

SMC GLOBAL SECURITIES LIMITED

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



Moneywise. Be wise.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the members of SMC Global Securities Limited will be held **on Thursday, the 4th day of February, 2016 at 11.00 A.M.** at "URDU GHAR" 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi-110002 to transact the following special businesses:

TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS:

AS SPECIAL RESOLUTION

1. RECLASSIFICATION OF AUTHORISED PREFERENCE SHARE CAPITAL OF RS. 5 CRORES INTO AUTHORISED EQUITY SHARE CAPITAL

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 (the "Companies Act") and subject to other applicable acts, rules, regulations etc., the consent of the members of the Company be and is hereby accorded to reclassify the authorized preference share capital of Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) preference shares of Rs. 10/- (Rupees Ten Only) each into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs. 2/- (Rupees Two only) each aggregating to authorized capital of Rs. 33,01,00,000/- (Rupees Thirty Three Crores One Lakh only) comprising of 16,50,50,000 (Sixteen Crores Fifty Lakhs and Fifty Thousand) equity shares of Rs. 2/- (Rupees Two only) each with power to increase, reduce, divide and/or sub-divide the share capital of the Company or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of

assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganize shares or issue shares of higher or lower denominations;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution."

2. AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO RECLASSIFICATION OF AUTHORISED SHARE CAPITAL

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act") and subject to other applicable acts, rules, regulations etc., the consent of the members of the Company be and is hereby accorded to replace Clause V of the Memorandum of Association with the following clause:

"The authorised share capital of the Company is Rs. 33,01,00,000/- (Rupees Thirty Three Crores and One Lakh only) comprising of 16,50,50,000 (Sixteen Crores Fifty Lakhs Fifty Thousand) equity shares of Rs. 2/- each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

3. ISSUANCE OF AMERICAN DEPOSITORY RECEIPTS (“ADRs”) / GLOBAL DEPOSITORY RECEIPTS (“GDRs”) AGAINST FRESH EQUITY / SPONSORED EQUITY i.e. AGAINST EXISTING EQUITY SHARES FOR LISTING AT NYSE/NASDAQ, SUBJECT TO REGULATORY APPROVALS.

“**RESOLVED THAT** pursuant to Sections 23, 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, and the rules framed there under including the Companies (Issue of Global Depository Receipts) Rules, 2014, and applicable provisions, if any, of the Companies Act, 1956, (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013) (collectively, the “**Companies Act**”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“**SEBI Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Foreign Exchange Management Act, 1999 and regulations thereunder including Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares under Depository Receipt

Mechanism Scheme, 1993, the Depository Receipt Scheme, 2014 and such other statutes, notifications, clarifications, guidelines, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India (“**Gol**”), the Reserve Bank of India (“**RBI**”), the Foreign Investment Promotion Board (“**FIPB**”), the Securities and Exchange Board of India (“**SEBI**”), the stock exchanges where the equity shares of SMC Global Securities Limited (the “**Company**”), of face value Rs. 2 each (“**Equity Shares**”) are listed (the “**Stock Exchanges**”) and any other appropriate regulatory authorities, institutions or bodies, as may be applicable in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the Stock Exchanges, and subject to such approvals, consents, permissions and sanctions, if any, of the Gol, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the “**Board**” which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers including but not limited to the ADR / GDR Committee), the consent of the members of the Company be and is hereby accorded, to authorize the Board to create, offer, issue and allot from time to time, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of public issue or preferential issue within the meaning of the SEBI Regulations to one or more persons whether or not they are members of the Company, Equity Shares (including through depository receipts such as global depository receipts (“**GDRs**”) and American depository receipts (“**ADRs**”)), or foreign currency convertible bonds (“**FCCBs**”), or any other securities convertible into or

exchangeable for Equity Shares at the option of the Company and/or the holder(s) of the securities (including warrants with or without debentures), or securities linked to Equity Shares (together referred to as “**Securities**”), provided however that the aggregate amount raised by the issue of Securities shall not exceed the Rupee equivalent of US\$ 80 million (each such tranche or transaction, the “**Offering**”).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Offering may have all or any terms or combination of terms in accordance with the prevalent market conditions, including but not limited to those relating to payment of interest, dividend, premium or redemption at the option of the Company and/or the holders of the Securities, variation of the price and period of conversion or exchange of Securities into Equity Shares, and listing on one or more stock exchanges in India or overseas; and the Board be and is hereby authorized to determine such terms as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities and to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in regard to the Offering.

