

## **STANDARD CAPITAL MARKETS LIMITED**

401-A, PP Towers, NetajiSubhash Place, Pitampura, Delhi-110034

CIN No.L74899DL1987PLC027057

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### **NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Standard Capital Markets Limited will be held on Saturday, November 26, 2022 at 02:00 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) as permitted to transact the following business:

### **SPECIAL BUSINESS**

#### **ITEM NO. 1: TO TAKE SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERT INTO EQUITY SHARES.**

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

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India(“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the limit of INR 200/- crores , under the Loan agreement to be executed in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

**RESOLVED FURTHER THAT** the loan as hereinbefore mentioned would be converted into fully paid equity Shares of the company in accordance with the following conditions: (i). the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company; (ii). The conversion right reserved as aforesaid may be exercised by the Lenders as stipulated in the Loan Agreement;

## SANDARD CAPITAL MARKETS LIMITED

(iii). On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws; (iv). The Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced; (v). The equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects; (vi). The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013 and Income Tax Act.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

**“RESOLVED FURTHER THAT** any Director and Key Managerial Person of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## SANDARD CAPITAL MARKETS LIMITED

### ITEM NO. 2: TO INCREASE THE BORROWING LIMIT OF THE COMPANY UP TO INR 200 CRORES:

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

**“RESOLVED THAT** in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money up to INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

**“RESOLVED FURTHER THAT** any Director and Key Managerial Person of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### ITEM NO. 3: TO INCREASE THE OVERALL REMUNERATION PAID TO NON EXECUTIVE DIRECTORS OF THE COMPANY:

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

**“RESOLVED THAT** in pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors of the Company for the financial year 2022-23 and thereafter, at an amount not exceeding 1% of the net profits of the Company computed in accordance with the provisions

## SANDARD CAPITAL MARKETS LIMITED

of Section 198 of the Companies Act, 2013 and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

**RESOLVED FURTHER THAT** the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

### **ITEM NO. 4: TO INCREASE THE OVERALL REMUNERATION PAID TO EXECUTIVE DIRECTORS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force) a sum not exceeding one percent (1%) per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Directors other than the Managing Director or Whole Time Director of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors subject to the overall ceiling of one percent (1%) of the Net Profits of the Company.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Other Directors, subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be

## SANDARD CAPITAL MARKETS LIMITED

decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.”

### **ITEM NO. 5: TO INCREASE THE OVERALL REMUNERATION PAID TO INDEPENDENT DIRECTORS OF THE COMPANY:**

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

**RESOLVED THAT**, pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Members, at such remuneration on the terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).

**RESOLVED FURTHER THAT**, the Board or any Committee thereof of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, sitting fees, etc., such that the overall amounts of remuneration are computed in terms of the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT**, the Board of Directors (including any Committee thereof), be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

### **ITEM NO. 6: TO FIX THE REMUNERATION TO BE PAID TO MR. RAM GOPAL JINDAL MANAGINGDIRECTOR (DIN NO. 06583160) OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to Section 196, 197 AND 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings, and Special Resolution passed by the Members of the Company at the Annual General Meeting held on 30<sup>TH</sup> September 2022 for appointment of Mr. RAM GOPAL JINDAL as Managing Director, the consent of the Members be and hereby accorded for the payment of the remuneration to Mr. Ram Gopal Jindal (DIN: 06583160), Managing Director of the Company for the period of three years viz., from 30<sup>th</sup> September, 2022 to 29<sup>th</sup>

## SANDARD CAPITAL MARKETS LIMITED

September, 2025, which shall in no case exceed ten percent (10%) of the Net Profits of the Company and Eleven percent (11%) of the Net Profits payable to all Directors of the Company.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary.

By Order of the Board  
For **STANDARD CAPITAL MARKETS LIMITED**

Place: New Delhi

Date: 22.10.2022

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**Ram Gopal Jindal**  
**Managing Director**  
**Din No. 06583160**

### Notes:

1. 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.
2. 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 EGM through VC/OAVM and cast their votes through e-voting.
3. 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 the EOGM. 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 EOGM will be provided by CDSL.

## SANDARD CAPITAL MARKETS LIMITED

4. 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.
5. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. 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](http://www.stancap.co.in) and the website of the Stock Exchange where the shares are listed and traded, viz, [www.bseindia.com](http://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 EOGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. 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 401 A, P.P Tower, Netaji Subhash Place, Pitampura, Delhi-110034.
8. 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.
9. All documents referred to in the Notice and other relevant papers shall be available for inspection electronically.
10. 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.
11. 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.
12. 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.

