

SMART CAPITAL SERVICES LIMITED

Regd. Office: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Tel: 011-45689444, Email ID: smartcap.delhi@gmail.com

Website: www.smartcapitalservices.in, CIN: L74899DL1994PLC059877

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of **SMART CAPITAL SERVICES LIMITED** will be held on Wednesday, September 26, 2018, at 11:00 A.M. at 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 to transact the following business(s):

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: To re- appoint Mrs. Kiran Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company

Item No. 3: To ratify the appointment of Statutory 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the AGM held on September 29, 2015, the appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company till the conclusion of 25th AGM be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them, as may be determined by the Audit Committee in consultation with Statutory Auditors."

SPECIAL BUSINESS

Item No. 4: To approve the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time

being in force and the Rules framed thereunder, as amended from time to time ("the Act") and subject to such conditions, sanctions, permission as may be prescribed under any act, rules or regulations, consent of members be and is hereby accorded to 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) to:

- (a) give any loans to any person or other body corporate; and / or
- (b) give guarantee and / or to provide security in connection with a loan to any other body corporate or person; and / or
- (c) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

in one or more tranches and from time to time, up to the maximum amount of ₹ 50 Crore (Rupees Fifty Crore only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / security / investments so far made together with the proposed loans / guarantees / security / investments to be made, exceeds the limits prescribed under Section 186 of the Act.

FURTHER RESOLVED THAT the Board be and is hereby authorized on behalf of the Company to decide and finalize the terms and conditions while making investments, giving loans or guarantees or providing securities within the aforesaid limits and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Item No. 5: To approve the alteration of the Clause III (A) of main objects of Memorandum of Association of the company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT Pursuant to the provisions of section 13 read with rules framed thereunder and all other applicable provisions if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities and with the consent of members, Clause III (A) of main objects of Memorandum of Association of the company be altered by replacing the existing main objects with the following objects:

1. To carry on the business of trading includes buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods, commodities and other related materials on retail as well as on wholesale basis in India or elsewhere.
2. To carry on business to deal and trade in iron & steels, Tin Plates, scarps and/or its peripherals, gold, silver, diamonds, precious stones, coal, lime stone, aluminium, titanium, chrome, copper, gypsum, lead, nickel, sulphur, tin, Zinc, steel, bauxite, textile, cloths, tupperware, yarn, fabric or any other minerals and metal related materials.

3. To carry on the business as exhibitors and to undertake the necessary activities to promote trade of goods, commodities, material, metals, bullion manufactured/dealt with/traded by the Company.
4. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liaisoner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
5. The company may engage in any lawful activity as may be permitted by the law of the land for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make necessary changes in Clause III (A) of Memorandum of Association of the Company to do all acts & deeds, settle all matters and things arising out of and incidental to the above mentioned change in the name of the Company and further take all such steps as it may, in its absolute discretion, deem necessary to give effect to this resolution.

Item No. 6: To approve the alteration of the Name Clause of Memorandum and Articles of Association of the company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT Pursuant to the provisions of section 13 of the Companies Act, 2013 and other applicable provisions if any, and subject to the approval of the Central Government and with the consent of members, the name of the company be changed from SMART CAPITAL SERVICES LIMITED to **ALYSSUN BUSINESS LIMITED** & the name SMART CAPITAL SERVICES LIMITED, wherever it appears in the Memorandum of Association, Articles of Association, documents etc be substituted by the new name **ALYSSUN BUSINESS LIMITED**.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the company be altered accordingly.

RESOLVED FURTHER THAT in term of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all acts & deeds, settle all matters and things arising out of and incidental to the above mentioned change in the name of the Company and further take all such steps as it may, in its absolute discretion, deem necessary to give effect to this resolution.”

Item No. 7: To approve the fixation of the remuneration of Mrs. Priyanka Mittal (DIN: 07471560), Executive Director of the Company

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of

the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for fixation in the remuneration of ₹ 60,000/- p.m. of Mrs. Priyanka Mittal [DIN: 07471560], Executive Director of the Company.

