

**SMC Global Securities Limited**

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Ph: 011-30111000

CIN: L74899DL1994PLC063609

Notice of 32nd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty Second (**32nd**) **Annual General Meeting** of the Shareholders of **SMC Global Securities Limited** (the 'Company') will be held on Friday, 26th June, 2026 at 11:00 A.M. Indian Standard Time (IST), through Video Conferencing (VC)/other audio visual means ('VC/OAVM) in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs to transact following business (es):

ORDINARY BUSINESS (ES):**Item No. 1: Adoption of Audited Financial Statements**

To consider and adopt

- a. the Audited Standalone Financial Statements for the Financial Year ended March 31, 2026 together with Report of Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2026 together with the Report of the Auditors thereon.

Item No. 2: Declaration of Final Dividend

To confirm the payment of Interim Dividend of 30% on the Face Value of the Equity Share (i.e. ₹0.60 per Equity Shares of Face Value of ₹ 2/- each) already paid during the year and declare a Final Dividend of 30% on the Face Value of the

Equity Share (i.e. ₹0.60 per Equity Shares of Face Value of ₹2/- each) for the Financial Year 2025-26.

Item No. 3: Reappointment of Mr. Ajay Garg, (DIN: 00003166) Director & CEO, who retires by rotation

To appoint a Director in place of Mr. Ajay Garg (DIN: 00003166) Director & CEO who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Ajay Garg (DIN: 00003166) as a director, who is liable to retire by rotation."

Item No. 4: Reappointment of Mr. Anurag Bansal, (DIN: 00003294) Whole Time Director, who retires by rotation

To appoint a Director in place of Mr. Anurag Bansal (DIN: 00003294) Whole Time Director who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Anurag Bansal (DIN: 00003294) as a director, who is liable to retire by rotation.”

SPECIAL BUSINESS (ES):

Item No. 5: Approval for raising funds by way of borrowing and issuance of debt securities

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

RESOLVED THAT in furtherance to the shareholder’s resolution passed in the 29th Annual General Meeting held on 30th June, 2023, shareholder’s resolution passed in the 30th Annual General Meeting held on 22nd June, 2024 and shareholder’s resolution passed in the 31st Annual General Meeting held on 28th June, 2025, and pursuant to the provisions of Section 180(1)(c), 181(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), as well as rules prescribed thereunder, the SEBI (Issue and Listing of Non - Convertible Securities), Regulations, 2021 including any amendment(s), modification(s), variation(s) or reenactment(s) thereof, and in accordance with the provisions contained in the Memorandum & Articles of Association of the Company, and subject to the receipt of necessary approvals as may be applicable and such other permissions and sanctions, as may be necessary, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by resolution) be and is hereby authorized by the Members to

borrow by way of obtaining loan / overdraft facilities/ line of credit/ issuance of commercial papers/ non-convertible debentures (whether secured or unsecured) (in one or more tranches or series, from time to time, on private placement and/or through public issue to the identified investors including but not limited to Financial Institutions including NBFCs, Insurance Companies, Mutual Funds, Scheduled Commercial Banks, Regional Rural Banks, Co-operative Bank, Companies, Bodies Corporate or any other person eligible to invest in the Debentures etc., on such terms and conditions including the price, coupon, premium/ discount, tenor etc., as may be determined by the Board / Committee, based on the prevailing market condition) / external commercial borrowings (loans/bonds) bonds / deposits / fund based / non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money from time to time from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India whomsoever, against the security of term deposits/movable assets/ immovable assets or such other assets as may be required, provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed the aggregate of Rs. 3,000 Crore (Rupees Three Thousand Crore only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) as approved by the shareholders under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/ /Committee and Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or

desirable and settle any question, difficulty, doubt that may arise in respect of the borrowings aforesaid, and further the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution including execution of documents, instruments and writings as may be required.”

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

SD/-

Suman Kumar

E.V.P. (Corporate Affairs & Legal),

Company Secretary & General Counsel

Date: 02 May, 2026

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('the Act') setting out the material facts concerning the business under item no. 5 of the accompanying Notice, is annexed thereto.
2. Ministry of Corporate Affairs ("MCA") vide its Circular No. 3/2025 dated September 22, 2025 (In continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members. In compliance with the applicable provisions of the Act and MCA Circulars, the 32nd Annual General Meeting of the Members will be held through VC/OAVM.

