas	He has the requisite knowledge in finance and other related areas.
Qualifications	<ul style="list-style-type: none">• Retired IAS• Graduate [B.Com (Hons)] from Shri Ram College of Commerce.• M.Com. with specialization in Finance from Delhi School of Economics.
No. of Shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationships between Directors and Key Managerial Personnel inter-se	Mr. Narendra Kumar is not related to any of the Directors of the Company
Terms and Conditions of appointment	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-1.pdf
Skills and capabilities required for the role	As per the Nomination and Remuneration Committee Mr. Narendra Kumar has the desired financial acumen and the qualification and prior experience required in the field of financial services.



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Directorships held in other public companies (excluding foreign companies) as on date of this Postal Ballot Notice	Nil
Directorships held in other listed entities and memberships of Committees of the Board of the listed entity	Nil
Details of listed entities from which the person has resigned from in the past three years	Nil
Position of Chairman/Member held in mandatory Committees of other companies.	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.
Number of meetings of the Board attended during FY 2022-23	None
Remuneration paid during FY 2022-23	Nil