



STANDARD CAPITAL MARKETS LIMITED

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extraordinary General Meeting ("EGM") for the F.Y 2024-2025 of the members of Standard Capital Markets Limited ("the company") will be held on Monday, May 27, 2024, at 12:30 PM (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below:

SPECIAL BUSINESSES:

ITEM NO. 1: INCREASE IN AUTHORIZED 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 other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations, 2015**"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for increase and alteration of the existing Authorized Share Capital of the Company from Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 150,00,00,000 (One Hundred Fifty Crores) Equity Shares of face value of Re. 1/- (Rupee One Only) each to Rs. 200,00,00,000 (Rupees Two Hundred Crore Only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each, by creation of additional 50,00,00,000 Equity Shares of face value of Re. 1/- (Rupee One Only) each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only).

RESOLVED FURTHER THAT consequent to the above alterations, existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause:

"V. The Authorized Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of Re. 1/- 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 through 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 such acts, deeds, matters, things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 2: ISSUANCE OF UP TO 26,00,00,000 EQUITY SHARES TOWARDS CONVERSION OF OUTSTANDING UNSECURED LOAN, TO PERSONS BELONGING TO NON-PROMOTR CATEGORY, ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(l)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed **“Stock Exchange(s)”**, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 26,00,00,000 Equity Shares of face value

of Re. 1/- each fully paid up, to persons belonging to “Non-Promoter” Category, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 71,50,00,000/- (Rupees Seventy-One Crore Fifty Lakh Only), at an issue price of Rs. 2.75/-per Equity Share being the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons (“Proposed Allottee”):

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted (up to)
1.	<i>Sunil Sales and Services Pvt Ltd</i>	<i>Non-Promoter</i>	<i>11,00,00,000</i>
2.	<i>Shark Suppliers Private Limited</i>	<i>Non-Promoter</i>	<i>15,00,00,000</i>
Total			26,00,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the above mentioned allottees shall be Friday, April 26, 2024, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the members of the Company scheduled to be held on May 27, 2024.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a)** *The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/ allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.*
- b)** *The pre-preferential shareholding of the proposed allottees, if any, and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.*
- c)** *The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.*
- d)** *The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder’s resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by*

any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

- e) The Equity Shares proposed to be issued and allotted under this preferential issue shall be listed on BSE.*
- f) Allotment of Equity shares shall only be made in dematerialized form.*

RESOLVED FURTHER THAT *the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.*

RESOLVED FURTHER THAT *for the purpose of giving effect to this Resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges, 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 through this resolution) and the Company Secretary of the Company be and is hereby authorised to take all steps and to perform and execute all such acts, matters, deeds and things as they may consider necessary, expedient, usual or proper including appointing advisors, consultants, accountants, auditors, attorneys, advocates, consultant firms or any other agencies, executing necessary documents, Circulation of PAS-4 and entering into contracts, arrangements, agreements, documents, filing such forms with and providing such information to the Governmental Authorities, making such disclosures to the Stock Exchanges and issuing advertisements and announcements, affixing the common seal of the Company in accordance with the Articles of Association of the Company on such documents and papers, approving all expenses and payments in relation to the foregoing and furnishing certified true copies of this resolution, as may be required or they deem necessary to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”*

ITEM NO. 3 TO CONSIDER AND APPROVE THE APPOINTMENT OF MRS. CHHAVI DIXIT (DIN: 10465851) 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 April 30, 2024, the consent of the Members be and is hereby accorded to appoint Mrs. Chhavi Dixit (DIN: 10465851) Director and also as an Non-Executive Independent Director, on the Board of the Company w.e.f. January 18, 2024 to hold office for a term of five (05) consecutive years upto January 17, 2029 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. 4 TO INCREASE THE EXISTING BORROWING LIMIT OF THE COMPANY UP TO INR 1000 CRORES U/S 180(1) (C)

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

“RESOLVED THAT in supersession of the Special Resolution passed by the shareholders in their Annual Ordinary General Meeting held on 28.09.2023, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, in excess of the aggregate of its paid share capital and free reserves of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business and not exceeding INR 10000 Crores.

RESOLVED FURTHER THAT consent of members of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge / provide security for the sum borrowed not exceeding INR 10000 Crores on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders /Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board.

RESOLVED FURTHER THAT the securities/ charges to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and /or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT Mr. Ram Gopal Jindal, Ms. Anshita Sharma, Directors and Ms. Vineeta Gautam, Company Secretary & Compliance Officer of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

ITEM NO. 5 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. RAM GOPAL JINDAL:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Ram Gopal Jindal, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2023-24 and 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of

the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT *the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”*

ITEM NO. 6 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. QUICKTOUCH TECHNOLOGIES LIMITED

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with QUICKTOUCH TECHNOLOGIES LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2023-24 and 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.*

RESOLVED FURTHER THAT *the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.*

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 7 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. GENIUS TOWNSHIPS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with GENIUS TOWNSHIPS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 8 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. BIR FOODS & RESTAURANTS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with BIR FOODS & RESTAURANTS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024-25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 9 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. TRONIX IT SOLUTIONS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with TRONIX IT SOLUTIONS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 10 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 11 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. STANDARD INFRACAP SERVICES LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with STANDARD INFRACAP SERVICES LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 12 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. STANDARD CAPITAL ADVISORS LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with STANDARD CAPITAL ADVISORS LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 13 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. KRV BROOMS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with KRV BROOMS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 14 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. SRIKAYA HEALTH INSTITUTE FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with SRIKAYA HEALTH INSTITUTE, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or

representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 15 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. DOLFIN MERCHANTS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with DOLFIN MERCHANTS PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.*

RESOLVED FURTHER THAT *the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.*

RESOLVED FURTHER THAT *the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and*

things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 16 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. FLASH MERCHANDISE PRIVATE LIMITED

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with FLASH MERCHANDISE PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2023-24 and 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 17 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. HILUM COMMODITIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-25:

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 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with HILUM COMMODITIES PRIVATE LIMITED, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2024- 25, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.*

***RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”*

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

SD/-
Ram Gopal Jindal
Managing Director

Place: New Delhi
Date: May 4, 2024

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:
- 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.
 - 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:**
- 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 May 24, 2024 at 09:00 A.M. and ends on May 26, 2024 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 May 20, 2024 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</p>

Type shareholders	Login Method
	<p>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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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>

Type shareholders	Login Method
	
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 May 10, 2024 at 09:00 AM to May 12, 2024 at 05:00 P.M. mentioning their name, demat account number/folio number, email id, mobile number at info@stancap.co.in . 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 numbr, 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, May 20, 2024, 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)

The following Statement sets out all material facts relating to the Special Resolution mentioned in the accompanying Notice:

ITEM No. 1:

Presently, the Authorized share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only) divided into 150,00,00,000 (One Hundred Fifty Crores) Equity Shares of Re. 1/- (Rupee One Only) each. The Board of directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to Rs. 200,00,00,000 (Rupees Two Hundred Crore Only) divided into 200,00,00,000 Equity Shares of face value of Re. 1/- (Rupee One Only) each, by creation of additional 50,00,00,000 Equity Shares of face value of Re. 1/- (Rupee One Only) each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only), to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be substituted. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting.

The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

ITEM No. 2:

The Board of Directors of the Company in their meeting held on April 30, 2024, approved the preferential issuance of up to 26,00,00,000 Equity Shares of face value of Re. 1/- each fully paid up, to persons belonging to “Non-Promoter” Category, towards conversion of outstanding unsecured loan, aggregating to Rs. 71,50,00,000/-, into equity shares at an issue price of Rs. 2.75/- per Equity Share determined in accordance with Chapter V of SEBI (ICDR) Regulations, 2018, subject to approval of members of the Company.