RESOLVED FURTHER THAT in the event the Offering comprises issue of Equity Shares through depository receipts, or FCCBs, or securities convertible into or exchangeable for Equity Shares, the relevant date on the basis of which price of resultant Equity Shares shall be determined, shall be as specified under applicable law.

RESOLVED FURTHER THAT any Equity Shares issued and allotted under or as a result of the Offering, shall be *pari passu inter se* and with the then existing Equity Shares in all respects as may be provided under the terms of the Offering.

RESOLVED FURTHER THAT such of the Securities as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of law.

RESOLVED FURTHER THAT the Board and/or any entity, agency or body authorised and/or appointed by the Board may, upon issue of Securities under the Offering, issue depository receipts representing such Securities in negotiable, registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations in or under such form and practices as may be prevalent in the international market.

RESOLVED FURTHER THAT for the purpose of giving effect to the Offering, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such person, the determination of the terms thereof, including without limitation the entering into of underwriting, marketing, deposit, listing and institution/trustee/agents and similar agreements with merchant banker(s), book runner(s), lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), trustee(s), stabilization agent(s), stock exchange(s) and all such agencies as may be involved or for managing, underwriting, marketing, and listing thereof with any of the international/domestic stock exchange(s) and trading, to issue placement documents and to sign all deeds, documents and writing and to remunerate the managers, underwriters and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in the Offering, with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to the Offering as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the registration statement / prospectus / placement document for the Offering and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the

above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized person may consider necessary, desirable or expedient and for the purpose of aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized persons(s), be required from time to time, and to arrange for the submissions of the registration statement / prospectus / placement document, and any amendments and supplements thereto, with any applicable stock exchange(s) (whether in India or abroad), government and regulatory authority, institution or bodies, as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the Offering as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Company does apply to National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the aforementioned Equity Shares to be allotted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board may also invite selected existing members of the Company to offer Equity Shares held by them as part of the Offering.

RESOLVED FURTHER THAT, the Company does not, as a result of the consummation of the Offering, desire to be treated as an investment company subject to regulation under the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act"), and the Company desires to continue to qualify for the exclusion/exception from the definition of

investment company provided by Section 3(c)(2) of the Investment Company Act."

4. INCREASE IN REMUNERATION OF MR. AJAY GARG, WHOLE TIME DIRECTOR OF THE COMPANY

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act") read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for the increase in remuneration of Mr. Ajay Garg (**DIN: 00003166**), Whole-Time Director of the Company, from Monthly remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousands Only) to Monthly Remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) (including the components of remuneration which shall not be considered in computing the ceiling on minimum remuneration) which will be considered as the minimum remuneration paid to him pursuant to the provisions of and ceiling limits prescribed under Schedule V of the Companies Act.

FURTHER RESOLVED THAT the Company shall have the absolute discretion to pay bonus to Mr. Ajay Garg, in addition to his Monthly remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to fix, vary or increase the Monthly remuneration of Mr. Ajay Garg up to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month excluding bonus, on the recommendation of the Nomination & Remuneration Committee and in accordance with the Schedule V and other applicable provisions of the Companies Act, as it may deem fit from time to time.

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

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors (the "Board", which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question(s), difficulty(s) or doubt(s) that may arise in this regard."

5. INCREASE IN REMUNERATION OF MR. ANURAG BANSAL, WHOLE TIME DIRECTOR OF THE COMPANY

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act") read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for the increase in remuneration of Mr. Anurag Bansal (DIN: 00003294), Whole-Time Director of the Company, from Monthly remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousands Only) to Monthly Remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) (including the components of remuneration which shall not be

considered in computing the ceiling on minimum remuneration) which will be considered as the minimum remuneration paid to him pursuant to the provisions of and ceiling limits prescribed under Schedule V of the Companies Act.

