

SMC CREDITS LIMITED

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

CIN: L65910DL1992PLC049566

Email id: smccorp011@gmail.com Ph: 011-45012880

Website: www.smccredits.com

NOTICE

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE "SHAREHOLDERS" OR "MEMBERS") OF SMC CREDITS LIMITED ("COMPANY") THAT AN EXTRA ORDINARY GENERAL MEETING OF THE COMPANY WILL BE HELD ON MONDAY, THE 22ND DAY OF JULY, 2024, AT 10:00 A.M. AT 24, ASHOKA CHAMBERS, 5-B, PUSA ROAD, RAJINDRA PARK, DELHI-110060 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS(ES):

1. TO APPOINT MR. MANISH MANWANI (DIN: 03111938) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded that Mr. Manish Manwani (DIN: 03111938) who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from 25th April, 2024, pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years effective from 25th April, 2024 to 24th April, 2029 and whose office shall be not liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

Registered Office:

24, Ashoka Chambers,

5-B, Pusa Road,

Rajindra Park, Delhi-110060

Email: smccorps011@gmail.com

Website: www.smccredits.com

Date: 22nd June, 2024

Place: Delhi

By Order of the Board of Directors

SMC Credits Limited

SD/-

Rajesh Goenka

Whole Time Director

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "EGM") 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 EGM.

1. 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. Every member entitled to vote at the meeting or on any resolution to be moved thereat shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. 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.
4. In pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the EGM. In this regard a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative is required to be provided to the company.
5. Members / Proxies should fill the attendance slip for attending the EGM. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
6. 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.
7. 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 between 9:30 a.m. to 11:30 a.m., except Saturdays, up to the date of the extra ordinary general meeting.
8. The Company has fixed **Monday, July 15, 2024** as the **Cut-off Date** for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. **Monday, July 15, 2024** only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
9. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the EGM) through

NSDL, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of EGM of the Company.

10. The remote e-voting period begins on **Friday, July 19, 2024 at 9:00 a.m. (IST) and ends on Sunday, July 21, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. **Monday, July 15, 2024** may cast their votes electronically. The remote e-voting module shall be disabled after 05:00 p.m. (IST) on Sunday, July 21, 2024.

The facility for voting through ballot paper shall be made available at the EGM 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.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently

DATA UPDATION FOR SMOOTH PROCESSING

Updation of PAN, email address and other details

11. Members may please note that this Notice has been uploaded on the Company's website: www.smccredits.com, website of the Stock Exchange i.e. BSE Ltd at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com

In terms of the aforesaid MCA Circulars, SEBI Circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 the Company has sent the Notice of EGM only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- i. Shareholders holding shares in physical form, are requested to register/ update their email addresses by submitting physical copy of Form ISR-1 to the RTA along with relevant documents at below mentioned address:

BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.

BEETAL HOUSE, 3rd Floor, 99 Madangir, Behind LSC

Near Dada Harsukhdas Mandir, New Delhi-110062

- ii. Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.

12. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts if not yet updated. Members holding shares in physical form can submit their PAN details to R&TA/Company.

13. Relevant Information for the shareholders regarding furnishing of PAN, KYC and Nomination Details by the Holders of Physical Securities in Terms of SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has been provided in **Annexure-B** attached to this Notice.

14. Members are requested to note that SEBI vide circular dated January 25, 2022 has mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing service requests for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition purposes.
- Members holding shares in physical mode are requested to get their holdings converted into dematerialised mode.
15. 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 in at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.
16. 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.
17. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday 19th July, 2024 at 09:00 A.M. and ends on Sunday, July 21, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 15th July, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th July, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial

<p>demat mode with NSDL.</p>	<p>Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. 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. 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 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking

	<p>the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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 a request at evoting@nsdl.com 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 neerajarora.pcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, Phone No. 022-24994545 or at evoting@nsdl.com

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:

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
 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. 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.com 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.
18. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request latest by Sunday, July 21, 2024 mentioning their name, demat account number/folio number, email id, mobile number at smccorp011@gmail.com.
19. 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. The same will be replied by the company suitably.

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

ITEM NO.1

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee has appointed Mr. Manish Manwani (DIN: 03111938) as an Additional Director in the category of Non-Executive Independent Director on the Board for first term of five (5) years with effect from 25th April, 2024 and his office shall be not liable to retire by rotation, subject to approval of the Shareholders of the Company.

Further, in terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with SEBI Listing Regulations 2015.

The Company has received from Mr. Manish Manwani (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Brief Profile of Mr. Manish Manwani

Mr. Manish Manwani is an Associate member of The Institute of Company Secretaries of India (ICSI) and Registered Valuer registered with Insolvency and Bankruptcy Board Of India (IBBI) under asset class Securities or Financial Assets and member of ICSI-Registered Valuer Organization (RVO), has a Bachelor's Degree in Commerce from Sagar University of Madhya Pradesh and also Cleared the Chartered Financial Analysts (CFA) Level – II From CFA Institute United States of America. He has remarkable exposure and over a decade of experience in Corporate Law Advisory, Compliance Issues, Valuations and Advising on Various Corporate, Legal, Secretarial and Financial Matters.

The Board considers that the association of Mr. Manish Manwani would benefit the Company, given the knowledge, experience and performance of Mr. Manish and accordingly, the Board recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

As required under Regulation 36(3) of the SEBI Listing Regulations 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings, other requisite information is annexed hereto and forms part of this Notice and marked as **Annexure-A**.

A copy of Appointment Letter of Mr. Manish Manwani as Non-Executive Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

Except Mr. Manish and his relatives, none of the other Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item No. 1 of the Notice for approval by the members as Special Resolution.

Registered Office:

24, Ashoka Chambers,

5-B, Pusa Road,

Rajindra Park, Delhi-110060

Email: smccorps011@gmail.com

Website: www.smccredits.com

By Order of the Board of Directors

SMC Credits Limited

SD/-

Rajesh Goenka

Whole Time Director

Date: 22nd June, 2024

Place: Delhi

ANNEXURE-A TO THE EXPLANATORY STATEMENT

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT IS PROVIDED HEREIN BELOW

DETAILS OF MR. MANISH MANWANI

Name of the Director	Manish Manwani
DIN	03111938
Date of Birth/Age	27 th October, 1989
Qualification(s)	He is an Associate member of The Institute of Company Secretaries of India (ICSI) and Registered Valuer registered with Insolvency and Bankruptcy Board Of India (IBBI) under asset class Securities or Financial Assets and member of ICSI-Registered Valuer Organization (RVO), has a Bachelor's Degree in Commerce from Sagar University of Madhya Pradesh and also Cleared the Chartered Financial Analysts (CFA) Level – II From CFA Institute United States of America.
Nature of Expertise in specific functional areas	He has remarkable exposure and over a decade of experience in Corporate Law Advisory, Compliance Issues, Valuations and Advising on Various Corporate, Legal, Secretarial and Financial Matters.
Brief Resume	Mr. Manish Manwani is an Associate member of The Institute of Company Secretaries of India (ICSI) and Registered Valuer registered with Insolvency and Bankruptcy Board Of India (IBBI) under asset class Securities or Financial Assets and member of ICSI-Registered Valuer Organization (RVO), has a Bachelor's Degree in Commerce from Sagar University of Madhya Pradesh and also Cleared the Chartered Financial Analysts (CFA) Level – II From CFA Institute United States of America. He has remarkable exposure and over a decade of experience in Corporate Law Advisory, Compliance Issues, Valuations and Advising on Various Corporate, Legal, Secretarial and Financial Matters.
Terms & Conditions of appointment/reappointment	He is being appointed as Non-Executive Independent Director for a term of 5 years stating from 25th April, 2024 and whose office shall not be liable to retire by rotation
Remuneration last drawn (sitting fees and commission)	NIL

Remuneration proposed to be paid	Mr. Manish Manwani will be paid Sitting Fee
Date of First Appointment	25 th April, 2024
Shareholding: 1. In the Company 2. In the listed entity, including shareholding as a beneficial owner	NIL
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	None of the Directors or Key Managerial Personnel is related to Mr. Manish Manwani
Number of Board meetings held and attended during the FY 23-24	NA
Other Directorships, Membership/ Chairmanship of Committees of other Boards *	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has appropriate and remarkable qualifications, exposure and over a decade of experience in Corporate Law Advisory, Compliance Issues, Valuations and Advising on Various Corporate, Legal, Secretarial and Financial Matters.

***Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee has been considered.**

ANNEXURE-B

INFORMATION FOR THE SHAREHOLDERS FURNISHING OF PAN, KYC AND NOMINATION DETAILS BY HOLDERS OF PHYSICAL SECURITIES IN TERMS OF SEBI CIRCULAR SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 DATED NOVEMEBR 17, 2023.

This is to bring to your kind notice that Securities and Exchange Board of India (SEBI) vide its Circular Number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 in supersession of earlier SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 Dated 3rd November, 2021 and SEBI Circular no. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 has mandated to shareholders holding securities in physical mode for furnishing of the following documents to the Registrar and Share Transfer Agent (RTA) of the Company as an on-going measure to enhance the ease of doing business for investors in the securities market pertaining to Common and simplified norms for processing any service request from the shareholder/investors

- furnishing of PAN, email address, mobile number, bank account details and nomination by holders of physical securities;
- entertaining any service request from shareholder(s) only upon registration of the PAN, Bank details and the nomination; and
- Linking your PAN to Aadhaar by June 30, 2023 or any other future date as may be specified by the Central Board of Direct Taxes to avoid freezing of folio(s).

Since the aforesaid details with respect to the physical share(s) held by you in the Company are not present in the database of the Company's Registrar and Share Transfer Agents (RTA) Beetal Financial & Computer Services Pvt. Ltd. hence we request you to kindly furnish the same to the RTA through the Form ISR-1, along with the necessary attachments / documents as stated in the form itself. A copy of the said Form can be downloaded from the website of the Company at www.smccredits.com or from the website of our Registrars at www.beetalfinancial.com. While filling up the form please strike out the portion which is not applicable to you.

For appointing a Nominee, you are requested to furnish the Form SH-13. The said form can be downloaded from the website of the Company at www.smccredits.com or from the website of our Registrars at www.beetalfinancial.com. While filling up the form please strike out the portion which is not applicable to you.

In case you do not wish to nominate any person with respect to the physical share(s) held by you then, please furnish the Form ISR-3. The said Form can be downloaded from the website of the Company at www.smccredits.com or from the website of our Registrars at www.beetalfinancial.com

In case you wish to cancel / change nomination at a later date with respect to the physical share(s) held by you then, please furnish the Form SH-14. The said Form can be downloaded from the website of the Company at www.smccredits.com or from the website of our Registrars at www.beetalfinancial.com

Freezing of Folios without PAN, KYC details and Nomination:

1. Folios wherein any one of the above mentioned document / details are not updated on or after October 01, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA
2. Further effective April 01, 2024, you will be eligible to receive the dividend in electronic mode only
3. After December 31, 2025, the frozen folios will be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002

SEBI has vide circular dated SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 decided to do away the above provisions which was mandating the freezing/ frozen of folios effective from October 01, 2023 by the RTA/listed company.

You are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the following address:

**Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir Village,
B/H LSC, New Delhi, Delhi, 110062
Email Id: beetal@beetalfinancial.com
Phone No.: 011 - 29961281**

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):
Registered Address:
DP Id:

E mail id:
Folio No/ Client 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 Extra-Ordinary General Meeting of the Company, to be held **22nd July, 2024 at 10:00 A.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 appoint Mr. Manish Manwani (DIN: 03111938) as an Independent Director of the Company		

Signed this _____ day of _____ 2024

Affix
Re.1/-
Revenue
Stamp

Signature of Shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

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 'v' 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.