[General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as 'MCA Circulars']
3. The deemed venue for the AGM shall be the Registered Office of the Company i.e.11/6B, Shanti Chambers Pusa Road, New Delhi- 110005.
4. Since this AGM is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), the Members will not be able to appoint proxies for the meeting, and Attendance Slip & Route Map is not annexed to this Notice.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
6. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
7. The Company will allot time for members to express their views or give comments during the meeting. The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/ Folio number and mobile number, on e-mail ID at sumankumar@smcindiaonline.com on or before 22nd June, 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
8. The proceedings of the AGM shall be available on the website of the Company at www.smcindiaonline.com and on the website of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com
9. The Company has availed the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company as the authorized agency for conducting the AGM through VC/OAVM and providing the e-voting facility. In this regard, all investor related communication may be addressed to the Registrar and Share Transfer Agent at the following address: MUFG Intime India Private Limited Unit: SMC Global Securities Limited Noble Heights, 1st Floor, Plot NH 2C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058 Tel no. 011-41410592, 93, 94 E-mail id: delhi.in.mpms.mufg.com Website: <https://in.mpms.mufg.com/>

Dispatch of Notice & Annual Report

10. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM, along with the Annual Report for the financial year 2025-2026, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories,

unless any Member has requested for a physical copy of the same. Members may please note that the AGM notice, annual reports as mentioned in the annual report are available on the Company's website at www.smcindiaonline.com on websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

11. As per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26 and a static Quick Response Code (QR Code), will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories / Depository Participants / RTA.
 12. The Company will be publishing an advertisement in Newspapers (one English newspaper and one Vernacular newspaper) containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.
 13. As a part of the green initiatives, Members are requested to register/update their e-mail addresses with their Depository Participant (DP) in case shares are held in electronic form, and with MUFG Intime India Private Limited in case shares are held in physical form. Members who have not yet registered their e-mail addresses are requested to do so at the earliest, upon which all communication from the Company/RTA will be sent to the registered e-mail address. Members who have already registered their e-mail addresses are requested to keep them validated with their DP and notify any change in e-mail ID immediately to the Company or its RTA (for shares held in physical form) or to their DP (for shares held in electronic form), to enable uninterrupted servicing of notices, documents, reports and other communications electronically.
- Voting (Remote –e-voting & e-voting at AGM)**
14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing only remote e-Voting facility to its members in respect of the business to be transacted at the 32nd AGM and facility for those members participating in the 32nd AGM to cast vote through e-voting system.
 15. Institutional Investors, who are Members of the Company, are encouraged to attend this AGM through VC/OAVM facility and vote through remote e-Voting facility. Further, institutional Investors and Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the scrutinizer by email at csarvindroy@rediffmail.com
 16. Remote e-voting will commence at 9.00 a.m. on Tuesday, 23rd June, 2026 and will end at 5.00 p.m. on Thursday, 25th June, 2026, when remote e-voting will be blocked.
 17. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013 and rules made there under, the Register of Members and Share Transfer Books of the Company will remain closed from 16th June, 2026 to 18th June, 2026 (both days inclusive).
 18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. 19th June, 2026.
 19. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

20. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Friday, June 19, 2026 (“Cut-off date”) may join the AGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
22. Any person who acquires shares and becomes the member of the Company after the dispatch of the notice of e-AGM and holds shares as of the cut-off date i.e. 19th June, 2026 may obtain the login ID and password for remote e-voting by sending request to MUFG Intime India Pvt. Ltd. at enotices@in.mpms.mufig.com or contact on: - Tel: 022-4918 6000. Any person who is not a member as on cut-off date should read the notice of the-AGM for information purpose only.
23. The members who have registered their e-mail addresses with the Company/ their depository can cast their vote through remote e-voting or through the e-voting during the AGM using the process mentioned below for e-voting through electronic system means.
24. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again through e-voting facility available during the AGM.
25. Procedure for e-voting on the day of the AGM is same as the remote e-voting as mentioned above

Scrutinizer & Voting Results

26. The Board of Directors of the Company has appointed Mr. Arvind Kumar Roy (FCS:8308/COP:9147), Practicing Company Secretary from M/s A. K. Roy & Associates has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer’s Report of the total votes cast in favour and against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within two (2) working days from the conclusion of the meeting.