The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

1. Objects of the Preferential Issue

Conversion of outstanding unsecured loan for an amount aggregating and not exceeding up to Rs. 71,50,00,000/- into the equity shares of the Company at the request of the proposed allottees (‘Lenders’). This has been done in the best interests of the Company, aiming to strengthen the financial position by increasing its’ net worth. Conversion of loans into Equity Shares will improve the Company’s capital base and reduce exposure to the debt, thereby enhancing the financial stability.

Utilization of Gross Proceeds

The Broad Range of intended use of the Gross Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (In Rupees)	Schedule of Implementation and Deployment of Funds
1.	Conversion of outstanding unsecured loan	71,50,00,000	Immediately on allotment of Equity Shares

2. Monitoring of Utilization of Funds by Monitoring Agency

As the issue size does not exceed Rs. 100 Crore, the Company is not required to appoint a Monitoring Agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations

3. Particulars of the offer including kind of Securities offered, maximum number of Securities to be issued and the Issue Price

Maximum up-to 26,00,00,000 (Twenty-Six Crores) Equity Shares of face value of Re. 1/- each at an issue price of Rs. 2.75/- per Equity Share to the extent up-to Rs. 71,50,00,000/- (Seventy-One Crore Fifty Lakhs Only).

4. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

None of the Promoters, Directors, Key Managerial Personnel or Senior management of the Company intends to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue.

5. The Shareholding Pattern of the issuer before and after the preferential issue.

Sr. No.	Category	Pre-Issue		Equity Shares to be allotted	Post Issue	
		No. of Shares held	%		No. of Shares held	%
(A) Promoter Shareholding:						
1	Indian					
	Individual / Hindu Undivided Family	21,49,32,250	14.62	-	21,49,32,250	12.42
	Any Other	4,58,05,980	3.12	-	4,58,05,980	2.65
	Sub-total	26,07,38,230	17.74	-	26,07,38,230	15.07
2	Foreign Promoters	0	-	-	0	-
	Sub-Total (A)	26,07,38,230	17.74	-	26,07,38,230	15.07
(B) Non-Promoters' holding:						

1	Institutional Investors	-	-	-	-	-
2	Central Government/ State Government(s)/ President of India	-	-	-	-	-
3	Non-Institutions:					
	Associate Companies/Subsidiaries	33,98,50,000	23.12	-	33,98,50,000	19.64
	Key Managerial Personnel	14,100	0.00	-	14,100	0.00
	Individuals	17,86,99,883	12.16	-	17,86,99,883	10.33
	Non-Resident Indians	35,39,334	0.24	-	35,39,334	0.20
	Bodies Corporate	64,74,93,690	44.05	26,00,00,000	90,74,93,690	52.46
	Any Other	3,96,67,763	2.70	-	3,96,67,763	2.29
Sub-total (B)		1,20,92,64,770	82.26	26,00,00,000	1,46,92,64,770	84.93
Grand Total (A+B)		1,47,00,03,000	100.00	26,00,00,000	1,73,00,03,000	100.00

Notes:

- Pre-issue shareholding pattern is as on 31.03.2024.
- Post shareholding structure may change depending upon any other corporate action in between.

6. Proposed time limit within which the allotment shall be completed:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing this Special Resolution at Item No. 2 provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

7. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not Applicable since the Company has not made preferential issue of any Security during the year.

8. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. No.	Name of the Proposed Allottees	Category	Name of ultimate beneficial owners
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1.	Sunil Sales and Services Pvt Ltd	Non-Promoter	Mohammad Abrar Kureshi Manjot Singh
2.	Shark Suppliers Private Limited	Non-Promoter	Mohammad Abrar Kureshi Manjot Singh

9. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

S. No.	Name of Allottee	Pre-Issue Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure	
		No. of Shares	%		No. of Shares	%
1.	Sunil Sales and Services Pvt Ltd	0	0.00	11,00,00,000	11,00,00,000	6.36
2.	Shark Suppliers Private Limited	0	0.00	15,00,00,000	15,00,00,000	8.67

Note: The post holding may vary depending upon any other corporate action in between.

10. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

11. Lock-in Period:

- The Equity Shares shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

12. Issue Price & Relevant Date

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the relevant date for determining the floor price for the Preferential Allotment of the Equity Shares has been reckoned as Friday, April 26, 2024, being the date 30 days prior to the date of this Extra-ordinary General Meeting.

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded thereat. BSE’s Stock Price has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018.

The minimum price per Equity Share was considered higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued shall not be less than higher of the following:
 - i. Rs. 2.72/- each- being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on BSE preceding the Relevant Date; or
 - ii. Rs. 1.88/- each- being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on BSE preceding the Relevant Date.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 2.72/- each, being higher of the above two prices.

- b) In terms of the provisions of Regulation 166A of the SEBI ICDR Regulations, the price has been determined to be **Rs. 1.77/- per share**, by the Valuation Report issued by Mr. Manish Manwani, (Registration No.: IBBI/RV/03/2021/14113). The said report is available on the website of the Company at www.stancap.co.in
- c) Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company - *Not Applicable*.

Accordingly, it has been decided by the Board of Directors of the Company to make the Preferential Allotment of Equity Shares at an issue price of **Rs. 2.75/- (Rupees Two and Seventy-Five Paise Only) each**.

13. Undertakings

- i. None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- ii. None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- iv. None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of Proposed Allottee	Current Status	Post Status
1.	Sunil Sales and Services Pvt Ltd	Non-Promoter	Non-Promoter
2.	Shark Suppliers Private Limited	Non-Promoter	Non-Promoter

15. Practicing Company Secretary's Certificate:

The Certificate from CS Nitika Gupta, certifying that the preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations shall be placed before the Members of the Company in the Extra-Ordinary General Meeting. The same is hosted on Company's website at www.stancap.co.in.

16. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out at item no.2 of this Notice.

The Board of Directors recommends the resolutions as set out in Item Nos. 2 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of **Special Resolution**.

ITEM NO. 3

The Board of Directors of the Company at its meeting held on January 18, 2024, appointed Mrs. Chhavi Dixit as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from January 18, 2024, 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 Mrs. Chhavi Dixit 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 Mrs. Chhavi Dixit 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 Mrs. Chhavi Dixit 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, Mrs. Chhavi Dixit 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 Mrs. Chhavi Dixit 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 January 18, 2024.

Except Mrs. Chhavi Dixit, 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. 3.

ITEM NO.:4:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and by the Company (*apart from temporary loans obtained from the Company's Bankers in the ordinary course of business*) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed up to INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only).

Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business in excess of the paid up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of INR 100,00,00,00,000/- (Rupees One Thousand Crores Only).

The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1) of the Act.

The Board therefore submits the item No. 4 for your consideration and recommends it to be passed as a special Resolution. None of the Directors or the Key Managerial Personnel

of the Company including their relatives is in any way concerned or interested in the Resolution.

ITEM NO(S). 5 TO 17

The members of the Company are hereby apprised that the Securities and Exchange Board of India ('SEBI'), vide its notification dated November 09, 2021, has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). As per the new threshold, all related party transactions in excess of ₹ 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity shall be deemed to be Material Related Party Transaction and shall require prior approval of members of the listed entity. Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Since, such transactions is supposed to exceed the threshold limit of 10% during the FY 2023-24, 2024-25, therefore the approval of members is being sought as required under Regulation 23 of the Listing Regulations. The details of such transactions are provided below:

Name of Related Party and Relationship	Nature of Transaction	Pricing Criteria	Maximum amount of transaction for which approval is sought	Period of transaction	Transaction carried during FY 2023-24
RAM GOPAL JINDAL (Managing Director & Promoter of the Company)	(i) Loans and Advances (short term, long term, secured, unsecured)/ Inter Corporate Deposits) - Given / Availed (ii) Availing and Rendering of Services (iii) Investments	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	22.42 Crores

<p>QUICKTOUCH TECHNOLOGIES LIMITED (Having a common or Joint Control of the Management)</p>	<p>(i) Loans and Advances (short term, long term, secured, unsecured) / Inter Corporate Deposits) - Given / Availed (ii) Availing and Rendering of Services (iii) Investments</p>	<p>on arm's length basis</p>	<p>₹ 100 Crores</p>	<p>For the financial year 2024-25</p>	<p>51.98 Crores</p>
<p>GENIUS TOWNSHIPS PRIVATE LIMITED (Having a common or Joint Control of the Management)</p>	<p>(i)Loans and Advances (short term, long term, secured, unsecured)/ Inter Corporate Deposits) - Given / Availed (ii)Availing and Rendering of Services (iii)Investments</p>	<p>on arm's length basis</p>	<p>₹ 100 Crores</p>	<p>For the financial year 2024-25</p>	<p>26.19 Crores</p>
<p>BIR FOODS & RESTAURANTS PRIVATE LIMITED (Having a common or Joint Control of the Management)</p>	<p>(i)Loans and Advances (short term, long term, secured,</p>	<p>on arm's length basis</p>	<p>₹ 100 Crores</p>	<p>For the financial year 2024-25</p>	<p>40.47 lakhs</p>

	unsecured) /Inter Corporate Deposits) - Given / Availed (ii)Availing and Rendering of Services (iii)Investm ents					
TRONIX IT SOLUTIONS PRIVATE LIMITED (Having a common or Joint Control of the Management)	(i)Loans and Advances (short term, long term, secured, unsecured) /Inter Corporate Deposits) - Given / Availed (ii)Availing and Rendering of Services (iii)Investm ents	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	27 Lakhs	
QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED (Having a common or Joint Control of the Management)	(i)Loans and Advances (short term, long term, secured, unsecured) /Inter Corporate Deposits) -	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	Nil	

	Given / Availed (ii)Availing and Rendering of Services (iii)Investm ents				
STANDARD INFRACAP SERVICES LIMITED (Having a common or Joint Control of the Management)	(i)Loans and Advances (short term, long term, secured, unsecured)/ Inter Corporate Deposits) - Given / Availed (ii)Availing and Rendering of Services (iii)Investm ents	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	3.83 Crores
STANDARD CAPITAL ADVISORS LIMITED (Wholly owned Subsidiary of the Company)	(i)Loans and Advances (short term, long term, secured, unsecured) /Inter Corporate Deposits) - Given / Availed (ii)Availing and Rendering of Services	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	Nil

	(iii) Investments				
KRV BROOMS PRIVATE LIMITED (Wholly owned Subsidiary of the Company)	(i) Loans and Advances (short term, long term, secured, unsecured) / Inter Corporate Deposits) - Given / Availed (ii) Availing and Rendering of Services (iii) Investments	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	15.52 Lakhs
SRIKAYA HEALTH INSTITUTE (Having a common or Joint Control of the Management)	(i) Loans and Advances (short term, long term, secured, unsecured) / Inter Corporate Deposits) - Given / Availed (ii) Availing and Rendering of Services (iii) Investments	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	1.37 Crores
DOLFIN MERCHANTS PRIVATE LIMITED	(i) Loans and Advances	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	22.04 Crores

(Shareholder having more than 10% of Equity)	(short term, long term, secured, unsecured) /Inter Corporate Deposits) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments				
FLASH MERCHANDISE PRIVATE LIMITED (Shareholder having more than 10% of Equity)	(i)Loans and Advances (short term, long term, secured, unsecured) /Inter Corporate Deposits) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	52.47 Crores
HILUM COMMODITIES PRIVATE LIMITED (Shareholder having more than 10% of Equity)	(i)Loans and Advances (short term, long term, secured, unsecured) /Inter	on arm's length basis	₹ 100 Crores	For the financial year 2024-25	10.25 Crore

	Corporate Deposits) - Given / Availed (ii)Availing and Rendering of Services Investments				
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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.

