

**CIN: U74899DL1994PLC063201****NOTICE OF 21<sup>st</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 21<sup>th</sup> Annual General Meeting of the Members of **SMC Capitals Limited** will be held on Thursday, the 29<sup>th</sup> Day of September of 2016, at 12:30 P.M at its Registered office i.e., 11/6B, 1<sup>st</sup> Floor, Shanti Chambers, Pusa Road, New Delhi – 110005, to transact with or without modifications as may be permissible, the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt :
  - a) The Audited Financial Statements of the company for the Financial Year ended on **31<sup>st</sup> March, 2016**, the report of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in the place of **Ms. Shweta Aggarwal (DIN: 01385796)** who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible to offer herself for re-appointment.
3. To Ratify the Continuation of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:
4. **"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the appointment of M/s SNMG & CO, Chartered Accountants, (Firm Registration No. 087004), who were appointed as the statutory auditors in the 19<sup>th</sup> Annual General Meeting for the financial year 2013-2014 till the conclusion of 21<sup>st</sup> Annual General Meeting for the financial year 2016-2017 of the Company, be and is hereby ratified to hold office from conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2017.



**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution

**SPECIAL BUSINESS:**

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**REGULARIZATION OF MR. ANURAG BANSAL (DIN: 00003294) FROM  
ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY.**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and 161 and other applicable provisions (including any statutory modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Anurag Bansal (DIN:00003294), who was appointed as an Additional Director with effect from 2nd November, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013, whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from a member in writing, proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and the period of his office is liable to determined by rotation.”

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**INCREASE IN LIMIT OF INTER-CORPORATE LOANS AND INVESTMENTS  
PURSUANT TO SECTION 186 OF COMPANIES ACT 2013.**

**“RESOLVED THAT** pursuant to Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded to authorize the Board or the Committee constituted by them in terms of Section 186 of the Companies Act, 2013 to



- a) make any loan to any person or other body corporate;
- b) give any guarantee, or provide security, in connection with a loan made by any other person to, or to any other person by, anybody corporate; and
- c) acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,  
exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account, or 100 % (one hundred percent) of its free reserves and securities premium account but, not exceeding Rs.25,00,00,000/- (Rupees Twenty five Crores) at any time as the Board of Directors or the Committee constituted by them may deem fit from time to time as per need of the Company.

**“FURTHER RESOLVED THAT** the consent of the members of the Company, be and are hereby accorded and clarify that where the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board or Committee may exceeds the aforesaid limits but cannot exceed Rs.25,00,00,000/- (Rupees Twenty five Crores) at any time, and investment or loan shall be made or guarantee may be given or security may be provided from time to time on the discretion of the Board or the Committee constituted by them.”

**BY ORDER OF THE BOARD**

**FOR SMC Capitals Limited**



**Khushboo Khandelwal**  
**Company Secretary**  
**Date: 11<sup>th</sup> August, 2016**  
**Place: New Delhi.**

**NOTES:**

1. 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.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. 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.
4. 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.
5. The Register of Director's shareholding will be available for inspection at the meeting. Members/Proxies should bring the attendance slips duly filled in for attending the meeting and further requested to bring their copy of annual report.
6. Members seeking any information(s)/document(s) relating to the Accounts, Legal and other matters with respect to the businesses to be transacted at the Annual General Meeting may write to the Company Secretary at the Registered Office of the Company at least seven days in advance of the Meeting.

**BY ORDER OF THE BOARD**

**FOR SMC Capitals Limited**

A circular stamp with the text "SMC CAPITALS LIMITED" around the perimeter. In the center, there is a handwritten signature that appears to be "Khushboo".

**Khushboo Khandelwal  
(Company Secretary)**

**Date: 11<sup>th</sup> August, 2016**

**Place: New Delhi.**

**EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013.**

**4. REGULARIZATION OF MR. ANURAG BANSAL (DIN: 00003294) FROM ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY.**

Mr. Anurag Bansal (DIN: 00003294) was appointed as an Additional Director by the Board of Directors of the Company with effect from 2<sup>nd</sup> November, 2015 Pursuant to provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidatures of Mr. Anurag Bansal (DIN: 00003294) for the office of Director of the Company.

**5. INCREASE IN LIMIT OF INTER-CORPORATE LOANS AND INVESTMENTS PURSUANT TO SECTION 186 OF COMPANIES ACT 2013.**

Pursuant to section 186 of the companies Act, 2013 and other apical rules thereon, the company can make loans to give guarantees provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of 60% of its paid- up share capital and free reserve and security premium account or 100% of its free reserves and security premium account whoever is higher. With the approval of the Board of director where the aggregate of loans and investments made guarantees given in securities provided exceeds the aforesaid limits. Prior approval of the shareholders is required by way of a special resolution.

The company is constantly reviewing opportunities for expansion of its business operations directly or through its holding, fellow subsidiaries/ other bodies corporate or persons and would therefore, be required to provide financial support by way of loan(s)/ and/ or guarantee(s) and / or security(ies)/ investment in securities of any other person/ holding, fellow subsidiaries/ other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring speedy implementation of various project of such persons / companies.

It is, therefore proposed that the Board of directors of the Company be authorized to invest by way of subscription and/ or purchase of securities, grant of loan(s), giving of guarantee(s) and / or providing of security(ies) for an amount not exceeding Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) from time to time in/ to one or more of the persons./ entities i.e. holding, fellow subsidiaries/ other bodies corporate. The source of funds for making these investments would be met from borrowings/ surplus funds generated by the Company through operations or from such other sources as the board may deem appropriate. Since the above investments loans, guarantees and/ or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the shareholders is required from the same.



The proposal outlined above is in the interest of the company and the Board recommend the resolution set out in the accompany notice.

Except directors and key Managerial Personnel's of the Company who are/ may be Directors/ shareholder in one or more persons/ bodies corporate described hereinabove.  
No other director or key managerial Personnel of the company is concerned or interested in the said resolution.

**BY ORDER OF THE BOARD**

**FOR SMC Capitals Limited**



**Khushboo Khandelwal**  
**(Company Secretary)**  
**Date: 11<sup>th</sup> August, 2016**  
**Place: New Delhi.**

**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]

CIN: U74899DL1994PLC063201

Name of the Company: **SMC Capitals Limited**

Registered Office: **11/6B, 1<sup>st</sup> Floor, Shanti Chambers, Pusa Road, New Delhi – 110005.**

Name of the Member (s) :	
Registered Address :	
E-mail ID :	
Folio No./ Client ID :	
DP ID :	

I/We, being the member (s) of ..... shares of the above named Company, 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 21<sup>st</sup>(Twenty first) Annual General Meeting of the Members of SMC Capitals Limited will be held at "11/6B, 1<sup>st</sup> Floor, Shanti Chambers, Pusa Road, New Delhi – 110005 on Thursday, the 29<sup>th</sup> Day of September, 2016 at 12:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Option	
		For	Against
<b>Ordinary Resolution</b>			
1.	To Consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2016, the Reports of the Directors and Auditors thereon.		
2.	To Appoint a Director in the place of <b>Shweta Aggarwal, (01385796)</b> who retires by rotation and being eligible, offer herself for re-appointment.		
3.	To Ratify the Re-appointment of M/s SNMG & Co. (Chartered Accountants) Statutory Auditors and fix their remuneration.		
<b><u>Special Business</u></b>			
4.	To consider, and if thought fit, to pass, with or without modification(s), the following resolution:  Regularization of Mr. Anurag Bansal (DIN: 00003294) from Additional Director to Director of the company.		



<b>Special Resolution</b>			
5.	Increase In Limit Of Inter-Corporate Loans And Investments Pursuant To Section 186 Of Companies Act 2013		

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

<p>Affix Revenue Stamp not less than Re. 0.15</p>
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**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)**

CIN: U74899DL1994PLC063201

Name of the Company: SMC Capitals Limited

Registered Office: 11/6B, 1<sup>st</sup> Floor, Shanti Chambers, Pusa Road, New Delhi – 110 005.

REGD. FOLIO NO.	
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 21<sup>st</sup> (Twenty First) Annual General Meeting of the Members of SMC Capitals Limited will be held at “11/6B, 1<sup>st</sup> Floor, Shanti Chambers, Pusa Road, New Delhi – 110005” on Thursday, the 29<sup>th</sup> Day of September, 2016 at 12:30 P.M.

Name of the Member/Proxy In Block Letters	Name of the Member/Proxy In Block Letters
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**Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.**

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**ROUTE MAP**