Dividend

28. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company’s Register of Members on Record Date i.e Monday 15th June, 2026 and those whose names appear as Beneficial Owners as at the close of the business hours on 15th June, 2026 as per the details to be furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose. Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance. Members are requested to completed their KYC compliance before 15th June, 2026.
29. With effect from November 18, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Payment shall be made subject to:

- Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/ RTA (for shareholders holding shares in physical form)
- Updating of bank details with DPs (for shareholders holding shares in dematerialized form)

[SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026 read with SEBI Listing Regulations]

30. Members may please note their bank details as registered against their demat account with their DP will be received by the Company through depository and will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request for change/ addition/ deletion of such bank details. Accordingly, the Members are requested to ensure that correct/latest complete bank details are updated against their demat account with their respective DPs.

31. In accordance with the provisions of the Income Tax

Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. The applicable rate depends on the shareholder's residential status, availability of valid PAN, tax treaty benefits (in case of non-resident shareholders) & special exemptions, if any, and submission of all requisite details & documents to the Company. For the prescribed TDS rates for various categories, please refer to the Income Tax Act, 2025 and the Finance Acts of the respective years.

32. To avail exemption of TDS for FY 2026, Member are requested to submit the tax exemption documents electronically on or before 11th June, 2026. Alternatively, the Members may submit the tax exemption documents by providing an email to the company secretary at sumankumar@smcindiaonline.com and/or the chief financial officer at vinodjamar@smcindiaonline.com. Key documents to be submitted as per Income Tax Rules 2026 for Tax Exemption Declaration:

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	Form 121 (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	i.) No Permanent Establishment Declaration ii.) Beneficial Ownership Declaration iii.) Tax Residency Certificate iv.) Copy of electronically filed Form 41 (erstwhile Form 10F) vi.) Any other document which may be required

**If PAN is incorrect/invalid/inoperative/not linked to Aadhar then tax will be deducted at higher rates and credit of TDS may not be available. [Section 397 of the Income Tax Act, 2025]*

IEPF- Unclaimed Dividends & Shares

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The shares transferred to IEPF Suspense Account including all benefits accruing on such shares, if any, can be claimed by the members from IEPF

Authority, after following the procedure prescribed under the Rules and as disclosed on the website of the Company at <https://smcindiaonline.com/wp-content/uploads/2021/05/Procedure-for-claiming-dividend-and-shares-from-IEPF-Authority-2.pdf>

During the year, the Company transferred ₹ 5,63,632 and ₹ 5,35,460 pertaining to Final Dividend of FY 2017-18 and Interim Dividend of FY 2018-19, respectively to the IEPF. Members who have not encashed their dividend warrants for last seven years are requested to write to the Company's Registrar and Transfer Agents and claim their dividends. The total amount of unclaimed dividend has been disclosed in the financial statements. The details of unclaimed dividends as on the date of this annual report, is as follows:

Sl. No.	Dividend and Year	% of Dividend declared	Dividend Per share	Date of declaration	Date of creation of unpaid dividend account	Last date of claim
1.	Final Dividend for FY 18-19	24%	0.48	28 th September, 2019	1 st November, 2019	31 st October, 2026
2.	Interim Dividend for FY 19-20	36%	0.72	4 th February, 2020	7 th March, 2020	6 th March, 2027
3.	Final Dividend for FY 19-20	12%	0.24	30 th September, 2020	2 nd November, 2020	1 st November, 2027
4.	Interim Dividend for FY 20-21	60%	1.20	10 th February, 2021	15 th March, 2021	14 th March, 2028
5.	Final Dividend for FY 20-21	40%	0.80	7 th August, 2021	8 th September, 2021	7 th September, 2028
6.	Interim Dividend for FY 21-22	60%	1.20	8 th November, 2021	13 th December, 2021	12 th December, 2028
7.	Final Dividend for FY 21-22	60%	1.20	7 th May, 2022	29 th July, 2022	26 th July, 2029
8.	Interim Dividend for FY 22-23	60%	1.20	6 th November, 2022	7 th December, 2022	6 th December, 2029
9.	Final Dividend for FY 22-23	60%	1.20	30 th June, 2023	2 nd August, 2023	1 st August, 2030
10.	Interim Dividend 23-24	60%	1.20	5 th February, 2024	8 th March, 2024	7 th March, 2031
11.	Final Dividend 23-24	60%	1.20	22 nd June, 2024	23 rd July, 2024	22 nd July, 2031
12.	Interim Dividend 24-25	60%	1.20	29 th January, 2025	1 st March, 2025	29 th February, 2032
13.	Final Dividend 24-25	60%	Rs. 1.20	28 th June, 2025	30 th July, 2025	29 th July, 2032
14.	Interim Dividend 25-26	30%	Rs. 0.60	2 nd Feb, 2026	6 th March, 2026.	5 th March, 2033.

KYC, PAN & Dematerialisation

35. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, MUFG Intime India Private Limited ("RTA").
36. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred/transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form by contacting their Depository Participants (DPs). Members can contact the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (RTA), by raising their request on their website. Further, with effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.
37. Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH13 (available on the Company's website at <https://www.smcindiaonline.com/investors/>) to update KYC and choice of Nomination (in case the same are not already updated), to MUFG Intime India Private Limited (Formerly Link Intime

India Private Limited) at, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058, the Company's Registrar and Share Transfer Agent. Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime India Private Limited.

38. 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/RTA.

Service Requests, Share Transfer & Nomination

39. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/ MIRSD_RTAM B/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA. It may be noted that any service request can be processed only after the folio is KYC compliant.
40. Members who have executed the transfer prior to April 1, 2019 but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form

and will carry a one year lock in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

41. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

Inspection of Documents

42. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours (11:00 A.M. to 1:00 P.M.) on all working days except on holiday's upto and including the date of the Annual General Meeting of the Company.
43. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM i.e. 26th June, 2026 during business hours. Members seeking to inspect such documents may send a request on the email id at sumankumar@smcindiaonline.com at least one working day before the date on which they intend to inspect the document.
44. 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 atleast seven days in advance of the Meeting.
45. Members are requested to visit the website of the Company i.e. 'www.smcindiaonline.com' at Investor's Corner Section for viewing the quarterly & annual financial results and for more information about the Company.

Other Instructions

46. Members who have any grievance/ complaints are requested to write to Company's RTA MUFG Intime and if required they may escalate to the Company Secretary. If the member is not satisfied with the response a complaint can be lodged on SCORES – SEBI portal. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
47. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
48. SEBI has introduced DigiLocker as a Digital Public Infrastructure to reduce unclaimed securities in the Indian Securities Market. DigiLocker is digital documents wallet of Government of India facilitating investors to securely store and access Issued Documents, demat holdings etc., along with a facility to appoint a nominee to their DigiLocker account. In the event of the investor's demise, such nominee(s) will be provided access to the digital information of the deceased investor to initiate the process of transmission of deceased investor's

financial assets or to pass the information to surviving joint holder or to legal heirs. [SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-3/ P/CIR/2025/32 dated March 19, 2025]

- 49** The relevant details with respect to “Director seeking re-appointment at this AGM” are provided as Annexure A. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

50 Process and manner for attending the general meeting through instameet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

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

Login method for shareholders to attend the General Meeting through InstaMeet:

- a. Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b. Select the “Company Name” and register with your following details:
- c. Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d. Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a. Shareholders who would like to speak during the meeting must register their request with the company at company’s registered email address.
- b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c. Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d. Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on link “Cast your vote”.