Notes:

1. Taxes, if any, in relation to the above transactions shall be paid on actual basis.
2. All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities.
3. So far as pricing is concerned, all the transactions meets the arm's length criteria. In case Valuation Report from the Independent valuer or external party in relation with the aforesaid transactions will taken as and where applicable and will be placed before the Audit Committee or Board.
4. Please note that the transactions with Mr. Ram Gopal Jindal, M/s. Quicktouch Technologies Limited and M/s. Flash Merchandise Private Limited during Financial Year 2023-24 for which no approval was sought/exceeded the approved limit are also hereby ratified vide the subjected resolution.

Justification:

1. Mr. Ram Gopal Jindal is the Managing Director & Promoter of the Company and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
2. QuickTouch Technologies Limited is a leading provider of innovative digital solutions, specializing in software development, mobile applications, web development, IT consulting, and digital marketing. With a focus on enhancing user experiences and optimizing efficiency, QuickTouch delivers custom solutions tailored to meet the diverse

needs of businesses and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.

3. Genius Township Private Limited Genius Township Limited specializes in property acquisition, development, and leasing activities. With a focus on real estate, they acquire strategic properties and develop them into thriving residential, commercial, and mixed-use spaces and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
4. Bir Foods & Restaurants Private Limited is a prominent player in the hospitality industry. Specializing in food and dining experiences, the company operates a diverse portfolio of restaurants, cafes, and eateries and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
- 5) Tronix IT Solutions Private Limited is a premier provider of co-working spaces, catering to the needs of modern professionals and businesses. With a focus on fostering collaboration and productivity, Tronix offers flexible work environments equipped with state-of-the-art facilities and amenities and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
- 6) Qtouch Business Solutions Private Limited pioneers education services with a focus on Olympiad and TET (Teacher Eligibility Test) preparation, integrating technology for enhanced learning experiences. Through our online portal, students can register seamlessly and access a wealth of study materials and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
- 7) Standard Infracap Services Limited Standard Infracap Services Limited is a premier consultancy firm specializing in property, management, lease, finance, and real estate fund management. With a wealth of expertise, we offer strategic advice and solutions to optimize real estate portfolios and financial investments and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
8. M/s Standard Capital Advisors Limited is a Wholly owned Subsidiary of Standard Capital Markets Limited and involved in the Business of Merchant Banking and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
9. Krv Brooms Private Limited is also a Wholly owned Subsidiary of Standard Capital Markets Limited and involved in the Business of manufacturing & Trading in Brooms and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.

11. Srikaya Health Institute is a non-profit organization dedicated to promoting healthcare, education, and societal development and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
12. Dolfin Merchants Private Limited is a versatile enterprise engaged in the buying, selling, and trading of diverse products, including agricultural produce, machinery, engineering items, cement, automobile parts, and various other goods. With a wide-ranging portfolio, we cater to the needs of various industries and customers and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
13. Flash Merchandise Private Limited is a dynamic trading company specializing in the buying, selling, and trading of a diverse range of products. From agricultural produce to plastics, metals, chemicals, and various other goods, we cater to a wide spectrum of industries and customer needs and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
14. Hilum Commodities Private Limited operates as a multifaceted business entity, offering advisory and consultancy services along with facilitating the buying and selling of licenses, resale orders, and various other transactions and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
15. This partnership ensures competitive pricing, quality assurance, and adherence to regulatory standards. The companies' commitment to transparency and corporate governance assures fair dealings and avoids conflicts of interest.
16. This collaboration through fosters innovation and sustainable practices, driving mutual growth and success. We maintain utmost compliance and ethical standards to protect stakeholders' interests throughout the related party transactions.