FURTHER RESOLVED THAT the Company shall have the absolute discretion to pay bonus to Mr. Anurag Bansal, in addition to his monthly remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to fix, vary or increase the Monthly remuneration of Mr. Anurag Bansal up to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month excluding bonus, on the recommendation of the Nomination & Remuneration Committee and in accordance with the Schedule V and other applicable provisions of the Companies Act, as it may deem fit from time to time.

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

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors (the "Board", which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question(s), difficulty(s) or doubt(s) that may arise in this regard."

6. INCREASE IN REMUNERATION OF MR. SUBHASH CHAND AGGARWAL, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act") read with Schedule V to the said Act and

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for the increase in remuneration of Mr. Subhash Chand Aggarwal (**DIN: 00003267**), Chairman & Managing Director of the Company, from Monthly Remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) to Monthly Remuneration of Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) (including the components of remuneration which shall not be considered in computing the ceiling on minimum remuneration) which will be considered as the minimum remuneration paid to him pursuant to the provisions of and ceiling limits prescribed under Schedule V of the Companies Act.

FURTHER RESOLVED THAT the Company shall have the absolute discretion to pay bonus to Mr. Subhash Chand Aggarwal, in addition to his monthly remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to fix, vary or increase the Monthly Remuneration of Mr. Subhash Chand Aggarwal up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) excluding bonus, on the recommendation of the Nomination & Remuneration Committee and in accordance with the Schedule V and other applicable provisions of the Companies Act, as it may deem fit from time to time.

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

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors (the "Board", which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question(s), difficulty(s) or doubt(s) that may arise in this regard."

7. INCREASE IN REMUNERATION OF MR. MAHESH CHAND GUPTA, VICE- CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act") read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for the increase in remuneration of Mr. Mahesh Chand Gupta (**DIN: 00003082**), Vice-Chairman & Managing Director of the Company, from Monthly Remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) to Monthly Remuneration of Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) (including the components of remuneration which shall not be considered in computing the ceiling on minimum remuneration) which will be considered as the minimum remuneration paid to him pursuant to the provisions of and ceiling limits prescribed under Schedule V of the Companies Act.

FURTHER RESOLVED THAT the Company shall have the absolute discretion to pay bonus to Mr. Mahesh Chand Gupta, in addition to his monthly remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to fix, vary or increase the Monthly Remuneration of Mr. Mahesh Chand Gupta up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) excluding bonus, on the recommendation of the Nomination & Remuneration Committee and in accordance with the Schedule V and other applicable provisions of the Companies Act, as it may deem fit from time to time.

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

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors (the "Board", which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question(s), difficulty(s) or doubt(s) that may arise in this regard."

By order of the Board

For SMC Global Securities Limited

Sd/-

Suman Kumar

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

Date: 4th January, 2016

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. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
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. The Register of Directors' shareholding will be available for inspection at the meeting.
7. 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.
8. 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.
9. The Securities and Exchange Board of India (SEBI) vide Circular Ref. No. MrD/DoP/CIR-05/2007 dated 27th April, 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.
10. Company will be disclosing to the Stock Exchanges, as per Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the resolutions proposed in this Notice.
11. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve notices 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.
12. Members/Proxies should bring the attendance slips **(Annexure B)** duly filled in for attending the meeting.

13. Members seeking any information/document with respect to the businesses to be transacted at the Extra-Ordinary General Meeting may write to the Company Secretary at the Registered Office of the Company at least seven days in advance of the Meeting.
14. 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.
15. 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.
16. 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.
17. 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 id: 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.
18. 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 except on holidays, up to and including the date of the Extra-Ordinary General Meeting of the Company.

19. In Compliance with the provision of Section 108 of the Companies Act, 2013, read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 along with the uniform listing agreement entered into with the 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 1st February, 2016 (9:00 A.M) and ends on 3rd February, 2016 (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 of 28th January, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed separately along with Instruction for e-voting.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank details as recorded in your demat account or in company records for the said Demat Account or folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Dividend Bank Detail in order to login if the details are not recorded with the depository or the company please enter the members 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 the 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 the 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 print out 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 the help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL

- A) M/s Gupta Anand & Associates (C.P.No.11481), Practising Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process of EGM.
- 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 28th January, 2016.
- 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 Extra-Ordinary 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 Extra-Ordinary General Meeting of the Company and will accordingly be communicated to the stock exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Authorised Capital of the Company at present is Rs. 33,01,00,000 /- (Rupees Thirty Three Crores and One Lakh only) divided into 14,00,50,000 (Fourteen Crores Fifty Thousand) Equity Shares of Rs. 2/- each and 50,00,000 (Fifty Lakhs) Preference Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 28,01,00,000/- (Rupees Twenty Eight Crores and One Lakh only) Equity Share Capital and Rs. 5,00,00,000/- (Rupees Five Crore only) Preference Share Capital. With the proposed re-classification of preference shares into equity shares as recommended by the Board of Directors at their meeting held on 4th January, 2016, the share capital is proposed to be reclassified.

