

## STANDARD CAPITAL MARKETS LIMITED

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

CIN No.L74899DL1987PLC027057

Email id: [stancap.delhi@gmail.com](mailto:stancap.delhi@gmail.com)

### NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extraordinary General Meeting ('EGM') of the Members of Standard Capital Markets Limited (*hereinafter referred to as the Company*) will be held on Monday, March 27, 2023, at 12:30 P.M. (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below:

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### SPECIAL BUSINESSES

**Item No. 1: Issuance of Up To 4,50,00,000 Equity Shares on Preferential basis upon conversion of outstanding unsecured loan, to the persons Belonging to 'Promoter & Promoter Group' and to other persons not forming part of the Promoter & Promoter Group**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time 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 hereinafter 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 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) fully paid up, to persons belonging to Promoter & Promoter Group and to the persons not forming part of the Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 144,63,00,001/- (Rupees One Hundred Forty-Four Crore Sixty-Three Lakh and One Only) or price not less than price to be calculated in accordance with the Chapter V of SEBI ICDR Regulations upon the conversion of unsecured loan of Rs. 1,44,63,00,001/- (Rupees One Hundred Forty-Four Crore Sixty-Three Lakh and One Only) into such number of equity shares as mentioned above.

**"RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Friday, February 24, 2023, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Monday, March 27, 2023."

**"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 and Equity Shares to be allotted to the Proposed Allottees 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) 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 Rs. 10/- 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, 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 it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Stock Exchange, SEBI, Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

**Item No. 2: To pay sitting fees to Mr. Ghanshyam Prasad Gupta, Non-Executive Director 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, Schedule V and all other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with 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 pursuant to the policy adopted by the Company (Differential Remuneration Policy) and pursuant to change in position of Mr. Ghanshyam Prasad Gupta from Executive Director to Non-Executive Director and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors (‘the Board’), approval of the members of the Company be and is hereby accorded to pay remuneration by way of sitting fees to the Mr. Ghanshyam Prasad Gupta, Non-Executive Director of the Company.

**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. 3: To Increase the overall remuneration paid to Mrs. Anshita Sharma, Executive Director 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, 198, Schedule V and all 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) and pursuant to change in position of Mrs. Anshita Sharma from Non- Executive Director to Executive Director and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors (‘the Board’), approval of the members of the Company be and is hereby accorded to pay remuneration of Rs. 35,000 per month to Mrs. Anshita Sharma, Director of the Company w.e.f. 21.01.2023 to 31.03.2025.

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

**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. 4: To increase the borrowing limit of the Company up to INR 500 crores:**

*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 Extra-Ordinary General Meeting held on 26.11.2022, 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 500 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 500 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."

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

For STANDARD CAPITAL MARKETS LIMITED

**Ram Gopal Jindal**  
**(Managing Director)** Director/ Authorised Signatory  
**DIN: 06583160**

For STANDARD CAPITAL MARKETS LIMITED

  
Director/ Authorised Signatory

**Anshita Sharma**  
**(Director)**  
**DIN: 09706011**

**Date:** February 26, 2023

**Place:** New Delhi

**Notes:**

1. Pursuant to the Circular No. 11/2022 dated 28.12.2022 read with 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.
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. 11/2022 dated 28.12.2022 read with 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 is 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 G-17, Krishna Apra, Business Square, 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 dematerialized 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.
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](mailto: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](mailto: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](mailto: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 Wednesday, March 22, 2023 to Monday, March 27, 2023 (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 at least 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 March24, 2023 at 09:00 A.M. and ends on March26, 2023 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of March 21, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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





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

d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<p>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.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at</p>

Type of shareholders	Login Method
	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p>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.</p> <p>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></p> <p>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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned</p>

Type of shareholders	Login Method
	<p>below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store     Google Play</p> <p>      </p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<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 &amp; 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
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<p>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</p>
<p><b>Individual Shareholders holding securities in Demat mode with NSDL</b></p>	<p>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</p>

**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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
<b>Dividend Bank Details</b> <b>OR Date of Birth (DOB)</b>	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- 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

- h. platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p. 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.
- q. **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 March 22, 2023 at 09:00 AM to March 24, 2023 at 05:00 P.M. mentioning their name, demat account number/folio number, email id, mobile number [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. 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](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. Monday, February 27, 2023, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iii). The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.



- (iv). 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 of Directors  
For Standard Capital Markets Limited**

For STANDARD CAPITAL MARKETS LIMITED

**Ram Gopal Jindal**  
**(Managing Director)**  
Director/ Authorised Signatory  
DIN: 06583160

For STANDARD CAPITAL MARKETS LIMITED

**Anshita Sharma**  
**(Director)**  
Director/ Authorised Signatory  
DIN: 09706011

**Date:** February 26, 2023  
**Place:** New Delhi

**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:**

The Special Resolutions contained in Item No.1 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot Up to 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each towards conversion of loan to the extent of Rs. 1,44,63,00,001/- (Rupees One Hundred Forty-Four Crore Sixty-Three Lakh and One Only), to the persons belonging to the Promoter, Promoter Group and to the Investors not forming part of the Promoter & Promoter Group.