It is also pertinent to note that the Audit Committee at its meeting held on April 30, 2024, on the basis of information provided hereinabove, has recommended the said related party transactions. Further, in case of any material modification in the aforementioned related party transactions, the approval of members of the Company shall be taken in accordance with “Police on Related Party Transactions” of the Company and the Listing Regulations.

S. No	Name of the Related Party	Nature of Concern or Interest
1.	Ram Gopal Jindal	Managing Director & Promoter of the Company
2.	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
3.	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
4.	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
5.	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
6.	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
7.	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
8.	STANDARD CAPITAL ADVISORS LIMITED	Wholly on subsidiary of Standard Capital Markets Limited
9.	KRV BROOMS PRIVATE LIMITED	Wholly on subsidiary of Standard Capital Market Limited
10.	SRIKAYA HEALTH INSTITUTE	Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Director in SRIKAYA HEALTH INSTITUTE & 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 SRIKAYA HEALTH INSTITUTE.
11.	DOLFIN MERCHANTS PRIVATE LIMITED	Shareholder having more than 10% of Equity
12.	FLASH MERCHANDISE PRIVATE LIMITED	Shareholder having more than 10% of Equity

13.	HILUM COMMODITIES PRIVATE LIMITED	Shareholder having more than 10% of Equity
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Further, in terms of applicable SEBI Circulars the members are requested to take note of the additional information:

S. No.	Particulars	
1.	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 Ram Gopal Jindal during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24.</p> <p>(ii) The value of proposed transactions with Quicktouch Technologies Limited during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24.</p> <p>(iii) The value of proposed transactions with GENIUS TOWNSHIPS PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24. (iv) The value of proposed transactions with BIR FOODS & RESTAURANTS PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24.</p> <p>(v) The value of proposed transactions with TRONIX IT SOLUTIONS PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24.</p> <p>(vi) The value of proposed transactions with QTOUCH BUSINESS SOLUTIONS PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24.</p> <p>(vii) The value of proposed transactions with STANDARD INFRACAP SERVICES LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24</p> <p>(viii) The value of proposed transactions with STANDARD CAPITAL ADVISORS</p>

		<p>LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24</p> <p>(ix) The value of proposed transactions with KRV BROOMS PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24</p> <p>(x) The value of proposed transactions with SRIKAYA HEALTH INSTITUTION during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24.</p> <p>(xi) The value of proposed transactions with DOLFIN MERCHANTS PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24</p> <p>(xii) The value of proposed transactions with FLASH MERCHANDISE PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24</p> <p>(xiii) The value of proposed transactions with HILUM COMMODITIES PRIVATE LIMITED during the FY 2024- 25 is 333.33% of the annual turnover of the Company for the FY 2023-24</p>																	
	<p>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company</p>	<table border="1"> <tr> <td>Particulars</td> <td>ICD availed by SCML</td> <td>ICD given by SCML</td> </tr> <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> </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																	
<p>4.</p>	<p>Justification as to why the RPT is in the interest of the Company</p>	<p>The related party transactions entered by the Company with their Related Party are in the</p>																	

		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.
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*The turnover of the company for the financial year 2023-2024 taking on the provisional basis.

Except, Mr. Ram Gopal Jindal, Managing Director of the Company and his relatives as well as related Entity and members of promoter and promoter group, as referred above (to the extent of their shareholding in the Company), none of the Director and Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution at Item no. 5 to 17 of the accompanying notice. The Board recommends the resolutions at Item no. 5 to 17 to be passed as an Ordinary Resolution(s).

The Members may please note that in terms of the provisions of the Listing Regulations, all the related party(ies) shall abstain from voting in favour of the resolutions under Item No. 5 to 17.

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

Place: New Delhi
Date: May 4, 2024

SD/-
Ram Gopal Jindal
Managing Director