

**SMC CREDITS LIMITED**

24, Ashoka Chambers, 5-B Rajindra Park, Pusa Road, New Delhi – 110060

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**NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the company will be held on Thursday, the 30<sup>th</sup> September, 2021 at 5.00 P.M at the registered office of the Company to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the company for the financial year ended 31<sup>st</sup> March, 2021, together with the report of the Board of Directors and Auditors' thereon.
2. To appoint the Director in place of Mr. Prasaresh Arya (DIN : 00006507) who retire by rotation and being eligible, offer himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Change in designation of Mr. Prasaresh Arya (DIN: 00006507) from Executive Director, Chairmanship to Non-Executive Non Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to all the applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Prasaresh Arya (DIN: 00006507), who is Executive Director, Chairman, be and is hereby re-designated as Non-Executive Non Independent Director of the Company, effective from September 08, 2021 and whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. **Appointment of Mr. Rajesh Goenka (DIN: 00298227) as a Director of the Company, liable to retire by rotation**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, and upon the recommendation of Nomination and Remuneration Committee, Mr. Rajesh Goenka (DIN: 00298227), who was appointed as an Additional Director of the Company with effect from 08 September 2021, and whose term expires at ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company and whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

#### **5. Appointment of Mr. Rajesh Goenka (DIN: 00298227) as Whole Time Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“The Act”) and any other applicable provisions of the Companies Act, 2013 and Rule made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereof for the time being in force) and such other approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, if any required and as agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) without any further approval of the members of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Rajesh Goenka (DIN: 00298227), as “Whole Time Director and CFO” of the Company, liable to retire by rotation for a period of Three (3) years with effect from September 08, 2021 on the terms and conditions including remuneration (which includes the payment of salary, allowances, as detailed in explanatory statement attached hereto, with powers to Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable in accordance with the applicable law from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Rajesh Goenka.

**RESOLVED THAT** the overall remuneration payable to Mr. Rajesh Goenka including any Annual increments from time to time as stated in explanatory statement shall not exceed the maximum permissible limits as prescribed under the Companies Act, 2013, except with the previous approval of the Central Government, if any.

**RESOLVED FURTHER THAT** the allowances shall be evaluated as per the provisions of the income Tax Rules in force from time to time, wherever applicable in the absence of any such rules, allowance shall be evaluated at actual cost.

**RESOLVED FURTHER THAT** in case of inadequacy of profits /or no profits in the Company in any financial year during the currency of his tenure, the Company will be subject to applicable laws, pay remuneration by way of salary and allowances and subsequent revisions to Mr. Rajesh Goenka, as may be decided by the Board of Directors as minimum remuneration with the previous approval of the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination & Remuneration Committee be and is hereby authorized to alter/ vary the terms & conditions from time to time as it may deem fit subject to necessary approvals, if any, in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Rajesh Goenka shall be subject to retire by rotation during his tenure as Whole Time Director and shall be reappointed as Director immediately on retirement by rotation and re-appointment shall not be deemed to constitute a break in his appointment as Whole Time Director & CFO.

**RESOLVED FURTHER THAT** the Board (including its Committee thereof) be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**6. Appointment of Ms. Jyoti Rajshree (DIN: 09311715) as an Independent Director of the Company To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as an Ordinary Resolution(s):**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and consent of the members of the Company be and is hereby accorded for appointment of Ms. Jyoti Rajshree (DIN: 09311715), as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from September 08, 2021 and whose period of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

Place : New Delhi  
Dated : 08.09.2021

By Order of the Board  
-Sd-  
Suma Ashish Parikh  
Company Secretary & Compliance officer

**NOTES:**

- 1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.**

A person can act as 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. 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.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 17. The Company will also send communication relating to remote e-voting which inter alia would contain details of User ID and password.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution 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. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
6. The Company has notified closure of Register of Members and Share Transfer Books from Friday, 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021, both days inclusive.
7. The Notice of 29<sup>th</sup> Annual General Meeting and Annual Report for the year 2020-21 are being sent only by electronic mode to those Members whose email address was registered with the Company/Depositories unless any Member has requested for a Physical Copy of the same. Members may please note that this Notice and Annual Report for the year 2020-21 has been uploaded on the Company's website: [www.smccredits.com](http://www.smccredits.com), website of the Stock Exchange i.e. BSE Ltd at [www.bseindia.com](http://www.bseindia.com) and on the website of Registrar and Share Transfer Agent ('RTA') of the Company i.e. Beetal Financial & Computer Services Pvt. Ltd at <https://www.beetalfinancial.com>.
8. Members who have not registered their e-mail address with the Company can now register the same by sending an email to Company Secretary and Compliance Officer of the Company at [smccorp011@gmail.com](mailto:smccorp011@gmail.com) and/or by sending a request to RTA through email [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
9. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at its email id [smccorp011@gmail.com](mailto:smccorp011@gmail.com) at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandate immediately to the Company/ to the RTA i.e. M/S Beetal Financial & Computer Service Private Limited.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their

PAN to their Depository Participant with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN to the Company/ to the RTA i.e. Beetal Financial & Computer Service Private Limited.

12. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic/demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with the RTA i.e. Beetal Financial & Computer Service Private Limited.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA i.e. Beetal Financial & Computer Service Private Limited, for consolidation into a single folio.
14. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copy of the Notice, Annual Report, remote e-voting ID & Password and all other communications from the Company electronically.
15. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
16. Information and other instructions relating to e-voting are as under:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
  - II. In pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participant (s) (‘DPs’) in order to increase the efficiency of the voting process
  - III. Individual demat account holders would be able to cast their vote without having to register again with the eVoting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
  - IV. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The remote e-voting period will commence 27<sup>th</sup> September, 2021 (09:00 a.m.) and ends on 29<sup>th</sup> September, 2021 (5:00 p.m). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VII. The process and manner for remote e-voting are as under:
- A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period  
Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csneerajarora@gmail.com](mailto:csneerajarora@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or

**Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [smccorp011@gmail.com](mailto:smccorp011@gmail.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [smccorp011@gmail.com](mailto:smccorp011@gmail.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 23<sup>rd</sup> September, 2021.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2021 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.:1800-222-990.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. The Board of Directors have appointed Mr. Neeraj Arora, Practising Company Secretary (M. No. F10781 & C.P. No. 16186) as the Scrutinizer to scrutinize the remote e-voting process and voting at the e-AGM in a fair and transparent manner.

- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be done, allow voting with the assistance of scrutinizer by using “Ballot Paper” for those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.smccredits.com](http://www.smccredits.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd., Mumbai.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

5. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to .i.e. [smccorp011@gmail.com](mailto:smccorp011@gmail.com).
6. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [smccorp011@gmail.com](mailto:smccorp011@gmail.com).
17. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [smccorp011@gmail.com](mailto:smccorp011@gmail.com).
18. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [smccorp011@gmail.com](mailto:smccorp011@gmail.com). The same will be replied by the company suitably.
19. Pursuant to regulation of 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Directors for reappointment vide item no. 5 & 6 as follows :

S.N	Particulars	Mr. Rajesh Goenka	Ms. Jyoti Rajshree
1	DIN	00298227	09311715
2	Date of Birth	July 17, 1964	September 16, 1982

3	Date of appointment	08/09/2021	08/09/2021
4	Qualifications	<a href="#">B.COM</a>	LLB
5	Experience in specific functional areas	He has experience of more than 20 years in Finance. He possesses rich experience in the field of finance, Taxation, corporate laws and commercial disciplines.	She has experience of more than 10 years in the filed of Law and possesses rich experience in the field of Law.
6	Directorship held in other listed entities	Valour Construction Ltd. (listed on Calcutta Stock Exchange)	N.A.
7	Membership/ Chairmanship of Committees of listed entities (including only Audit Committee and Stakeholders Relationship Committee)	N.A.	N.A.
8	Number of Shares held in the Company	NIL	NIL
9	Relationship with any Director(s) of the Company	N.A.	N.A.

Place : New Delhi

Dated : 08.09.2021

By Order of the Board

-Sd-  
Suma Ashish Parikh  
Company Secretary & Compliance officer

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following statement sets out all material facts relating to the Special Business mentioned in Item No. 3, 4, 5 & 6 of the accompanying notice:

**ITEM NO. 3**

**Change in designation of Mr. Prasahesh Arya (DIN: 00006507) from Executive Director, Chairmanship to Non-Executive Non-Independent Director of the Company**

The Board of Directors at its meetings held on September 08, 2021, based on the recommendation of Nomination & Remuneration Committee, approved the Change in Designation of Mr. Prasahesh Arya (DIN: 00006507) from Executive Director, Chairman to Non-Executive Non-Independent Director of the Company.

Hence, the Committee and the Board of the Director have proposed to re-designate him as Non-Executive Director of the Company. The said change shall take effect from September 08, 2021 and requires the approval of the Shareholders of the Company by way of special resolution.

Therefore, the matter is recommended to the shareholders for their approval for appointment of the Company.

None of the Directors and/or Key Managerial personnel of the Company and their relatives, except Mr. Prasahesh Arya and his relatives, are in any way concerned or interested in the proposed change in designation of Mr. Prasahesh Arya as Non-Executive Non-Independent Director of the Company.

The Board recommends the Special Resolution as set out at item no. 3 for approval by the Members.

**ITEM NO. 4**

**Appointment of Mr. Rajesh Goenka (DIN: 00298227) as Director of the Company:**

Mr. Rajesh Goenka (DIN: 00298227) was appointed by the Board at the meeting held on September 08, 2021, on the recommendation of the Nomination & Remuneration Committee (“the Committee”), appointed in terms of Section 161 of the Companies Act, 2013 (“the Act”), as an Additional Director with effect from September 08, 2021, in terms of provisions of Section 161 of the Companies Act, 2013, and Rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Accordingly, Mr. Rajesh Goenka (DIN: 00298227), as an Additional Director, holds office upto this Annual General Meeting. The Board at the aforesaid meeting, recommended for the approval of the

Members, the appointment of Mr. Rajesh Goenka as a Director of the Company as set out in the Resolution relating to his appointment.