- b. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c. Click on 'Submit'.
- d. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

51 Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>

- a. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- b. Enter the OTP received on your registered email ID/ mobile number and click on login.
- c. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

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

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a. Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b. Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c. Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a. To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b. Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c. Enter the last 4 digits of your bank account / generate ‘OTP’
- d. Post successful registration, user will be provided with Login ID and password.
- e. Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- a. Visit URL: <https://www.evoting.nsdl.com>
- b. Click on the “Login” tab available under ‘Shareholder/ Member’ section.
- c. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a. Visit URL: <https://www.cdslindia.com>.
- b. Go to e-voting tab.
- c. Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

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

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

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. In123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 - User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. In123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- c. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
- d. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
 - o Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
 - o Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
 - o Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
- E. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- F. Enter Image Verification (CAPTCHA) Code.
- G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- a. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- b. Select 'View' icon. E-voting page will appear.
- c. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

- d. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- e. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a. Visit URL: <https://instavote.linkintime.co.in>
- b. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c. Fill up your entity details and submit the form.
- d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b. Click on “Investor Mapping” tab under the Menu section
- c. Map the Investor with the following details:
 1. ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 2. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 3. ‘Investor PAN’ - Enter your 10-digit PAN.
 4. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

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

- d. Enter “16-digit Demat Account No.”.
- e. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a. Visit URL: <https://instavote.in.mpms.mufg.com> and login with InstaVote Login credentials.
- b. After successful login, you will see “Notification for e-voting”.
- c. Select “View” icon for “Company’s Name / Event number”.
- d. E-voting page will appear.
- e. Download sample vote file from “Download Sample Vote File” tab.
- f. Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g. Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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

acing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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

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

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

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

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

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

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

General Instructions - Shareholders

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

Explanatory Statement setting out all material facts concerning each of the Business (es) to be transacted at the 32nd Annual General Meeting of the Company

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 5 in the accompanying Notice of the Annual General Meeting are annexed herewith:-

Item no. 5: Approval for raising funds by way of borrowing and issuance of debt securities

The shareholders of the Company in the 29th Annual General Meeting of the Company held on 30th June, 2023 enhanced the borrowing limit under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with its allied rules (including any amendment or modifications thereof) to Rs. 3000 crores, with the authority to the Board to borrow as per the requirements of the Company. In this regard, the Board of Directors at their meeting held on 02nd May, 2026 proposed to seek fresh approval of the shareholders for the current financial year i.e. 2026-27, to authorize the Board of Directors to borrow through issuance of debentures within the borrowing limits approved by the shareholders in 29th Annual General Meeting.

The Members may note that, to augment the working capital needs of the Company and to maintain sufficient liquidity, the Company proposes to raise the funds during the year, from various categories of Lenders and/or Investors inter-alia including Banks either Indian Bank and/or Branches of Foreign Banks, Corporates, Mutual Funds, Qualified Institutional Buyers (QIBs), Foreign Portfolio Investors (FPIs), Pension Funds, Multilateral and Regional Financial Institutions/Lenders, and other person or entities (as may be permissible under the applicable law(s)) either by way of Borrowings (Secured/Unsecured/Term Loan/Working Capital Loan/External Commercial Borrowings) or through issuance of Non-Convertible Debt Securities, which may include issuance of secured or unsecured, senior or subordinated, listed or unlisted, rated or unrated, structured, redeemable, taxable, Non-Convertible Debentures (NCDs), Market Linked Debenture and /or Issuance of Commercial Papers.

In accordance with the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a

Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "Non-Convertible Debentures", it shall be sufficient for the Company to pass a previous Special Resolution only once a year for all the offers or invitations for such debentures during the year.

In this regard, the Company might during the year propose issuance of Non-Convertible Debentures to meet its working capital requirements. In order to augment need of ongoing working capital, the Company may come up with issuance of Non-Convertible Debentures either on private placement basis or public issue basis. Accordingly, to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable Rules, approval of the Members of the Company by way of Special Resolution is sought for fund raising through various modes including issuance of debentures either on private placement basis or public issue basis, within the limits approved by the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise the said resolution, except to the extent of Debt Securities that may be subscribed by them or by companies/firms in which they are interested.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 5 for approval of the Members.