## SANDARD CAPITAL MARKETS LIMITED

13. 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.
14. 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.
15. As per Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 or SH-14 (Cancellation or Variation of Nomination). Members holding shares in physical form may submit the same to Skyline Financial Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
16. Manner of registering / updating email addresses by the Members is given below:
  - i. For shares held in physical form - Send a request to the Registrar and Transfer Agents of the Company, Skyline Financial Services Private Limited at info@skylinerta.com.
  - ii. For shares held in demat form - Please contact your Depository Participant (DP)
17. Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.
18. 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
19. Pursuant to the provisions of Section 91 of Companies Act, 2013 and rules thereon, the Register of Members and Share Transfer Books will remain closed from Sunday, November 20, 2022 to Saturday, November 26, 2022 (both days inclusive) for the purpose of EOGM.
20. The Members can join the EOGM 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 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/AGM without restriction on account of first come first served basis

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

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

- (i). In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India as well as the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, 13th January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the convening EOGM 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 EOGM (“remote e- voting”) and e-voting at the EOGM 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 EOGM. Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EOGM. The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/participate in the EOGM 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 EOGM may also attend the EOGM 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 EOGM.
- (vi). THE INTRUCTIONS 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 November 23, 2022 at 09:00 A.M. and ends on November 25, 2022 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 November 19, 2022 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 of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol>
<b>Individual Shareholders</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with

Type of shareholders	Login Method
<b>(holding securities in demat mode) login through their Depository Participants</b>	NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact 1800 22 55 33
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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](http://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](mailto: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](mailto: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](mailto:csanumalhotra282@gmail.com) and [stancap.delhi@gmail.com](mailto: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 November 20, 2022 at 09:00 AM to November 22, 2022 at 05:00 P.M. mentioning their name, demat account number/folio number, email id, mobile number at [atstancap.delhi@gmail.com](mailto:atstancap.delhi@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [stancap.delhi@gmail.com](mailto:stancap.delhi@gmail.com). 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 EOGM 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 EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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 [info@skylinerta.com](mailto:info@skylinerta.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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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.RakeshDalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 1800225533.

**23. 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. Saturday, November 19, 2022, 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). In 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 EOGM, 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](http://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.

By Order of the Board  
For **STANDARD CAPITAL MARKETS LIMITED**

Place: New Delhi

Date: 22.10.2022

sd-  
**Ram Gopal Jindal**  
**Managing Director**  
**Din No. 06583160**

**Registered Office:**

STANDARD CAPITAL MARKETS LIMITED (CIN: L74899DL1987PLC027057),  
401-A, PP Towers, NetajiSubhash Place, Pitampura, Delhi-110034  
E-mail: [stancap.delhi@gmail.com](mailto:stancap.delhi@gmail.com)  
Website: [stancap.co.in](http://stancap.co.in), Tel: 011-47461199

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

**The following statement sets out all material facts relating to certain ordinary business mentioned in the accompanying Notice of EOGM:**

**ITEM NO. 1 TO TAKE SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERT INTO EQUITY SHARES.**

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans. With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company up to the limit of INR 200/- crores. The Board of Directors in their meeting held on 22.10.2022 accorded approval for conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company, and such loan can be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company. Accordingly, the Board recommends the resolution as set forth in the item no. 1 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

**ITEM NO. 2 TO INCREASE THE BORROWING LIMIT OF THE COMPANY UP TO INR 200 CRORES:**

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

## **SANDARD CAPITAL MARKETS LIMITED**

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 200,00,00,000/- (Indian Rupees Two Hundred 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 200,00,00,000/- (Rupees Two Hundred 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. 2 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 are in any way concerned or interested in the Resolution.

### **ITEM NO. 3 TO INCREASE THE OVERALL REMUNERATION PAID TO OTHER NON EXECUTIVE DIRECTORS OF THE COMPANY:**

Keeping in view the above, the Board, subject to the approval of Members of the Company, has approved by way of an annual payment to the Non-Executive Directors, a commission, as the Board including any Committee thereof may from time to time determine not exceeding 1% per annum of the net profits of the Company, calculated under the applicable provisions of the Companies Act, 2013,.

The said commission shall not exceed the permissible limit under the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof).

The aforesaid commission shall be paid to all such Directors in addition to the sitting fees paid to them for attending meetings of the Board and Committees thereof. In order to be

## SANDARD CAPITAL MARKETS LIMITED

consistent with the globally accepted governance practices, it is proposed to adopt a 'Differential Remuneration Policy' for Non-Executive Directors.

As per the proposed Differential Remuneration Policy, the Non-Executive Directors will be paid remuneration linked to their attendance at the meetings of the Board or Committees thereof and depending upon their position in various Committees of the Board, whether that of the Chairman or Member of the Committees.

In terms of provisions of Section 197 and Schedule V of the Companies Act, 2013, the Company is required to obtain approval of shareholders of the Company for payment of such allowances to Non-Executive Director. Hence, approval of the shareholders is sought to enable the Company to make payment of remuneration in the form of allowance to Non-Executive Director.

