

SMC Global Securities Ltd.

Registered Office: 11/6B, Shanti Chamber,
Pusa Road, New Delhi - 110005
E-mail - smc@smcindiaonline.com
Website - www.smcindiaonline.com
CIN - L74899DL1994PLC063609



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NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 21st **Annual General Meeting** of the Members of SMC Global Securities Limited will be held at **"URDU GHAR" 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi – 110002 on Monday, the 01st Day of June, 2015 at 10:30 A.M.** to transact with or without modifications as may be permissible, the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.
2. To declare a Final Dividend of 18% on the Face Value of the Equity Share (i.e. ₹ 0.36 per Equity Shares of Face Value of ₹ 2/- each) and to confirm the payment of Interim Dividend of 12% of the Face Value of the Equity Share (i.e. ₹ 0.24 per Equity Shares of Face Value on ₹ 2/- each) already paid for the Financial Year ended on 31st March, 2015.
3. To appoint a director in place of Mr. Ajay

Garg, (DIN 00003166) who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a director in place of Mr. Anurag Bansal, (DIN 00003294) who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, **M/s R. Gopal & Associate, Chartered Accountants, (Firm Registration No. 000846C)**, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th (twenty fifth) Annual General Meeting (subject to annual ratification by the Members at the Annual General Meeting), and to authorize the Board of Directors to fix their remuneration."

SPECIAL BUSINESS:

To consider, and if thoughts fit, to pass, with or without modification(s), the following resolution:

AS SPECIAL RESOLUTION :**6. AUTHORIZATION FOR RELATED PARTY TRANSACTIONS:**

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company or the Committee thereof to enter into contracts and / or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties for the financial year 2015-16.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all

deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

By order of the Board

Sd/-

Suman Kumar

{E.V.P. (Corporate Affairs) & Company Secretary}

Date: 02nd May, 2015

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is given below and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE

(ON A POLL ONLY) INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. **(Annexure A).**

3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
5. 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.
6. Pursuant to Clause 16 of the Listing Agreement 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 **Tuesday the 19th Day of May, 2015 to Friday the 22nd Day of May, 2015 (Both days inclusive)**, for determining the names of members eligible for Final Dividend on Equity Shares, if declared, at the meeting.

7. Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members at the closing of business hours of **18th May, 2015.**
 - i. To those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company on or before closing of business hours of **18th May, 2015.**
 - ii. In respect of shares held in electronic form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the closing of business hours of **18th May, 2015.**
8. Members who wish to claim Dividends, which remain unclaimed, are requested to

either correspond with the Corporate Affairs and Legal Department at the Company's office or the Company's Registrar and Share Transfer Agent (Link Intime India Pvt. Ltd.) for revalidation and encash them before the due dates.

9. Members holding shares in electronic form may take note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents i.e. M/s Link Intime India Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
10. The Register of Directors' shareholding will be available for inspection at the meeting.
11. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH

13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Corporate Affairs and Legal Department of the Company at its Office.

13. The Securities and Exchange Board of India (SEBI) vide Circular Ref. No. Mr D/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.
14. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to

submit their request with their valid e-mail address to M/s Link Intime India Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

16. Members/Proxies should bring the attendance slips (**Annexure B**) duly filled in for attending the meeting and further requested to bring their copy of annual report.
17. 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.
18. The identities/signatures of members holding shares in electronic mode (Dematerialized form) are liable for verification with the specimen signatures as may be furnished by NSDL /CDSL to the Company. Such members are requested to bring their Demat A/c number that is Client ID No. (Beneficiary Owners A/c with DP) and DP ID also.
19. 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.

20. Members are requested to visit the website of the Company i.e. 'www.smcindiaonline.com' for viewing the quarterly & annual financial results and for more information about the Company.
21. 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 Pvt. Ltd.

Unit: SMC Global Securities Ltd.

44, COMMUNITY CENTRE, 2ND FLOOR
NARAINA INDUSTRIAL AREA PHASE- I
NEAR PVR NARAINA, NEW DELHI 110 028

Tel no. 011-41410592, 93

Fax no.: 011-41410591

E-mail: delhi@linkintime.co.in

For effecting changes in address/bank details, members are requested to notify:

- (i) The R&T Agent of the Company, viz. Link Intime India Pvt. Ltd., if shares are held in physical form; and
- (ii) Their respective Depository Participant (DP), if shares are held in electronic form.

22. 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 between 11:00 am to 01:00 P.M. except on holidays, up to and including the date of the Annual General Meeting of the Company.

23. In Compliance with the provisions of Section 108 read with rule 20 of Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered with Stock Exchanges, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means, on all resolutions set forth in the Notice. The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

(I) The voting period begins on 29th May, 2015 (9:00 A.M.) and ends on 31st May, 2015 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th May, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting the reafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for SMC Global Securities Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you

wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL

- A) **M/s J R & Company** (C.P.No.14047), Practising Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process.
- B) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **25th May, 2015**.
- C) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of 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.
- E) The results shall be declared on or 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) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.

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

ITEM NO. 6

(AUTHORIZATION FOR RELATED PARTY TRANSACTIONS)

Pursuant to Section 188 of the Companies Act, 2013, the Board can enter into the transaction mentioned under aforesaid Resolutions, which are not in the ordinary course of business and/ or are not on arm length basis, only with approval of the shareholders accorded by way of a Special Resolution though, your Company always seeks to enter into transactions with Related Parties in the ordinary course of business and at Arm Length's basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act 2013.

The proposal outlined above is in the interest of the Company and the Board re-commends the resolution set out in the accompanying Notice as Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company is concerned or interested in the said resolutions except to the extent of their shareholding in the Company or their interest as Director or Shareholder or Partner or Otherwise in such other Related party Entity, if any.

PROXY FORM

(Annexure A)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1994PLC063609

Name of the Company: SMC Global Securities Limited

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

Name of the Member (s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

DP ID :

I/We, being the member(s) of shares of the above named Company, here by appoint:

1. Name:

Address:

E-mail ID:

Signature:

or failing him

2. Name:

Address:

E-mail ID:

Signature:

or failing him

3. Name:

Address:

E-mail ID:

Signature:

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21 (Twenty First) Annual General Meeting of the Members of SMC Global Securities Limited will be held at "**URDU GHAR**" 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi - 110002 on Monday, the **01st Day of June, 2015 at 10:30 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

(Annexure B)

Resol ution No.	Resolution	Option	
		For	Against
	Ordinary Resolution		
1	a) the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.		
2.	To declare a Final Dividend of 18% on the Face Value of the Equity Share (i.e. Re. 0.36 per Equity Shares of Face Value of Rs. 2/- each) and to confirm the payment of Interim Dividend of 12% of the Face Value of the Equity Share (i.e. Re. 0.24 per Equity Shares of Face Value on Rs. 2/- each) already paid for the Financial Year ended on 31st March,2015.		
3.	To appoint a director in place of Mr. Ajay Garg, (DIN 00003166) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint a director in place of Mr. Anurag Bansal, (DIN 00003294) who retires by rotation and being eligible, offers himself for re- appointment.		
5.	To re-appoint Statutory Auditors and fix their remuneration.		
	Special Resolution		
6.	Authorization for Related Party Transactions.		

Signed this..... day of..... 2015

Affix Revenue
Stamp not less
than Re. 0.15

Signature of Proxy holder(s)

Signature of Shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(THE ATTENDANCE SLIP DULY FILLED IN IS TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

CIN: L74899DL1994PLC063609

Name of the Company: SMC Global Securities Limited

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

FOR DEMAT SHARES	FOR PHYSICAL SHARES
DP ID	REGD. FOLIO NO.
CLIENT ID	NO. OF SHARES HELD

Full name of the member attending _____

Name of the Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 21st Annual General Meeting of the Members of SMC Global Securities Limited will be held at **"URDU GHAR" 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi - 110002** on Monday, the **01st Day of June, 2015** at **10:30 A.M.**

Name of the Member / proxy
in Block letters

Name of the Member / proxy
in Block letters

Note: Persons attending the annual general meeting are requested to bring their copies of annual report.