Your Board of Directors are of the view that instead of increasing the Authorised share capital of the Company, it is prudent to reclassify the existing unissued Authorised preference share Capital into equity share capital of the Company i.e. 50,00,000 (Fifty Lakhs) Preference Shares of Rs.10/- (Rupees Ten) into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each, aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only).

The alterations proposed in the Memorandum of Association of the Company are only consequential to reflect the reclassification of the Authorised Share Capital of the Company.

None of the Directors of the company are interested or concerned in the aforesaid resolution. The Board of Directors of your company recommends passing of the aforesaid Special Resolution.

ITEM NO. 2

The alterations proposed in the Memorandum of Association of the Company are only consequential to reflect the reclassification of the Authorized Share

Capital of the Company in accordance with the Item No. 1, pursuant to Section 13 and 61 of the Companies Act, 2013 and other related statutory provisions. The Board recommends the resolution set forth in Items 2 above for approval of the members.

None of the Directors of the company are interested or concerned in the aforesaid resolution.

Your consent is sought by way of passing Special Resolution.

ITEM NO. 3

The Company desires to tap overseas market for raising further capital by issuing Securities in the American Markets / Global Markets. The Company is planning to issue American Depository Receipts (ADRs) / Global Depository Receipts (GDRs) against fresh equity to be allotted to a depository/sponsored equity i.e. against existing equity shares to be transferred to a depository for listing at NYSE/NASDAQ (the "Offer"):

The Company proposes to raise the capital for the purposes of:

- Investment into subsidiaries of the Company
- New business opportunities;
- Working capital requirements / business expansion
- Issue related expenses; and
- General corporate purpose.

It is therefore proposed to issue Securities linked to Equity Shares, however that the aggregate amount raised by the issue of Securities shall not exceed the Rupee equivalent of up to US\$ 80 (Eighty) million, in one or more tranches, in such form, in such manner, at such price or prices and at such time as may be considered appropriate by the Board and determined in accordance with the provisions of the SEBI Regulations, the provisions of the Foreign Exchange Management Act, 1999 and regulations thereunder including Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time the Depository Receipt Scheme, 2014 and such other statutes, notifications, clarifications, circulars, rules

and regulations as may be applicable and relevant, as amended from time to time, to the various categories of Investors in the domestic and/or international market as set out in the Resolutions at Item No. 3 of the Notice.

In respect of the intention of promoters/directors/key managerial personnel to subscribe to the Offer, the Company has not made and will not make an offer of the Equity Shares to any of the promoters, directors or key managerial personnel.

No change in control of the Company or its management is intended or expected pursuant to the Offer.

The Directors of the Company may be deemed to be concerned or interested in this resolution to the extent of their shareholdings in the Company.

Your consent is sought by way of passing Special Resolution.

ITEM NO. 4

The Members may note that based on the recommendations of the Nomination & Remuneration Committee, along with the approval of the Board of Directors of the Company at their meeting held on 3rd November, 2015, for approving the increase in remuneration of Mr. Ajay Garg (DIN: 00003166), Whole time Director of the Company under the provisions of the Companies Act, 2013. His current remuneration shall be Rs. 5,00,000/- (Rupees Five Lakhs only) w.e.f. 1st January, 2016 which may further be increased up to Rs. 8,00,000/- (Rupees Eight Lakhs only) per month excluding bonus as may be approved by the Board of Directors from time to time. Previously, he was drawing remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month excluding bonus.

None of the Directors of the company except Mr. Ajay Garg are interested or concerned in the aforesaid resolution. The Board of Directors of your company recommends passing of the aforesaid Special Resolution.

