



STANDARD CAPITAL MARKETS LIMITED

G-17, Krishna Apra, Business Square, Netaji Subhash Place, Pitampura, Delhi-110034

CIN No.L74899DL1987PLC027057, Email id: info@stancap.co.in

Ph. No. 011-40154984, Website: www.stancap.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("**EGM**") of the members of Standard Capital Markets Limited ("**the company**") will be held on Monday, 18th December 2023 at 12:30 PM through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**") as permitted to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1 - INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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 Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Memorandum of Association and Articles of Association of the Company, subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), approval of Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of Company from ₹ 100,00,00,000/- (Rupees Hundred Crore only), divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10/- (Rupees ten only) each to ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 15,00,00,000 (Fifteen Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each, by creation of additional 5,00,00,000 (Five Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

"V. The Authorised Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 15,00,00,000 (Fifteen Crore) Equity Shares of ₹ 10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s)

authorized by the Board to exercise the powers conferred on the Board by this resolution) and the Company Secretary of the Company, be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

Item no. 2: Sub-Division of Equity Shares from the face value of ₹ 10/- per share to ₹ 1/- per share

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

“RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as ‘Listing Regulations’ and other approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a face value of ₹ 1/- (Rupee One only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as “Record Date”).

RESOLVED FURTHER THAT pursuant to the subdivision of equity shares of the Company, the Authorised, Issued, Subscribed, and Paid-up Equity Share Capital of 1(One) Equity Share of the face value of ₹ 10/- (Rupees Ten only) each shall stand sub-divided into Ten (10) equity shares having a face value of ₹ 1/ (Rupee One only) each, existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of ₹ 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT the approval of the members of the Company is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company relating to Capital by substituting with the following Clause V:

“V. The Authorised Share Capital of the Company is ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 150,00,00,000 (One Hundred Fifty Crore only) Equity Shares of ₹ 1/- (Rupee One) each.”

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolution.

Item no. 3 – Issue of Bonus Shares

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations], Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [Listing Regulations], all other applicable provisions, Regulations and Guidelines issued from time to time by the Securities and Exchange Board of India [SEBI], Reserve Bank of India [RBI] and other statutory authorities and subject to such consents, permissions, conditions and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, and pursuant to the recommendation of the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board for the time being exercising the powers conferred on the Board), approval of shareholders of the Company, be and is hereby accorded to the Board of Directors to capitalize a sum not exceeding ₹ 98,00,02,000/- (Rupees Ninety-Eight Crore Two-Thousand only) out of the sum standing to the credit of ‘Securities Premium Account’ of the Company, for issue and allotment of Bonus shares of Face Value of ₹ 1/- (Rupee One only) each, credited as fully paid-up equity shares to the

holders of the existing equity shares of the Company in consideration of their said holding , and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Company maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date (**“Record Date”**) fixed by the Company, in the proportion of 2:1 i.e. Two (2) new fully paid equity share of ₹ 1/- (Rupee One only) each for every One (1) existing fully paid equity share of ₹ 1/- (Rupee One only) each held by the shareholders as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the paid-up share capital of the equity share capital of the Company held by each of such member(s) and not as income.”

RESOLVED FURTHER THAT the equity shares of Face Value of ₹ 1/- (Rupee One only) each to be issued and allotted as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares so allotted;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs), Foreign Institutional Investor (FIIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary;

“RESOLVED FURTHER THAT pursuant to SEBI (ICDR) Regulations, 2018 and Listing Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.”

RESOLVED FURTHER THAT the Board and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute

discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/Officer(s) of the Company, to give effect to this resolution.”

ITEM NO. 4 TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. DIVYA KWATRA (DIN: 08084104) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161(1) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in their meeting held on September 27, 2023, the consent of the Members be and is hereby accorded to appoint Ms. Divya Kwatra (DIN: 08084104) Director and also as an Non-Executive Independent Director, on the Board of the Company w.e.f. September 27, 2023 to hold office for a term of five (05) consecutive years upto September 26, 2028 and not liable to retire by rotation.

RESOLVED FURTHER THAT any Director / Company Secretary of the Company be and is hereby authorized to sign and file, digitally or otherwise, necessary communication, e-form(s) as may be prescribed from time to time under the Companies Act, 2013 with the Registrar of Companies, and to get the statutory registers updated for the same and to do such acts, deeds, things and matters as may be necessary to implement the above resolution including intimation of said appointment to the stakeholders wherever required.

RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

ITEM NO. 5 TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS

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 Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the

Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements/transactions/contracts with below mentioned related parties ("Related Party"), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

| Name of Related Party | Name of Relationship | Nature of Transaction | Amount (INR in Cr.) |
|---|---|--|---------------------|
| QUICKTOUCH TECHNOLOGIES LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 100 |
| GENIUS TOWNSHIPS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 50 |
| BIR FOODS & RESTAURANTS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 50 |
| TRONIX IT SOLUTIONS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii) Availing and Rendering of Services | 50 |

| | | | |
|---|---|--|----|
| | | (iii) Investments | |
| QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 50 |
| STANDARD INFRACAP SERVICES LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 50 |

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**By order of the Board of Directors
For Standard Capital Markets
Limited**

**Date: November 24, 2023
Place: Delhi**

**Sd/-
Ram Gopal Jindal
Managing Director**

Notes:

1. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI in respect of the Directors seeking re-appointment are annexed to this Notice.
 2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct EGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for this EGM.
 3. SEBI vide circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/22021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/ RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of nomination by filing Form ISR-3. In case of shareholders holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.
 4. SEBI vide its Circular no. SEBI/ HO/ MIRSD_RTAMB/PCIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for all holders holding shares in physical form to furnish the following documents/ details to the RTA:
 - (a) PAN
 - (b) Contact details, Postal address with PIN, Mobile number, Email Address
 - (c) Bank account details (bank name and branch, Bank account number, IFS code)
 - (d) Specimen Signature
- For furnishing the abovementioned details, shareholders must submit FORM-ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The Forms are available on the website of the Company as well as on the Website of RTA.
5. In accordance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 all share transfer shall be carried out compulsorily in the dematerialized form with effect from April 01, 2021. Hence, no transfers of shares in physical form are allowed.

Further, in compliance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

1. Issue of duplicate share certificate
2. Claim from unclaimed suspense account
3. Renewal / Exchange of securities certificate
4. Endorsement
5. Sub-division/ splitting of securities certificate
6. Consolidation of securities certificates/ folios
7. Transmission
8. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of “M/s Skyline Financial Services Private Limited”, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

5. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the requirement of sending proxy forms to holders of securities as well as the facility to appoint proxy to attend and cast vote for the members as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been dispensed with for this EGM to be held through VC/OAVM. Accordingly, the Proxy Form and Attendance Slips are not annexed to this Notice.
1. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at this EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, Notice of EGM are being sent only by

electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Member may note that Notice will be uploaded on the website of the Company at www.stancap.co.in and the website of the Stock Exchange where the shares are listed and traded, viz, www.bseindia.com. The Notice will also be available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

6. The Extra Ordinary General Meeting shall be through Video Conferencing/Other Audio Visual Means. However, the deemed place of Meeting shall be the Registered Office of the Company situated at G-17, Krishna Apra, Business Square Netaji Subhash Place, Pitampura, Delhi-110034.
7. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, will be electronically available for inspection by the members during the meeting.
8. All documents referred to in the Notice and other relevant papers shall be available for inspection electronically.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the meeting.
10. SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.
11. Members holding Shares in physical form are advised to convert their holding to dematerialize form to eliminate all risk associated with physical shares and to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, etc. Members can contact the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, for assistance in this regard.
12. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents.
13. Members who are holding Shares in physical form are requested to notify the change(s), if any, in their addresses or Bank details, etc. to the Company's Registrar and Transfer Agent (RTA), Skyline Financial Services Private Limited. Members holding Shares in dematerialized form are requested to notify any change in their address or Bank details, etc. to their respective Depository Participants.
14. Manner of registering / updating email addresses by the Members is given below:
 - i. For shares held in physical form - Send a request to the Registrar and Transfer Agents of the Company, Skyline Financial Services Private Limited at info@skylinerta.com.

ii. For shares held in demat form - Please contact your Depository Participant (DP)

15. Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.

16. The communication details of Company's Registrar and Share Transfer Agent, info@skylinerta.com is as follows:

Skyline Financial Services Private Limited

D- 153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020

Tel: 011-26812682/83; 011- 64732681 to 88

Fax: 011-26812682;

E-mail: admin@skylinerta.com

17. The Members can join the this EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis

18. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

19. The process and manner for members opting for voting through electronic means are as under:

- (i). In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India as well as the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, 13th January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the convening EGM by electronic mode. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e- voting") and e-voting at the EGM will be provided by Central Depository Services (India) Ltd (CDSL).
- (ii). The facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- (iii). The Board of Directors has appointed M/s Anu Malhotra & Associates, Practicing Company Secretary (ICSI Membership No. 39971) as the Scrutinizer to scrutinize the e- voting process and the voting at the Meeting in a fair and transparent manner.

- (iv). The Members who have cast their votes by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (v). The process and manner of e-voting are provided herein below. Resolutions passed by the Members through e-voting shall be deemed to have been passed at the EGM.
- (vi). **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. The voting period begins on December 15, 2023 at 09:00 A.M. and ends on December 17, 2023 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 11, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders





In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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> |

| Type shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is 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>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>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="598 1720 1098 2011"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div> |

| Type shareholders | Login Method |
|---|--|
| 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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| 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 1800 22 55 33 |
| 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on “Shareholders” module.
 - iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders Holding shares in Demat.

PAN

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csanumalhotra282@gmail.com and stancap.delhi@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from December 12, 2023

at 09:00 AM to December 14, 2023 at 05:00 P.M. mentioning their name, demat account number/folio number, email id, mobile number at stancap.delhi@gmail.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@stancap.co.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 beetalrta@gmail.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

Other Information:

- (i). The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date.
- (ii). Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and who holds shares as on the cut-off date i.e. Monday, December 11, 2023, needs to refer the instruction above regarding login ID and password and

may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- (iii). The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (iv). accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of EGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company www.stancap.co.in and on the website of CDSL immediately after the declaration of result and shall be communicated to BSE Limited i.e. the Stock Exchange where shares of the Company are listed.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act"), the following explanatory statements sets out all material facts relating to the special business mentioned under Items no. 1 to 4 of the accompanying Notice.

Item no. 1:

Presently, the authorized share capital of the Company is ₹ 100,00,00,000/- (Rupees Hundred Crores only) comprising of 10,00,00,000 (Ten Crores) Equity Shares of ₹ 10 (Rupees Ten only) each.

As stated in Item No. 3 read with Item No. 2, the issuance of bonus shares, as set out in Item No. 4, would require increase in the authorized capital of the Company from ₹ 100,00,00,000/- (Rupees Hundred Crore only), divided into 100,00,00,000 (Hundred Crore) Equity Shares of ₹ 1/- (Rupee One only) each to ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 150,00,00,000 (One Hundred Fifty Crore) Equity Shares of ₹ 1/- (Rupee One only) each and consequential amendments to the existing Clause V of the Memorandum of Association.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth in Item no. 1 for the approval of the members as an Ordinary Resolution.

Item no. 2 & 3

The Equity Shares of the Company are listed and traded on BSE Limited.

With a view to encourage participation of small investors by making equity shares of the Company affordable and at the same time enhancing the liquidity of the Company's equity shares with higher floating stock in absolute numbers thereby expanding the retail shareholders base on one hand and at the same time considering the favorable position of Reserves and Surplus, the Board of Directors in their meeting held on November 24, 2023, has considered it desirable to recommend subdivision of 1 (One) Equity Share of the Company of the face value of ₹ 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of the Company of face value of ₹ 1/- (Rupee One only) each fully paid up and subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

Also, considering the growth in the business over the recent years and to incentivize the shareholders of the Company, the Board at the same meeting, as stated above, has considered, approved and recommended issue of bonus shares in the proportion/ratio of Two (2) new fully paid-up equity share of the Company of Face Value of ₹ 1/- (Rupee One only) each for every One (1) existing fully paid -up equity shares of the Company of Face Value ₹ 1/- (Rupee One only) each held by the Members on the Record Date (to be determined by the Board and will be intimated to the exchange with in stipulated time), by capitalizing a part of securities premium account or other free reserves as may be considered necessary by Board of the Company. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

The Articles of Association of the Company authorize the Company to issue bonus shares by capitalization of securities premium account or other free reserves as may be considered necessary by the Board of the Company.

Pursuant to the provisions of Sections 61 and 63 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company, regulations issued by SEBI and subject to such approvals, if required, from the statutory authorities, the issue of bonus shares of the Company require the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolutions set forth in Item no. 2 & 3 of the notice for the approval of the members as Ordinary Resolutions.