Brief Profile of Mr. Rajesh Goenka is mentioned in the Note no. 17 of the Notice. Except, Mr. Rajesh Goenka, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested or concerned in the Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

## **ITEM NO. 5**

### **Appointment of Mr. Rajesh Goenka (DIN: 00298227) as Whole Time Director & CFO of the Company:**

The Special Resolution relates to the appointment of Mr. Rajesh Goenka (DIN: 00298227) as Whole Time Director & CFO of the Company. The Board of Directors at its meetings held on 08<sup>th</sup> September, 2021, subject to approval of members and upon the recommendation of Nomination and Remuneration Committee, have approved the appointment of Mr. Rajesh Goenka as Whole Time Director and CFO of the Company for a period of 3 (Three) years with effect from September 08, 2021 to September 07, 2024 on the terms and conditions including remuneration as revised (which includes the payment of salary and allowances) as stated below:

Basic Salary- Rs. 37,500/- per month, as decided by the Board of Directors from time to time.
Allowances: 52,500/- per month, as decided by the Board of Directors from time to time
Other Rules of the Company which are applicable to his grade shall also be applicable on him.

Mr. Rajesh Goenka has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings (“SS-2”) are given in the notice.

None of the Directors or Key Managerial Personnel of the Company, except Mr. Rajesh Goenka is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

## **ITEM NO. 6**

### **Appointment of Ms. Jyoti Rajshree (DIN: 0009311715) by appointing her as Independent Director of the Company**

The Members are hereby informed that in reference to Resignation of Ms. Sukeerti Arya, as an Independent Director which is to be effective from 08<sup>th</sup> September, 2021, the Company was required to comply with the optimum composition of Board in compliance with provision of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to appoint an Independent Director to the Board of the Company.

Therefore, for the said purpose the Board of Directors of the Company ('the Board') vide their meeting held on 08<sup>th</sup> September, 2021 had appointed Ms. Jyoti Rajshree (DIN: 0009311715) as an Additional Director in the capacity of Independent Director of the Company for the term of 5(Five) years with effect from the 08<sup>th</sup> September, 2021 in terms of Section 161 of the Companies Act, 2013 ('the Act') on the recommendation of the Nomination & Remuneration Committee ('the Committee').

Ms. Jyoti Rajshree holds office of Additional Director only upto the date of forthcoming Annual General Meeting of the Company and being eligible offers herself for re-appointment. Further, In accordance with the provisions of Section 149, 152 of the Companies Act, 2013, appointment of an Independent Director requires approval of members. Ms. Jyoti Rajshree is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. The Company has received a declaration from Ms. Jyoti Rajshree that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In the opinion of the Board \_she fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Further pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Jyoti Rajshree, aged 39years, has done L.L.B. from CCS University in the year 2010, Since then she is Practicing as an Independent Lawyer. She possesses rich experience in the field of Law.

A copy of draft letter of appointment of Ms. Jyoti Rajshree as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Board recommend the Resolution set out at Item No. 6 of the accompanying Notice for approval of the shareholders of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Ms. Jyoti Rajshree herself.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

**SMC CREDITS LIMITED**

CIN: L65910DL1992PLC049566

Registered Office: 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road, New Delhi 110 060

**PROXY FORM**

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

**Name of the Member(s):****E mail id:****Registered Address:****Folio No/ \*Client Id:****\*DP Id:****I/We, being the member(s) of holding ..... shares of Smc Credits Limited, hereby appoint:**

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_ or failing him

2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_ or failing him

3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail ID \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 30<sup>th</sup> September, 2021 at 5.00 p.m at 24, Ashoka Chambers, 5-B, Rajindra Park, Pusa Road, New Delhi-110060 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For	Against
1	To receive, consider and adopt the financial statements of the company for the financial year ended 31st March, 2021, together with the report of the Board of Directors and Auditors' thereon.		
2	To appoint the Director in place of Mr. Prasaresh Arya (DIN: 00006507) who retire by rotation and being eligible, offer himself for re-appointment.		
3	Change in designation of Mr. Prasaresh Arya (DIN: 00006507) from Executive Director, Chairmanship to Non-Executive Non-Independent Director of the Company		
4	Appointment of Mr. Rajesh Goenka (DIN: 00298227) as an Director of the Company, liable to retire by rotation		
5	Appointment of Mr. Rajesh Goenka (DIN: 00298227) as Whole Time Director of the Company		
6	Appointment of Ms. Jyoti Rajshree (DIN: 09311715) as an Independent Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021



Affix  
Re.1/-  
Revenue  
Stamp

\_\_\_\_\_  
Shareholder

Signature of

\_\_\_\_\_  
\_\_\_\_\_  
Signature of first proxy holder  
proxy holder

\_\_\_\_\_  
Signature of second proxy holder

Signature of third

**Notes:**

**(1) 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.**

**(2) A Proxy need not be a member of the Company.**

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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) This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated