

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 that the **33rd Annual General Meeting('AGM')** of the Members of **SMC Credits Limited** will be held on **Tuesday, the 30th September, 2025 at 10:00 A.M.** at the registered office of the Company i.e. **24, Ashoka Chamber, 5-B, Rajindra Park, Pusa Road, New Delhi - 110060** 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 31st March, 2025, together with the report of the Board of Directors and Auditors' thereon.
2. To appoint the Director in place of Mr. Rajesh Goenka (DIN: 00298227) who retire by rotation and being eligible, offer himself for re-appointment and such reappointment shall not be deemed to constitute a break in his tenure as Whole Time Director.
3. To Appoint M/s. Kumar Ashwani & Associates, Chartered Accountants (FRN: 008891N) as the Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Kumar Ashwani & Associates, Chartered Accountants (FRN: 008891N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of three consecutive years from the conclusion of the 33rd Annual General Meeting(AGM) until the conclusion of the 36th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS

4. To Appoint M/s. Neeraj Arora & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and any other circulars issued by SEBI from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company M/s Neeraj Arora & Associates, Company Secretaries (Firm Registration No: S2019DE706400 and Peer Review Certificate no. 3738/2023) be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a first term of five consecutive years from the conclusion of 33rd Annual General Meeting (‘AGM’) until the conclusion of the 38th AGM of the Company at such professional fees and reimbursement of out of pocket expenses, if any, in each financial year, as mutually agreed between the Board of Directors or any of it’s Committee(s) and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board or any of it’s committee(s) and/or any person authorised by the Board, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**New Delhi
August 13, 2025**

**For and on behalf of the Board
SMC Credits Limited**

**(Rajesh Goenka)
Chairman & CFO
DIN: 00298227**

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “AGM”) 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 AGM.

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. 19. 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 AGM. 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 AGM. 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 annual general meeting.

8. The Company has notified closure of Register of Members and Share Transfer Books from **Wednesday, the 24th September, 2025 to Tuesday, the 30th September, 2025**, both days inclusive.
9. The Company has fixed **Tuesday, September 23, 2025** 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. **Tuesday, September 23, 2025** only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
10. 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 AGM) through NSDL, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 32nd AGM of the Company.
11. The remote e-voting period begins on **Saturday, September 27, 2025 at 9:00 a.m. (IST) and ends on Monday, September 29, 2025 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. **Tuesday, September 23, 2025** may cast their votes electronically. The remote e-voting module shall be disabled after 05:00 p.m. (IST) on Monday, September 29, 2025 at 5:00 p.m.

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.

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

12. Members may please note that this Notice and Annual Report for the year 2024-25 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
13. In terms of the Circulars issued by Ministry of Corporate Affairs vide Circular no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023 and subsequent circular 09/2024 issued on September 19, 2024 (collectively referred to as "MCA Circulars"), SEBI Circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 the Company has sent the Annual Report and the Notice of AGM 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.

14. 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.

15. 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.

16. Members are requested to note that SEBI vide Master Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 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.

17. 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.

18. 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.

19. 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 Saturday 27th September, 2025 at 09:00 A.M. and ends on Monday, September 29, 2025 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. Tuesday, 23rd September, 2025 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 23rd September, 2025.

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 demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 period2. 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 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

	<p>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> <p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="574 1251 1088 1547" data-label="Image"> <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says 'NSDL Mobile App is available on'. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code for scanning to download the app.</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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 the evoting option, the user will be able to see e-Voting page of the e-Voting</p>

	<p>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	<p>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.</p>

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. 1800-21-09911

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.
20. 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, September 29, 2024 mentioning

their name, demat account number/folio number, email id, mobile number at smccorp011@gmail.com.

21. 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.

By the Order of the Board
For SMC Credits Limited

New Delhi
August 13, 2025

(Rajesh Goenka)
Chairman & CFO
DIN: 00298227

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

ITEM NO.3

Explanatory statement for this item is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 (the "Act").

Based on the recommendation of the Audit Committee, the Board at its Meeting held on August 13, 2025, inter alia, approved the appointment of M/s. Kumar Ashwani & Associates (KAA), Chartered Accountants (FRN: 016874N) as Statutory Auditors, to hold office from the conclusion of the 33rd Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting of the Company, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time-to-time, subject to approval of the Shareholders of the Company.

The Company has received a consent letter from KAA, Chartered Accountants that as per Section 139 of the Act that they are eligible for appointment and are not disqualified for appointment under Chartered Accountants Act, 1949 and the rules or regulations made there under. The proposed appointment would be as per the terms provided under the Companies Act, 2013 and within the limits laid down by the Companies Act, 2013.

The approval of Members of the Company is sought for the appointment of M/s. Kumar Ashwani & Associates as statutory auditors of the Company pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Act (including any amendments, modifications, variations or re-enactments thereof) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act, till conclusion of the 36th Annual General Meeting, with power to the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental for giving effect to the said appointment of the Statutory Auditors, including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contracts or documents in this regard, alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, without being required to seek any further consent or approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 3 in relation to the appointment of KAA, Chartered Accountants, as the Statutory Auditors of the Company, for approval by the Members of the Company.

Information in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the appointment of Auditor is given below:

S. No.	Particulars	Details
1	Proposed audit fee payable to auditors	The proposed fee to be paid to M/S Kumar Ashwani & Associates (KAA) is 4 lakhs annually excluding taxes as applicable and other out-of-pocket expenses from financial year 2025-26, with authority to the Board to make appropriate revisions during the tenure of three (3) years as may be required. This fee is exclusive of costs for other permitted services to be availed from KAA.
2	Terms of appointment	The term of appointment shall be for a period of three consecutive financial years ending March 31, 2026 to March 31, 2028.
3	Material change in fee payable	No material change in the fee payable to auditor from that paid to the outgoing auditor.
4	Basis of recommendation and auditor Credentials	<p>The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Act and RBI Guidelines recommends the appointment of M/s Kumar Ashwani & Associates, Chartered Accountants, as Statutory Auditors of the Company.</p> <p>Brief Profile of Statutory Auditors M/s. Kumar Ashwani & Associates, Chartered Accountants:</p> <p>Kumar Ashwani & Associates (“KAA”) is a leading firm of Chartered Accountants established in the year 1989. The Firm offers a wide array of professional services such as Audit & Assurance, Taxation and Corporate Advisory. The Firm is equipped with modern infrastructure providing par excellence service to its clients.</p> <p>KAA is an ISO-9001 certified firm and Peer Reviewed by ICAI. They are empanelled with National Investigation Agency (NIA), Income Tax Department and Goods and Service Tax Department for special audits.</p>

		KAA has six partners assisted by a team of dynamic professionals and among them three are the Fellow Members of the Institute of the Chartered Accountants of India. The Firm have 12 Qualified Assistants well versed with captioned environment are working in the firm and 15 semi qualified / audit clerks are working in the firm.
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ITEM NO.4

Appointment of Secretarial Auditors Pursuant to provisions of Section 204 of the Act read with relevant rules made thereunder and Regulation 24A of the Listing Regulations, it is proposed to appoint M/s. Neeraj Arora & Associates, Practicing Company Secretaries (COP No.: 16186), as Secretarial Auditors of the Company, to conduct secretarial audit for a period of five (5) consecutive financial years, commencing from April 01, 2025 till March 31, 2030.

The Board of Directors of the Company, based on the recommendation of the Audit Committee and after considering the experience, expertise, efficiency and independence, has recommended the appointment of M/s Neeraj Arora & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company, to conduct secretarial audit for a term of five (5) consecutive financial years, commencing from April 01, 2025 till March 31, 2030. M/s Neeraj Arora & Associates has given its consent to act as the Secretarial Auditors of the Company along with a confirmation that they satisfy the criteria laid down in Regulation 24A of the Listing Regulations

None of the Directors, Other Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members

Information in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the appointment of Secretarial Auditor is given below:

S. No.	Particulars	Details
1	Proposed audit fee payable to secretarial auditors	The proposed fee to be paid to M/S Neeraj Arora & Associates is Rs. 25,000 (Rupees Twenty Five Thousand) annually excluding taxes as applicable and other out-of-pocket expenses from financial year 2025-26, with authority to the Board to make appropriate revisions during the tenure of five (5) years as may be required. This fee is exclusive of costs for other permitted services to be availed from M/s Neeraj Arora & Associates.

2	Terms of appointment	The term of appointment shall be for a period of five consecutive financial years ending March 31, 2026 to March 31, 2030.
3	Material change in fee payable	No material change in the fee payable to secretarial auditor.
4	Basis of recommendation and auditor Credentials	<p>The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Act and RBI Guidelines recommends the appointment of M/s Neeraj Arora & Associates, Company Secretaries, as Secretarial Auditors of the Company.</p> <p>Brief Profile of Secretarial Auditors M/s. Neeraj Arora & Associates, Company Secretaries:</p> <p>Neeraj Arora & Associates is a leading proprietorship firm registered with the Institute of Company Secretaries of India (ICSI), offering Secretarial and Corporate Advisory Services. The firm has also been Peer Reviewed by the Institute of Company Secretaries of India (ICSI). The firm is led by Mr. Neeraj Arora, a qualified Company Secretary, the firm brings over vast experience, serving listed and unlisted companies, LLPs, trusts, and NBFCs.</p>

By the Order of the Board
For SMC Credits Limited

New Delhi
August 13, 2025

(Rajesh Goenka)
Chairman & CFO
DIN: 00298227

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):
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 33rd Annual General Meeting of the Company, to be held **30th September, 2025 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 receive, consider and adopt the financial statements of the company for the financial year ended 31 st March, 2025, together with the report of the Board of Directors and Auditors' thereon.		
2	To appoint the Director in place of Mr. Rajesh Goenka (DIN: 00298227) who retire by rotation and being eligible, offer himself for re-appointment and such reappointment shall not be deemed to constitute a break in his tenure as Whole Time Director.		
3.	To Appoint M/s. Kumar Ashwani & Associates, Chartered Accountants (FRN: 008891N), as the Statutory Auditors of the Company.		
4.	To Appoint M/s. Neeraj Arora & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company.		

Signed this _____ day of _____ 2025

Signature of Shareholder

Affix
Re.1/-
Revenue
Stamp

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.