I. General Information:

1. Nature of Industry		Financial Services (Stock Broking)
2. Date or expected date of commencement of Commercial Production		Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable
4. Financial performance based on given indications:		
Particulars	Year ended 31 st March, 2015 (Amount in Rs.)	Year ended 31 st March, 2014 (Amount in Rs.)
Total Income	2,41,50,66,017	1,81,20,39,306
Net Profit after Taxation	21,53,43,773	12,56,84,869
5. Foreign investments or collaborators, if any.		Nil

II. Information about the appointee:

1. Background details	Mr. Ajay Garg, aged about 42 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI).
2. Past remuneration	Monthly remuneration of Rs. 2,50,000/- (Rupees Two Lac Fifty thousand Only).
3. Recognition or awards	Mr. Ajay Garg has been recognized for his exemplary leadership and contribution to the industry with 'Entrepreneur of the Year – Innovation in Financial Services award during Entrepreneur India Awards, 2015 organized by Franchise India. He also won 'Entrepreneur of the Year' award during 4th Entrepreneur India Awards, 2014 organized by Franchise India.
4. Job profile and his suitability	Mr. Ajay Garg is a Whole Time Director of the Company. He has versatile and rich experience of more than 18 years in the field of securities and commodities Market. His key roles & responsibilities include business development, risk management, technological up-gradation & development and administration of day to day activities at SMC group. He monitors the trading operations, surveillance and the risk related thereto. He played vital role in the development of SMC's state-of-art web portal & internet based trading platform. He takes care of the brand building and marketing activities of the entire Group.
5. Remuneration proposed	Presently, the proposed monthly remuneration is Rs. 5,00,000/- (Rupees Five Lakhs Only) which can further be increased up to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month excluding bonus on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in justification with the industry norms, expertise of the candidate, profile and position.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Ajay Garg is not having pecuniary relationship with the Company except in the manner described above and is not related with managerial personnel as per Section 2(77) of the Companies Act, 2013.
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III. Other Information:

1. Reasons for loss or inadequate profits.	While the Company has delivered strong operating and financial performance in the past, but the unprecedented global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance for FY 2014-15. Though, the Company recorded profits in the year 2014-15, the same is almost sufficient as per the current remuneration but with the proposed limits, the same may be insufficient for payment of remuneration in future to Whole-Time Director under the applicable provisions of the Companies Act, 2013. Hence keeping in view of good governance practices, shareholder approval is sought in advance.
2. Steps taken or proposed to be taken for improvement	Company is in the process of expanding its business in a big way. It is also focusing on the best utilization of its resources and also penetrating in the new arena of Financial services. Company is hopeful to perform better in coming Financial Year.
3. Expected increase in productivity and profits in measurable terms	The management is confident to achieve better turnover and net profit in the financial year ending 31 st March, 2016 onwards compared to last financial year.

IV. Disclosure:

1. Presently, the proposed monthly remuneration is Rs. 5,00,000/- (Rupees Five Lakhs Only) which can further be increased up to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company.
2. The appropriate disclosures shall be made in the Board of Director's Report under the heading "Corporate Governance" with the financial statements for the year ending on 31st March, 2016.

ITEM NO. 5

The Members may note that based on the recommendations of the Nomination & Remuneration Committee, along with the approval of the Board of

Directors of the Company at their meeting held on 3rd November, 2015, for approving the increase in remuneration of Mr. Anurag Bansal (DIN: 00003294), Whole time Director of the Company under the provisions of the Companies Act, 2013. His remuneration shall be Rs. 5,00,000/- w.e.f. 1st January, 2016 which may further be increased up to Rs. 8,00,000/- (Rupees Eight Lakhs only) per month excluding bonus as may be approved by the Board of Directors from time to time. Previously, he was drawing remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month excluding bonus. All the terms and conditions of appointment shall remain the same except as above.

None of the Directors of the company except Mr. Anurag Bansal are interested or concerned in the aforesaid resolution. The Board of Directors of your company recommends passing of the aforesaid Special Resolution.

I. General Information:

1. Nature of Industry		Financial Services (Stock Broking)
2. Date or expected date of commencement of Commercial Production		Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable
4. Financial performance based on given indications:		
Particulars	Year ended 31 st March, 2015 (Amount in Rs.)	Year ended 31 st March, 2014 (Amount in Rs.)
Total Income	2,41,50,66,017	1,81,20,39,306
Net Profit after Taxation	21,53,43,773	12,56,84,869
5. Foreign investments or collaborators, if any.		Nil

II. Information about the appointee:

1. Background details	Mr. Anurag Bansal, aged about 40 years, is a Member of the Institute of Chartered Accountants of India (ICAI) and Institute of Cost Accountants of India.
2. Past remuneration	Monthly remuneration of Rs. 2,50,000/- (Rupees Two Lac Fifty thousand Only).
3. Recognition or awards	Nil
4. Job profile and his suitability	Mr. Anurag Bansal is a Whole Time Director of the Company. He has versatile and rich experience of more than 18 years in the field of securities and financial services. He actively participates in the business promotions and compliance functions of SMC Group
5. Remuneration proposed	Presently, the proposed monthly remuneration is Rs. 5,00,000/- (Rupees Five Lakhs Only) which can further be increased up to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in justification with the industry norms, expertise of the candidate, profile and position.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Anurag Bansal is not having any pecuniary relationship with the Company except in the manner described above and is not related with managerial personnel as per Section 2(77) of the Companies Act, 2013.

III. Other Information:

1. Reasons for loss or inadequate profits.	While the Company has delivered strong operating and financial performance in the past, but the unprecedented global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance for FY 2014-15. Though, the Company recorded profits in the year 2014-15, the same is almost sufficient as per the current remuneration but with the proposed limits, the same may be insufficient for payment of remuneration in future to Whole-Time Director under the applicable provisions of the Companies Act, 2013. Hence keeping in view of good governance practices, shareholder approval is sought in advance.
2. Steps taken or proposed to be taken for improvement	Company is in the process of expanding its business in a big way. It is also focusing on the best utilization of its resources and also penetrating in the new arena of Financial services. Company is hopeful to perform better in coming Financial Year.
3. Expected increase in productivity and profits in measurable terms	The management is confident to achieve better turnover and net profit in the financial year ending March 31st, 2016 onwards compared to last financial year.

IV. Disclosure:

1. Presently, the proposed monthly remuneration is Rs. 5,00,000/- (Rupees Five Lakhs Only) which can further be increased up to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company.
2. The appropriate disclosures shall be made in the Board of Director's Report under the heading "Corporate Governance" with the financial statements for the year ending on 31st March, 2016.

ITEM NO. 6

The Members may note that based on the recommendations of the Nomination & Remuneration Committee, along with the approval of the Board of Directors of the Company at their meeting held on 3rd

November, 2015, for approving the increase in remuneration of Mr. Subhash Chand Aggarwal (DIN: 00003267), Chairman & Managing Director of the Company under the provisions of the Companies Act, 2013. His monthly remuneration shall be Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand) w.e.f. 1st January, 2016 which may further be increased for a monthly remuneration of up to Rs. 12,00,000/- (Rupees Twelve Lakhs only) excluding bonus as may be approved by the Board of Directors from time to time. Previously, he was drawing a monthly remuneration of Rs. 5,00,000/- (Rupees Five Lakhs only) excluding bonus. All the terms and conditions of appointment shall remain the same except as above.

None of the Directors of the company except Mr. Subhash Chand Aggarwal are interested or concerned in the aforesaid resolution. The Board of Directors of your company recommends passing of the aforesaid Special Resolution.

I. General Information:

1. Nature of Industry		Financial Services (Stock Broking)
2. Date or expected date of commencement of Commercial Production		Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable
4. Financial performance based on given indications:		
Particulars	Year ended 31 st March, 2015 (Amount in Rs.)	Year ended 31 st March, 2014 (Amount in Rs.)
Total Income	2,41,50,66,017	1,81,20,39,306
Net Profit after Taxation	21,53,43,773	12,56,84,869
5. Foreign investments or collaborators, if any.		Nil