Item No.:4:

The Board of Directors of the Company at its meeting held on September 27, 2023, appointed Ms. Divya Kwatra as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from September 27, 2023, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Divya Kwatra as an Independent Director pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013.

The Company has received a declaration from Ms. Divya Kwatra confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has also received Ms. Divya Kwatra's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Divya Kwatra's fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Divya Kwatra's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from September 27, 2023.

Except Ms. Divya Kwatra's, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

Item No.:5:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution. "Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual turnover of the Company for the financial year 2022-23 is INR 11.32 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding INR 1.13 Crores (10% of the Company's annual turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

| Name of Related Party | Name of Relationship | Nature of Transaction | Amount (INR in Cr.) |
|---|---|--|---------------------|
| QUICKTOUCH TECHNOLOGIES LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) - Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 100 |
| GENIUS TOWNSHIPS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) - Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 50 |
| BIR FOODS & RESTAURANTS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) - Given / Availed (ii) Availing and Rendering of Services (iii) Investments | 50 |
| TRONIX IT SOLUTIONS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter | 50 |

| | | | |
|---|---|---|----|
| | | Corporate Deposits) – Given / Aailed (ii) Availing and Rendering of Services (iii) Investments | |
| QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Aailed (ii) Availing and Rendering of Services (iii) Investments | 50 |
| STANDARD INFRACAP SERVICES LIMITED | Management having a common or Joint Control | (i) Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Aailed (ii) Availing and Rendering of Services (iii) Investments | 50 |

*The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time.

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on November 24, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

| S. No | Name of the Related Party | Nature of Concern or Interest |
|-------|---|---|
| 1. | QUICKTOUCH TECHNOLOGIES LIMITED | Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Promoter of the QUICKTOUCH TECHNOLOGIES LIMITED & Mr. Gaurav Jindal (Relative of Mr. Ram Gopal Jindal) who is the Promoter of the Standard Capital Markets Limited is also a Managing Director and Promoter of the QUICKTOUCH TECHNOLOGIES |
| 2. | GENIUS TOWNSHIPS PRIVATE LIMITED | Mr. Gaurav Jindal (Relative of Mr. Ram Gopal Jindal) who is the Promoter of the Standard Capital Markets Limited is also a Director of the GENIUS TOWNSHIPS PRIVATE LIMITED |
| 3. | BIR FOODS & RESTAURANTS PRIVATE LIMITED | Mr. Gaurav Jindal (Relative of Mr. Ram Gopal Jindal) who is the Promoter of the Standard Capital Markets Limited is also a Director of the BIR FOODS & RESTAURANTS PRIVATE LIMITED |
| 4. | TRONIX IT SOLUTIONS PRIVATE LIMITED | Mr. Gaurav Jindal (Relative of Mr. Ram Gopal Jindal) who is the Promoter of the Standard Capital Markets Limited is also a Director of the TRONIX IT SOLUTIONS PRIVATE LIMITED |
| 5. | QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED | Mr. Gaurav Jindal (Relative of Mr. Ram Gopal Jindal) who is the Promoter of the Standard Capital Markets Limited is also a Director of the QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED |
| 6. | STANDARD INFRACAP SERVICES LIMITED | Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Director in STANDARD INFRACAP SERVICES LIMITED & Mr. Gaurav Jindal (Relative of Mr. Ram Gopal Jindal) who is the Promoter of the Standard Capital Markets Limited is also a Director of the STANDARD INFRACAP SERVICES LIMITED |

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

| S. No. | Particulars | |
|--------|---------------------------------------|---|
| 1. | Tenure of the transaction (particular | The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2023-24 |