Your Directors recommend Resolution at Item No. 3 as a Special Resolution for approval of the members.

Except Mrs. Anshita Sharma and her relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice. The Board recommends the resolution at Item no. 3 to be passed as **Special Resolution**.

### **ITEM NO. 4: TO INCREASE THE OVERALL REMUNERATION PAID TO EXECUTIVE DIRECTORS OF THE COMPANY:**

The members are being informed that the Board in its meeting held on 22<sup>nd</sup> October, 2022 has considered for taking approval of the remuneration to be paid to other directors of the company i.e Executive Director.

In view of Section 197 and any other relevant provisions of the Companies Act, 2013 and taking into account the roles and responsibilities of the directors, it is proposed that the Directors other than Managing Director and Whole Time Director be paid remuneration in form of remuneration as may be decided by the Board of Directors subject to such aggregate amount not exceeding one percent(1%) per annum of the net profits of the Company computed in accordance with the applicable provisions of the Companies Act, 2013. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013.

### **Remuneration Per Month to Mr.Ghanshyam PrasadGupta:**

S.N	DETAILS	AMOUNT (IN RS.)
1	Basic Salary	2500
2	Dearness Allowance	1250
3	Traveling Allowance	-
4	Conveyance Allowance	-
5	Other Allowance	6250
6	<b>TOTAL</b>	<b>10000</b>

#### Minimum Remuneration:

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr.Ghanshyam Prasad Gupta, Executive Director shall be entitled to a minimum remuneration comprising salary and benefits as detailed above for a period of three years i.e., from 30<sup>th</sup> August, 2022 till August 29, 2025, subject to such other approvals as may be necessary.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company at its meeting held on 22<sup>nd</sup> October, 2022, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above, subject to such other approvals as may be necessary, as minimum remuneration to Mr.Ghanshyam PrasadGuptain the absence or inadequacy of profits in any Financial Year(s) during his tenure.

S.N	Where the effective capital (in rupees) is	Limit of yearly remuneration payable shall not exceed (in rupees) in case of other director
(i)	Negative or less than 5 crores.	12 lakhs
(ii)	5 crores and above but less than 100 crores.	17 lakhs
(iii)	100 crores and above but less than 250 crores.	24 lakhs
(iv)	250 crores and above.	24 Lakhs plus 0.01% of the effective capital in excess of Rs.250 crores:]”

This remuneration shall be in addition to fees payable to the Directors for attending the meetings of the Board or Committee thereof as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings. Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration to the Directors of the

## SANDARD CAPITAL MARKETS LIMITED

Company other than Managing Director and Whole Time Directors as set out in the Resolution at Item No. 4 of the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company.

Except Mr.Ghanshyam Prasad Gupta and his relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 4 of the accompanying notice. The Board recommends the resolution at Item no. 4 to be passed as **Special Resolution**.

### **ITEM NO. 5: TO INCREASE THE OVERALL REMUNERATION PAID TO INDEPENDENT DIRECTORS OF THE COMPANY:**

Keeping in view the above, the Board, subject to the approval of Members of the Company, has approved by way of an annual payment to the Non-Executive Independent Directors, a commission, as the Board including any Committee thereof may from time to time determine not exceeding 1% per annum of the net profits of the Company, calculated under the applicable provisions of the Companies Act, 2013,.

The said commission shall not exceed the permissible limit under the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof).

The aforesaid commission shall be paid to all such Directors in addition to the sitting fees paid to them for attending meetings of the Board and Committees thereof. In order to be consistent with the globally accepted governance practices, it is proposed to adopt a 'Differential Remuneration Policy' for Non-Executive Independent Directors,.

As per the proposed Differential Remuneration Policy, the Non-Executive Independent Directors, will be paid remuneration linked to their attendance at the meetings of the Board or Committees thereof and depending upon their position in various Committees of the Board, whether that of the Chairman or Member of the Committees.

In terms of provisions of Section 197 and Schedule V of the Companies Act, 2013, the Company is required to obtain approval of shareholders of the Company for payment of such allowances to Non-Executive Independent Directors. Hence, approval of the shareholders is sought to enable the Company to make payment of remuneration in the form of allowance to Non-Executive Independent Directors.

## SANDARD CAPITAL MARKETS LIMITED

Except Mrs. Dolly & Mrs. Ayushi Sikka and her relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice. The Board recommends the resolution at Item no. 5 to be passed as **Special Resolution**.