II. Information about the appointee:

1. Background details	Mr. Subhash Chand Aggarwal, aged about 59 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI).
2. Past remuneration	Monthly remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only)
3. Recognition or awards	<p>Mr. S. C. Aggarwal has been declared as a 'Trailblazer' by "The Times of India Group" in a booklet published.</p> <p>Mr. Aggarwal has been conferred upon with "Entrepreneur of the Year 2012" for Innovation in Financial & Business Services during Entrepreneur Awards 2012 by Franchisee India.</p> <p>Mr. Aggarwal has also been given the "Udyog Rattan Award" by Institute of Economic Studies.</p> <p>In the year 2013, he has been recognized by International Human Rights Protection Council for his special contribution in this field.</p>
4. Job profile and his suitability	<p>Mr. Subhash Chand Aggarwal is the Chairman & Managing Director of the Company.</p> <p>Mr. Subhash Chand Aggarwal, the Co-founder of SMC Group, has diverse experience in the financial services industry in India and has been instrumental in building SMC into one of the leading diversified financial services Companies. His vision, skills and outstanding commitment has made the Company, best equity brokerage and financial services and has been the key architect of its growth.</p>
5. Remuneration proposed	Presently, the proposed monthly remuneration is Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) which can further be increased up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in justification with the industry norms, expertise of the candidate, profile and position.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Subhash Chand Aggarwal is not having pecuniary relationship with the Company except in the manner described above and is not related with managerial personnel as per Section 2(77) of the Companies Act, 2013.

III. Other Information:

1. Reasons for loss or inadequate profits.	While the Company has delivered strong operating and financial performance in the past, but the unprecedented global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance for FY 2014-15. Though, the Company recorded profits in the year 2014-15, the same is almost sufficient as per the current remuneration but with the proposed limits, the same may be insufficient for payment of remuneration in future to Chairman & Managing Director under the applicable provisions of the Companies Act, 2013. Hence keeping in view of good governance practices, shareholder approval is sought in advance.
2. Steps taken or proposed to be taken for improvement	Company is in the process of expanding its business in a big way. It is also focusing on the best utilization of its resources and also penetrating in the new arena of Financial services. Company is hopeful to perform better in coming Financial Year.
3. Expected increase in productivity and profits in measurable terms	The management is confident to achieve better turnover and net profit in the financial year ending March 31st, 2016 onwards compared to last financial year.

IV. Disclosure:

1. Presently, the proposed monthly remuneration is Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) which can further be increased up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company.
2. The appropriate disclosures shall be made in the Board of Director's Report under the heading "Corporate Governance" with the financial statements for the year ending on 31st March, 2016.

ITEM NO. 7

The Members may note that based on the recommendations of the Nomination & Remuneration Committee, along with the approval of the Board of Directors of the Company at their meeting held on 03rd November, 2015, for approving the increase in remuneration of Mr. Mahesh Chand Gupta (DIN: 00003082), Vice-Chairman & Managing Director of the Company under the provisions of the Companies Act, 2013. His monthly remuneration shall be Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand) w.e.f. 1st January, 2016 which may further be increased for a monthly remuneration of up to Rs. 12,00,000/- (Rupees Twelve Lakhs only) excluding bonus as may be approved by the Board of Directors

from time to time. Previously, he was drawing a monthly remuneration of Rs. 5,00,000/- (Rupees Five Lakhs only) excluding bonus. All the terms and conditions of appointment shall remain the same except as above. None of the Directors of the company except Mr.

Mahesh Chand Gupta are interested or concerned in the aforesaid resolution. The Board of Directors of your company recommends passing of the aforesaid Special Resolution.

I. General Information:

1. Nature of Industry		Financial Services (Stock Broking)
2. Date or expected date of commencement of Commercial Production		Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable
4. Financial performance based on given indications:		
Particulars	Year ended 31 st March, 2015 (Amount in Rs.)	Year ended 31 st March, 2014 (Amount in Rs.)
Total Income	2,41,50,66,017	1,81,20,39,306
Net Profit after Taxation	21,53,43,773	12,56,84,869
5. Foreign investments or collaborators, if any.		Nil