| | tenure shall be specified) | and thereafter till the next Annual General Meeting scheduled to be held during FY 2024-25 or fifteen months from the date of Annual General Meeting hold on 2022-2023, whichever is earlier. | | | | | | | | | | | | | | | |
|--------------------------------|---|---|-------------|---------------------|-------------------|---------------|------|------|--------|---------------|---------------|-----------|------------------|------------------|--------------------------------|---------------------|---------------------|
| 2. | The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | <p>(i) The value of proposed transactions with Quicktouch during the FY 2023- 24 is 880% of the annual turnover of the Company for the FY 2022-23.</p> <p>(ii) The value of proposed transactions with GENIUS TOWNSHIPS PRIVATE LIMITED during the FY 2023- 24 is 440% of the annual turnover of the Company for the FY 2022-23.</p> <p>(iii) The value of proposed transactions with BIR FOODS & RESTAURANTS PRIVATE LIMITED during the FY 2023- 24 is 440% of the annual turnover of the Company for the FY 2022-23.</p> <p>(iv) The value of proposed transactions with TRONIX IT SOLUTIONS PRIVATE LIMITED during the FY 2023- 24 is 440% of the annual turnover of the Company for the FY 2022-23.</p> <p>(v) The value of proposed transactions with QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED during the FY 2023- 24 is 440% of the annual turnover of the Company for the FY 2022-23</p> <p>(vi) The value of proposed transactions with STANDARD INFRACAP SERVICES LIMITED during the FY 2023- 24 is 440% of the annual turnover of the Company for the FY 2022-23</p> | | | | | | | | | | | | | | | |
| 3. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company | <table border="1"> <thead> <tr> <th>Particulars</th><th>ICD availed by SCML</th><th>ICD given by SCML</th></tr> </thead> <tbody> <tr> <td>Interest Rate</td><td>7-9%</td><td>7-9%</td></tr> <tr> <td>Tenure</td><td>Upto 18 Month</td><td>Upto 18 Month</td></tr> <tr> <td>Repayment</td><td>Generally Bullet</td><td>Generally Bullet</td></tr> <tr> <td>Security (Secured / Unsecured)</td><td>Generally Unsecured</td><td>Generally Unsecured</td></tr> </tbody> </table> | Particulars | ICD availed by SCML | ICD given by SCML | Interest Rate | 7-9% | 7-9% | Tenure | Upto 18 Month | Upto 18 Month | Repayment | Generally Bullet | Generally Bullet | Security (Secured / Unsecured) | Generally Unsecured | Generally Unsecured |
| Particulars | ICD availed by SCML | ICD given by SCML | | | | | | | | | | | | | | | |
| Interest Rate | 7-9% | 7-9% | | | | | | | | | | | | | | | |
| Tenure | Upto 18 Month | Upto 18 Month | | | | | | | | | | | | | | | |
| Repayment | Generally Bullet | Generally Bullet | | | | | | | | | | | | | | | |
| Security (Secured / Unsecured) | Generally Unsecured | Generally Unsecured | | | | | | | | | | | | | | | |

| | | |
|----|---|---|
| 4. | Justification as to why the RPT is in the interest of the Company | The related party transactions entered by the Company with their Related Party are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Related Party are conducted as if it is with an unrelated party, so that there is no conflict of interest. |
|----|---|---|

The Board recommends the resolution set out at Item No. 5 of the EGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 5 respectively.

**By order of the Board of Directors
For Standard Capital Markets Limited**

**Date: November 24, 2023
Place: Delhi**

**Sd/-
Ram Gopal Jindal
Managing Director**

ANNEXURE-A
DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Details of the Director seeking appointment at the General Meeting

| | |
|--|--|
| Name of the Director & Age | Ms. Divya Kwatra, 33 years |
| Qualifications | Company Secretary and a Commerce Graduate |
| Brief Profile of Director/ Experience | Mrs. Divya Kwatra, a seasoned professional, a member of the Institute of Company Secretaries of India (ICSI), she earned her qualification in December 2015. With over Five years of rich experience, Divya has demonstrated profound expertise in company secretarial practices and corporate governance. Her exceptional skills and deep understanding of regulatory compliance make her a valuable addition to our leadership team. |
| Nature of his Experience in specific functional areas | Corporate Governance and Business planning |
| Terms and conditions of appointment or reappointment / revision in remuneration | The terms of appointment will be same as decided by the Board at time of appointment. |
| Proposed remuneration | Sitting Fee |
| Last drawn remuneration | - |
| Date of First Appointment on Board | 27.09.2023 |
| Shareholding of Director | NiL |
| Disclosure of relationships with other directors, Manager and KMP | Not related to any managerial personnel's of the Company |
| Number of the Meetings of Board of Directors Attended | Not Applicable |
| Directorships of other listed entities | Mrs. Divya Kwatra is Independent Director in Quicktouch Technologies limited |
| Chairmanships/ Memberships of Committees of listed entities | She is member of the following Committees: |

**By order of the Board of Directors
For Standard Capital Markets Limited
Sd/-**

**Ram Gopal Jindal
Managing Director**

**Date: November 24, 2023
Place: Delhi**