



A. K. NANDWANI & ASSOCIATES
Company Secretaries

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Dated: September 30, 2019

Mr. Ghanshyam Prasad Gupta
The Chairman
Standard Capital Markets Limited
8/28, W.E.A., Abdul Aziz Road,
Karol Bagh, New Delhi - 110005

Subject: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the Meeting" in respect of the resolutions contained in the notice of the 32nd AGM of Standard Capital Markets Limited held on 30th September, 2019.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the Meeting" in respect of the resolutions contained in the notice of the 32nd AGM of Standard Capital Markets Limited held on 30th September, 2019.

Thanking You

Yours' Faithfully

For A. K. Nandwani & Associates

(Meenu Sharma)
Partner
M. No. A32806
C.P. No. 20929



Encl.: As above



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FORM No. MGT-13

Consolidated Scrutinizer Report

*[Pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20(3) and 21(2) of
the Companies (Management and Administration) Rules, 2014]*

Mr. Ghanshyam Prasad Gupta
The Chairman
Standard Capital Markets Limited
8/28, W.E.A., Abdul Aziz Road, Karol Bagh,
New Delhi - 110005

**Subject: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at
the Meeting" in respect of the resolutions contained in the notice of the
32nd AGM of Standard Capital Markets Limited held on 30th September,
2019.**

Dear Sir,

I, Meenu Sharma, Partner of M/s A.K. Nandwani & Associates appointed by the Board of Directors at their meeting held on 31st August, 2019 to act as a scrutinizer of '**Standard Capital Markets Limited**' (hereinafter referred to as 'the Company'), for the purpose of scrutinizing and submitting the report on the Voting Process taken on the resolution(s) mentioned in the notice of 32nd Annual General Meeting of the Equity Shareholders of '**Standard Capital Markets Limited**' held on 30th day of September, 2019 at 11:00 A.M. at **BG-223, Sanjay Gandhi Transport Nagar, G.T. Karnal Road, Delhi-110042**, pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 and Rule 20(4)(xii) & Rule 21(2) of the Companies (Management & Administration) Rules, 2014.

As a Scrutinizer, I have to scrutinize the voting process as mentioned hereunder, with respect to the votes taken on the resolution(s) mentioned in the notice of 32nd Annual General Meeting of the Equity Shareholders of Standard Capital Markets Limited:

- i. the remote e-voting process conducted other than the venue of the meeting and
- ii. the voting through physical Poll/Ballot conducted at the venue of the meeting.



Management Responsibility

The management of the Company is responsible to ensure compliance with the requirements of Companies Act, 2013 together with the rules made there under and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice of 32nd Annual General Meeting of the Equity Shareholders of Standard Capital Markets Limited.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for e-voting process and physical ballot voting process is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as stated in the Notice of 32nd Annual General Meeting of the Equity Shareholders of Standard Capital Markets Limited, based on the reports generated from the e-voting system provided by the CDSL who is engaged by the Company to provide e-voting facilities and also based on the polling papers and other documents produced to me for my verification.

I submit the consolidated report as under:

1. The Company has entered into an arrangement with CDSL duly engaged by the company to provide electronic voting facilities to all the shareholders who were eligible to participate in the remote e-voting. The Company has also provided the Ballot-voting facility at the AGM venue for all those shareholders who are present at the AGM and who are eligible to cast their vote through remote e-voting facility, but have not cast their votes by availing the remote e-voting facilities.
2. The remote e-voting facility was kept opened from Friday, 27th September, 2019 [10:00 A.M.] to Sunday, 29th September, 2019 [5:00 P.M.].
3. The Shareholders holding shares as on the "cut off" date i.e. as on 23rd September, 2019, were entitled to vote on the proposed resolutions (Item no. 1 to 3) as set out in the Notice of the 32nd Annual General Meeting of Standard Capital Markets Limited.
4. After the time fixed for closing of the voting through physical poll by the Chairman, One ballot/poll box kept for polling was locked in my presence with due identification marks placed by me.
5. After the Completion of the Poll, the locked ballot/poll box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. There were no poll/ballot papers, which were incomplete or which were otherwise found defective/invalid.



7. The Shareholders who had voted by way of remote e-voting, before the Annual General Meeting, their Ballot is not taken into counting.
8. Thereafter, the votes cast through physical poll/ballot were unblocked after completion of poll at the AGM in the presence of two witnesses, **Ms. Heena Rathore** and **Mr. Bharat** who are not in the employment of the Company.
9. I submit herewith the report on the consolidated summary of results of voting through remote e-voting and physical Poll at the AGM as furnished hereunder:

(a) Resolution No. 1

Approval and adoption of Audited Financial Statements and reports thereon for the Financial Year ended 31st March, 2019 (Ordinary Resolution)

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		
Poll	383535	383535	100.00	-	-	-	-
E-Voting	437802	437702	99.98	100	0.02	-	-
Total	821337	821237	99.99	100	0.01	-	-

(b) Resolution No. 2

Re-appointment of Mr. Ghanshyam Prasad Gupta (DIN: 00287019), Director retiring by rotation (Ordinary Resolution)

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		
Poll	383535	383535	100.00	-	-	-	-
E-Voting	437802	436701	99.75	1101	0.25	-	-
Total	821337	820236	99.87	1101	0.13	-	-



(c) Resolution No. 3

Appointment of Mr. Kishore Kargeti (DIN: 00095763), as Independent Director (Special Resolution)

Mode of Voting	Total Votes Casted for the Resolution	Votes in Favour of the Resolution		Votes in against of the Resolution		Invalid Votes	No. of members who abstain from voting
		Nos.	% of total number of valid vote cast	Nos.	% of total number of valid vote cast		
Poll	383535	383535	100.00	-	-	-	-
E-Voting	437802	437702	99.98	100	0.02	-	-
Total	821337	821237	99.99	100	0.01	-	-

10. Eighteen (18) members were present in person and NIL number of members were present through proxy and all the resolutions are passed with requisite majority.
11. A soft copy containing a list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolutions is sent separately.
12. The Poll papers, registers and other relevant records relating to e-voting will remain in my safe custody and will be handed over to the Chairman/Company Secretary for safe keeping after the Chairman approves and signs the minutes.

Thanking you,

Yours faithfully,

For A. K. Nandwani & Associates




(Meenu Sharma)
Partner
M. No. A32806
C.P. No. 20929

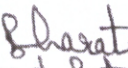


Place: New Delhi

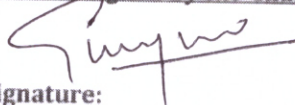
Date: September 30, 2019

We the undersigned have witnessed that the ballot box was opened as well as the votes cast through remote e-voting were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on 30th day of September, 2019.

Signature: 
Name: Heena Rathore
D/o. Madan Lal Rathore
R/o. 4443 Gali Bahaji, Katsa
Nahar Singh Pahari
Shivaj Dethi - 110006

Signature: 
Name: Bharat Bhatia
S/o. Om Parkash Bhatia
R/o. B Moti nagar - Delhi

Counter Signed by the Chairman


Signature:
Name: Ghanshyam Prasad Gupta