**By the order of Board of Directors of
Smart Capital Services Limited**

**Sd/-
Shyam Lal Sharma
Company Secretary & Compliance Officer
M. No. A29993**

Date: 10.08.2018

Place: New Delhi

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special business for the item No 4 to 7 is annexed hereto.
2. **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 a proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of Annual General Meeting.**
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. Details under Regulation 26 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite declarations for re-appointment to the Company.
7. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Wednesday, 19th September, 2018 to Wednesday, 26th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. The ISIN of the Equity Shares of Rs.10/- each is INE980S01017.
9. Sections 101 and 136 of the Companies Act, 2013 read with the rules made there under, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, board’s report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or for the other whose e-mail id is not registered same shall couriered to them.
10. Members may also note that the Notice of the AGM and the Annual Report for F.Y. 2017-18 will also be available on the Company’s website **www.smartcapitalservices.in**.

11. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
 - a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.

12. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
13. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
14. Members/proxies/Authorized Representatives are requested to bring to the Meeting necessary details of their Shareholding, attendance slip(s) and copies of their Annual Reports.
15. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.
16. Members/Proxies are requested to bring their Attendance Slip in the meeting, as enclosed with the Notice.
17. 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.
18. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
19. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
20. **Members are requested to get their physical form securities in dematerialize form upto the date December 5, 2018 through their Depository Participants as Per the SEBI Circular no. SEBI/Cir /ISD/1/2010 dated September 2, 2010 read with Circular No. SEBI/cir/ ISD/2/2010**

dated october 26,2010 and SEBI Circular no. SEBI/cir/ ISD/1/2012 dated March 30,2012, thereafter the transfer of securities is only valid through the dematerialization process.

VOTING THROUGH ELECTRONICS MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 23rd 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).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e- Voting system.

The Notice of the 23rd Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsd.com or www.smartcapitalservices.in.

The facility for voting through Poling 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 at the meeting through ballot paper.

PROCEDURE TO LOGIN TO E-VOTING WEBSITE

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: Log in to NSDL’s e-voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL’s e-voting system.

Details on Step 1 is mentioned below

How to log in to the NSDL e-voting website

1. Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone.

2. Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'Shareholders'.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and 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 | User ID |
|--|---|
| a) For members who hold shares in demat accounts 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, followed by Folio Number registered with the company For example, if your EVEN is 101456, and Folio Number is 001*** then your User ID is 101456001*** |

5. Your password details are given below :
 - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using the 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 change your password, as prompted by the system.
 - 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 by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, 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, your 'initial password' is communicated to you on your postal address.

6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:
 - a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on www.evoting.nsdl.com.
 - c) If you are unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.
7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.

Details on Step 2 is given below

How to cast your vote electronically on the NSDL e-voting system?

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. 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'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

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 amitkumar_cs@hotmail.com with a copy marked to 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 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

OTHER INFORMATION

1. The e-voting period commences on September 23, 2018 (9:00 a.m.) and ends on September 25, 2018 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. Tuesday, September 18, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. September 18, 2018, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
2. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, September 18, 2018.
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. Shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 05, 2018 may only cast their vote at the 23rd Annual General Meeting.
5. Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
6. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
7. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions

shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

8. The Results declared along with the Scrutinizer's Report will be available on the website of the Company www.dirl.in after the declaration of the results by the Chairman

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

**By the order of Board of Directors of
Smart Capital Services Limited**

**Sd/-
Shyam Lal Sharma
Company Secretary & Compliance Officer
M. No. A29993**

Date: 10.08.2018

Place: New Delhi

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

ITEM NO. 4

Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

The Company may have surplus funds from time to time. To achieve its strategic and business objectives and for better utilization of funds, the Company may invest in various securities from time to time. Further, the Company may also provide loan / guarantee to associate and group companies. Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of members by way of special resolution to authorize the Board to exercise powers for an amount not exceeding ₹ 50 Crore (Rupees Fifty Crore only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the company / 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 Directors recommend the resolution for approval by the members.