II. Information about the appointee:

1. Background details	Mr. Mahesh Chand Gupta, aged about 58 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He did his Bachelors in Commerce from Delhi University. He is co-founder and promoter of SMC Group.
2. Past remuneration	Monthly remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only)
3. Recognition or awards	Nil
4. Job profile and his suitability	Mr. Mahesh Chand Gupta is the Vice-Chairman & Managing Director of the Company, with his vast experience, in-depth knowledge and strong analytical skill; he efficiently assures flawless operations of the group. Being in the securities market for more than 26 years, he has seen all the phases of stock market and handled all the matters efficiently. He looks after the policy, vision and major part of the operational activities of the group.
5. Remuneration proposed	Presently, the proposed monthly remuneration is Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) which can further be increased up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and approval from the Board of Directors of the Company.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in justification with the industry norms, expertise of the candidate, profile and position.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Mahesh Chand Gupta is not having pecuniary relationship with the Company except in the manner described above and is not related with managerial personnel as per Section 2(77) of the Companies Act, 2013.
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III. Other Information:

1. Reasons for loss or inadequate profits.	While the Company has delivered strong operating and financial performance in the past, but the unprecedented global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance for FY 2014-15. Though, the Company recorded profits in the year 2014-15, the same is almost sufficient as per the current remuneration but with the proposed limits, the same may be insufficient for payment of remuneration in future to Vice-Chairman & Managing Director under the applicable provisions of the Companies Act, 2013. Hence keeping in view of good governance practices, shareholder approval is sought in advance.
2. Steps taken or proposed to be taken for improvement	Company is in the process of expanding its business in a big way. It is also focusing on the best utilization of its resources and also penetrating in the new arena of Financial services. Company is hopeful to perform better in coming Financial Year.
3. Expected increase in productivity and profits in measurable terms	The management is confident to achieve better turnover and net profit in the financial year ending March 31st, 2016 onwards compared to last financial year.

IV. Disclosure:

1. Presently, the proposed monthly remuneration is Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) which can further be increased up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per month on the recommendation of the Nomination & Remuneration Committee and

approval from the Board of Directors of the Company.
2. The appropriate disclosures shall be made in the Board of Director's Report under the heading "Corporate Governance" with the financial statements for the year ending on 31st March, 2016.

By order of the Board
For SMC Global Securities Limited

Sd/-
Suman Kumar
E.V.P (Corporate Affairs) & Company Secretary

Date: 4th January, 2016
Place: New Delhi

(Annexure A)

**Form No. MGT-11
PROXY FORM**

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

SMC Global Securities Limited

CIN: L74899DL1994PLC063609

Registered Office: 11/6-B, Shanti Chambers, Pusa Road, New Delhi – 110 005.

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, hereby 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 Extra Ordinary 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 Thursday, the 4th Day of Febuary, 2016 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Option	
		For	Against
Special Resolution			
1.	Reclassification of Authorized Preference Capital of Rs. 5 Crores into Authorized Equity Capital		
2.	Amendment of the Memorandum of Association of the Company pursuant to Reclassification of Authorised Share Capital		
3.	Issuance of American Depository Receipts ("ADRs") / Global Depository Receipts ("GDRs") against fresh equity / sponsored equity i.e. against existing Equity Shares for listing at NYSE/NASDAQ, subject to regulatory approvals.		
4.	Increase in remuneration of Mr. Ajay Garg, Whole Time Director of the Company		
5.	Increase in remuneration of Mr. Anurag Bansal, Whole Time Director of the Company		
6.	Increase in remuneration of Mr. Subhash Chand Aggarwal, Chairman & Managing Director of the Company		
7.	Increase in remuneration of Mr. Mahesh Chand Gupta, Vice-Chairman & Managing Director of the company		

Signed this..... day of..... 2016

Affix
Revenue
Stamp not
less than
Re. 0.15

Signature of Shareholder

Signature of Proxy holder(s)

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.

(Annexure B)

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

SMC Global Securities Limited

CIN: L74899DL1994PLC063609

Registered Office: 11/6-B, Shanti Chambers, Pusa Road, New Delhi – 110 005.

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 Extraordinary 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 Thursday, the **4th day of February, 2016 at 11:00 A.M.**

Name of the Member/Proxy
 In Block Letters
 Signature of the Member/Proxy

Name of the Member/Proxy
 In Block Letters
 Signature of the Member/Proxy

Route Map to the General Meeting Venue

“URDU GHAR” 212, Rouse Avenue, Deen Dayal Upadhyaya Marg, New Delhi-110002

Prominent Landmark: Bal Bhawan, Near ITO

4th February, 2016 at 11.00 A.M.