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

Sd/-

Suman Kumar

E.V.P. (Corporate Affairs & Legal),

Company Secretary & General Counsel

Date: 02nd May, 2026

Place: New Delhi

Annexure A

**Additional information on directors recommended for appointment /
re-appointment as required under Regulation 36 of the LODR Regulations
and applicable secretarial standards**

Name of Director and DIN	Mr. Ajay Garg Director & CEO (DIN: 00003166)	Mr. Anurag Bansal Whole Time Director (DIN: 00003294)
Age/Date of birth	52 years	51 years
Nationality	Indian	Indian
No. of shares held including shareholding as beneficial owner	16,83,200 (0.80%)	5,00,000 (0.24%)
Qualification	Fellow Member of ICAI	Fellow member of the Institute of Chartered Accountants of India (ICAI), he is also a member of the Institute of Cost Accountants of India (ICMAI). He holds a Bachelor's degree in Commerce from the University of Punjab in 1994.
Brief profile and nature of expertise in specific functional areas	<p>Mr. Ajay Garg is the Director and Chief Executive Officer of the SMC Group. A Rank holder and Fellow Member of the Institute of Chartered Accountants of India (ICAI), he brings close to three decades of comprehensive experience in securities, commodities, and currency markets, with deep insight into the complexities of the capital markets.</p> <p>In his role, he leads the core businesses of Broking and Clearing services at SMC and also oversees the NRI and FPI verticals. His responsibilities encompass business development, risk management, technological innovation, brand strategy, and marketing for the entire group. With a steadfast belief in the power of technology, he has played a pivotal role in modernizing the company's operations and expanding its national and international network of brokers and sub-brokers.</p>	<p>Mr. Anurag Bansal is a highly accomplished professional with a distinguished track record in the financial services industry. He has been serving as the Whole-Time Director of the Company since March 28, 2009, and also holds the position of Whole Time Director in SMC Capitals Limited and as Director in Pulin Investments Private Limited. A rank holder and fellow member of the Institute of Chartered Accountants of India (ICAI), he is also a member of the Institute of Cost Accountants of India (ICMAI). He holds a Bachelor's degree in Commerce from the University of Punjab, earned in 1994, and has been an Associate of ICMAI since 2016 and a member of ICAI since 1997. With deep-rooted expertise in capital markets, Mr. Bansal plays a central role in steering the Company's core business verticals, including Investment Banking, Institutional Equities, and the Distribution division. He also oversees the Company's legal and strategic functions, contributing significantly to key corporate initiatives and high-level decision-making. His strategic vision, financial acumen, and operational leadership have been critical in driving sustained growth and long-term value creation. Through his unwavering focus on innovation and performance, Mr. Bansal continues to shape and strengthen the Company's market position and Corporate trajectory.</p>

Name of the Companies in which he holds directorships as on March 31, 2026	Director & CEO - SMC Global Securities Limited, Managing Director- SMC Global IFSC Private Limited, Director-SMC Insurance Brokers Private Limited, & Director- Dee Faces Herbal Private Limited.	Whole Time Director in SMC Global Securities Limited and Whole Time Director in SMC Capitals Limited.
Name of the Committees in which he holds membership/ chairmanship as on March 31, 2026	<ul style="list-style-type: none"> • Member of Risk Management Committee of SMC Global Securities Ltd. • Member of Nomination and Remuneration Committee and Audit Committee of SMC Insurance Brokers Pvt Ltd • Chairman of CSR Committee of SMC Insurance Brokers Pvt Ltd 	<ul style="list-style-type: none"> • Member of Stakeholder Relationship Committee of SMC Global Securities Limited • Chairman of Risk Management Committee of SMC Global Securities Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Names of listed companies in which the person has resigned in past three years.	Resigned as Director from Moneywise Financial Services Private Limited.	None
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018.	Mr. Ajay Garg, Director & CEO is not debarred from holding office of Director pursuant to any order(s) of SEBI or any other authority.	Mr. Anurag Bansal, Whole Time Director is not debarred from holding office of Director pursuant to any order(s) of SEBI or any other authority.

For other details such as number of meetings of the board attended during the year, remuneration drawn in respect of above directors, please refer to the Director's Report and Corporate Governance Report.