ITEM NO. 5

Alteration of the Clause III (A) of main objects of Memorandum of Association of the company

The existing Main Object Clause III (A) of the Memorandum of Association enables the Company to carry out business of buying, selling, dealing, agency and distribution, trading, marketing in all kinds of consumer goods and consumer commodities through internet portal, website or any other electronic mode but revenue of company is generating by the same business without the internet portal, website or any other electronic mode. Accordingly, your Directors propose to replace the existing clause with the following clause as stated in the notice of the Meeting with the prior approval of members of the company and competent authorities. It is proposed to amend the said Clause. The amendment would be subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, and any other Statutory or Regulatory Authority, as may be necessary.

A Copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at the registered office of the Company during the days and hours mentioned in the notes to the Notice of this Meeting.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Directors recommend the resolution for approval by the members.

ITEM NO. 6

Alteration of the Name Clause of Memorandum and Articles of Association of the company

By owing the change in the object clause of the company, it is appropriate that the name of the company should be reflected same as objects of the company. Hence, your directors proposed to change the name of company from SMART CAPITAL SERVICES LIMITED to **ALYSSUN BUSINESS LIMITED** subject to approval of Registrar of Companies, NCT of Delhi & Haryana and members of the company & the proposed name will be altered in the name clause of Memorandum and Article of Association of Company.

A Copy of the Memorandum and Article of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at the registered office of the Company during the days and hours mentioned in the notes to the Notice of this Meeting.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Directors recommend the resolution for approval by the members.

ITEM NO. 7

Approval of the fixation of the remuneration of Mrs. Priyanka Mittal (DIN: 07471560), Executive Director of the Company

On recommendation of the Nomination & Remuneration Committee of the Company, the Company has decided the remuneration of Mrs. Priyanka Mittal (DIN: 07471560), Executive Director of the Company. She shall be eligible to draw any remuneration of ₹ 60,0000/- p.m. from the Company in the capacity of Director.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Directors recommend the resolution for approval by the members.

Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

| S. No. | Name of the Director | Mrs. Kiran Mittal |
|---------------|--|--|
| 1. | Date of Birth | 22/12/1972 |
| 2. | Date of Appointment | 29/03/2016 |
| 3. | Qualification | Cost and Management Accountant, B. Com |
| 4. | Expertise | She has experience of 20 years in the field of Cost and Management. |
| 5. | Directorship in other Entities | <ol style="list-style-type: none"> 1. Shree Worstex Limited 2. Delta Industrial Resources Limited 3. Rita Finance and Leasing Limited 4. Crazypricing Online Services Limited 5. Gulmohar Investments and Holdings Limited 6. Dolf Leasing Limited 7. Aawas Infratech Private Limited |
| 6. | Number of Shares Held in Company | NIL |
| 7. | Chairman / Member of Committee(s) of Board of Directors of the Company | None |
| 8. | Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director | Member of total Three (3) Committees of Board of Directors of other Companies |
| 9. | Whether related with other Directors / Key Managerial Personnel | Spouse of Mr. Pawan Kumar Mittal, Director of the Company |

SMART CAPITAL SERVICES LIMITED

Regd. Office: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Tel: 011-45689444, Email ID: smartcap.delhi@gmail.com

Website: www.smartcapitalservices.in, CIN: L74899DL1994PLC059877

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

| | |
|---|--|
| Name | |
| Address | |
| DP-ID/CLIENT-ID* | |
| Regd. Folio No. | |
| No. of shares held | |
| Whether the member is attending the meeting in person or by proxy or by authorized representative | |
| Name of the proxy (to be filed in if proxy attends instead of the member). | |

I certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Wednesday, September 26, 2018, at 11:00 A.M. at the registered office at 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085.

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

SMART CAPITAL SERVICES LIMITED

Regd. Office: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Tel: 011-45689444, Email ID: smartcap.delhi@gmail.com

Website: www.smartcapitalservices.in, CIN: L74899DL1994PLC059877

FORM NO. MGT-11 **PROXY FORM**

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

CIN: L74899DL1994PLC059877

Name of the Company: Smart Capital Services Limited

Venue of the Meeting: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Date and Time: 26th September, 2018 at 11:00 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

| | |
|----------------------------------|--|
| Name | |
| Address | |
| DP-ID/CLIENT-ID/ Regd. Folio No. | |
| No. of shares held | |

I/We, being the member(s) of shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, September 26, 2018, at 11:00 A.M. at the registered office at 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

| | |
|--------------------|------------------|
| 1. Name: _____ | Address: _____ |
| E-mail ID: _____ | Signature: _____ |
| or failing him/her | |

| | |
|--------------------|------------------|
| 2. Name: _____ | Address: _____ |
| E-mail ID: _____ | Signature: _____ |
| or failing him/her | |

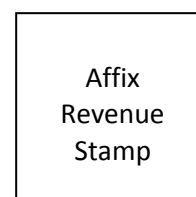
| | |
|--------------------|------------------|
| 3. Name: _____ | Address: _____ |
| E-mail ID: _____ | Signature: _____ |
| or failing him/her | |

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

| S. No. | Resolution | Number of shares held | For | Against |
|--------------------------|--|-----------------------|-----|---------|
| <i>Ordinary Business</i> | | | | |
| 1. | Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon | | | |
| 2. | Re- appointment of Mrs. Kiran Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company | | | |
| 3. | Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company | | | |
| <i>Special Business</i> | | | | |
| 4. | Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013 | | | |
| 5. | Approval of the alteration of the Clause III (A) of main objects of Memorandum of Association of the company | | | |
| 6. | Approval of the alteration of the Name Clause of Memorandum and Articles of Association of the company | | | |
| 7. | Approval of the fixation of the remuneration of Mrs. Priyanka Mittal (DIN: 07471560), Executive Director of the Company | | | |

Signature of shareholder Signature of Proxy holder(s)

Signed this Day of 2018



Note:

- This is optional to put a tick mark (v) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
- 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.
- A Proxy need not be a member of the Company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

SMART CAPITAL SERVICES LIMITED

Regd. Office: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Tel: 011-45689444, Email ID: smartcap.delhi@gmail.com

Website: www.smartcapitalservices.in, CIN: L74899DL1994PLC059877

FORM NO. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1994PLC059877

Name of the Company: Smart Capital Services Limited

Venue of the Meeting: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Date and Time: 26th September, 2018 at 11:00 A.M.

BALLOT PAPER

| S. No. | Particulars | Details |
|--------|--|---------|
| 1. | Name of the First Named Shareholder (In block letters) | |
| 2. | Postal address | |
| 3. | Registered folio No./*Client ID No. | |
| 4. | Class of Share | |

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| S. No. | Resolution | Number of shares held | I assent to the resolution | I dissent from the resolution |
|--------------------------|--|-----------------------|----------------------------|-------------------------------|
| Ordinary Business | | | | |
| 1. | Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon | | | |
| 2. | Re- appointment of Mrs. Kiran Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company | | | |
| 3. | Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company | | | |

Special Business

| | | | | |
|----|--|--|--|--|
| 4. | Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013 | | | |
| 5. | Approval of the alteration of the Clause III (A) of main objects of Memorandum of Association of the company | | | |
| 6. | Approval of the alteration of the Name Clause of Memorandum and Articles of Association of the company | | | |
| 7. | Approval of the fixation of the remuneration of Mrs. Priyanka Mittal (DIN: 07471560), Executive Director of the Company | | | |

Place:

Date:

(Signature of the shareholder)

ROUTE MAP