### ITEM NO. 6: TO FIX THE REMUNERATION TO BE PAID TO MR. RAM GOPAL JINDAL MANAGING DIRECTOR (DIN: 06583160) OF THE COMPANY:

The members are being informed that the Shareholders in their meeting held on 30<sup>th</sup> September, 2022 has approved the appointment of Mr. Ram Gopal Jindal as Managing Director of the Company. The Board in its meeting held on 22<sup>nd</sup> October, 2022 has considered and approved the remuneration to be payable to the Managing Director of the company as set in the agreement. The same being put before the members for their approval thereof.

The members are being informed as follows:

The Members of the Company in the Annual General Meeting dated September 30, 2022, had appointed Mr. Ram Gopal Jindal as the Managing Director of the Company for tenure of five years effective from September 30, 2022 to September 29, 2027. In case of inadequacy of Profits and pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Ram Gopal Jindal need to be approved for a period of three years w.e.f., September 30, 2022 to September 29, 2025. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Ram Gopal Jindal as the Managing Director of the Company for the period from September 30, 2022 to September 29, 2025. The details are set out below:

#### Remuneration Per Month:

S.N	DETAILS	AMOUNT (IN RS.)
1	Basic Salary	1,25,000
2	Dearness Allowance	20,000
3	Traveling Allowance	8,500
4	Conveyance Allowance	1,600
5	Other Allowances	44,900
6	<b>TOTAL</b>	<b>2,00,000</b>



**Minimum Remuneration:**

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr.Ram Gopal Jindal, Managing Director shall be entitled to a minimum remuneration comprising salary and benefits as detailed above for a period of three years i.e., from September 30, 2022 to September 29, 2025, subject to such other approvals as may be necessary.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company at its meeting held on 22<sup>nd</sup> October, 2022, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above, subject to such other approvals as may be necessary, as minimum remuneration to Mr.Ram Gopal Jindal in the absence or inadequacy of profits in any Financial Year(s) during his tenure up to September 29, 2025.

S.N	Where the effective capital (in rupees) is	Limit of yearly remuneration payable shall not exceed (in Rupees) in case of a managerial person
(i)	Negative or less than 5 crores.	60 lakhs
(ii)	5 crores and above but less than 100 crores.	84 lakhs
(iii)	100 crores and above but less than 250 crores.	120 lakhs
(iv)	250 crores and above.	120 lakhs plus 0.01% of the effective capital in excess of Rs.250 crores:

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution is as follows:

**1. GENERAL INFORMATION**

S.N	PARTICULARS	BRIEF DISCLOSURE
1	Nature of Industry	Non-Banking Financing Company- Provides Loans
2	Date or expected date of commencement of commercial production	The Company has started its business in the year 1987
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in	NA

	the prospectus	
4	Financial performance based on given indicators	
5	Foreign Investments or collaborations, if any	NA

## 2. INFORMATION ABOUT THE APPOINTEE

S.N	PARTICULARS	BRIEF DISCLOSURE
1	Background details	<p>Mr.Ram Gopal Jindal, being the Managing Director in the Company has actively participated in the operations and affairs of the company to run the day to day operations and has also provided his expertise due to which the company has shown a massive growth during the years.</p> <p>The Board is in opinion that his participation in the company on day to day basis and handing over him the substantial powers of the company and designating him at the post of Managing Director (Executive Category) will help the company to grow and to achieve its goals in long run.</p>
2	Past remuneration	NA
3	Recognition or awards	NA
4	Job profile and his suitability	He is entrusted with the substantial powers of the Board
5	Remuneration proposed	As stated in the explanatory statement above
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr.Ram Gopal Jindal is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7	Pecuniary relationship directly or indirectly with the Company or relationship with	NA

	the managerial personnel, if any	
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### 3. OTHER INFORMATION

S.N	PARTICULARS	BRIEF DISCLOSURE
1	Reasons of loss or inadequate profits	<p>The company is taking approval for the financial year 2022-23 of which the financials are not ready, the company is taking approval so that in case of inadequacy of profit or no profit the company would be able to provide remuneration to its Managing Director.</p> <p>The reason for the inadequate profits will be communicated to the members once the financials for the financial year 2022-23 gets finalized and approved by the Board.</p>
2	Steps taken or proposed to be taken for improvement	NA
3	Expected increase in productivity and profits in measurable terms	NA

Pursuant to Section 190 of the Companies Act, 2013 a copy of the Agreement dated May 25, 2022 are kept and available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Extra Ordinary General Meeting (“EoGM”) and also at the venue of EoGM.

The Board suggests the shareholders to pass the special resolution for fixing the limit of remuneration payable to the Managing Director of the company.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company.

**SANDARD CAPITAL MARKETS LIMITED**

Except Mr.Ram Gopal Jindal and his relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no. 6 to be passed as **Special Resolution**.

By Order of the Board  
For **STANDARD CAPITAL MARKETS LIMITED**

Place: New Delhi

Date: 22.10.2022

sd-

**Ram Gopal Jindal**  
**Managing Director**  
**Din No. 06583160**