The Promoters have extended loans to the Company and the Company proposes to convert loans worth Rs. 1,44,63,00,001/- into Equity Shares through Preferential Issue.

The proposed Preferential Issue is to be issued to the persons belonging 'Promoter, Promoter Group and Investors not having part of the Promoter Group' as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on February 26, 2023.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 1 of the Notice.

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, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below.

Pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("the Act"), any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. Further, disclosures as required in accordance with the provisions of the Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), are as under:

**I. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued;**

The Board of Directors at its meeting held on February 26, 2023, has, subject to the approval of the Members and such other approvals as may be required and approved the issuance and allotment of: Up to 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) fully paid up, to persons belonging to Promoter & Promoter Group and to the Investors not forming part of the Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 1,44,63,00,001/- (Rupees One Hundred Forty-Four Crore Sixty-Three Lakh and One Only) per Equity Share or price not less than price to be determined in accordance with Chapter V of SEBI (ICDR) Regulations upon the conversion of unsecured loan of Rs. 1,44,63,00,001/- (Rupees One Hundred Forty-Four Crore Sixty-Three Lakh and One Only) outstanding as on date in the name of the Proposed Allottees.

**II. Objects of the Issue:**

There are Unsecured Loans from the Promoters & Promoter Group and from other persons not forming part of the Promoter Group and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Mr. Gaurav Jindal, Mr. Ram Gopal Jindal, Srikaya Health Institute Private Limited, Hilum Commodities Private Limited, COX Worldwide Consultants Private Limited, Dolphin Merchandise Private Limited, DYS Royals Private Limited, Flash Merchandise Private Limited, Mr. Gaurav Agarwal (HUF) and Mrs. Lalita Devi Agarwal to the extent of 1,44,63,00,001/- (Rupees One Hundred Forty-Four Crore Sixty-Three Lakh and One Only) and to strengthen the Capital structure of the Company. Pursuant to the agreement executed with the Promoter, Promoter Group of the Company & other persons, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

**Allocation of Preferential Issue funds**

The issue of securities as mentioned in Item No. 1 of this Notice is pursuant to conversion of unsecured loan of person belonging to the promoter category and allocation of the same is as following:

<b>S. No.</b>	<b>Name of the proposed allottees</b>	<b>Outstanding loan proposed to be converted</b>
	<b><i>Person(s) belonging to the Promoter and Promoter Group</i></b>	

1.	Mr. Gaurav Jindal	Up to Rs. 67,984,650
2.	Mr. Ram Gopal Jindal	Up to Rs. 14,46,30,000
3.	Srikaya Health institute	Up to Rs. 48,210,000
<b><i>Persons other than Promoter and Promoter Group</i></b>		
4.	Hilum Commodities Private Limited	Up to Rs. 36,46,28,300
5.	COX Worldwide Consultants Private Limited	Up to Rs. 24,90,85,000
6.	Dolphin Merchandise Private Limited	Up to Rs. 19,44,47,000
7.	DYS Royals Private Limited	Up to Rs. 16,61,55,251
8.	Flash Merchandise Private Limited	Up to Rs. 19,76,61,000
9.	Mr. Gaurav Agarwal (HUF)	Up to Rs. 89,99,200
10.	Mrs. Lalita Devi Agarwal	Up to Rs. 44,99,600
	<b>Total</b>	<b>Up to Rs. 1,44,63,00,001</b>

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

#### **Schedule of implementation and Deployment of Funds**

Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

#### **Interim Use of Proceeds**

Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

#### **Appraisal and Monitoring Agency**

As the size of this Issue is above Rs. 100 Crores so, our Company has appointed Infomerics Valuation and Rating Private Limited as monitoring agency for this Issue.

#### **III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

Except as following none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer:

Sr. No	Name of the Proposed Allottees	Outstanding Loan proposed to be converted	Maximum no. of Equity Shares proposed to be allotted	Category
1.	Mr. Gaurav Jindal	Up to Rs. 67,984,650	21,15,266	Promoter Group
2.	Mr. Ram Gopal Jindal	Up to Rs. 14,46,30,000	45,00,000	Promoter cum Managing Director
3.	Srikaya Health Institute	Up to Rs. 48,210,000	15,00,000	Promoter Group

*The number of Equity Shares to be issued pursuant to conversion of loan at issue price of Rs. 32.14/- each, as detailed above, may not compute to be exact amount of outstanding loan because of fractions. Maximum number of securities will be issued, subject to required approvals, for adjustment of fractions up to maximum outstanding loan amount adjustment.*

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified hereinabove.

#### **IV. The Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Share holding Structure		Equity Shares to be allotted	Post Equity Allotment	
	No. of Shares	%		No. of Shares	%
<b>(A) Promoter Shareholding</b>					
(1) Indian					
(a) Individuals & HUF	6,69,827	16.75	66,15,266	72,85,093	14.87
(b) Bodies Corporate	51,548	1.29	15,00,000	15,51,548	3.16
(c) Others	-	-	-	-	-
(c1) Trusts					

<b>Sub Total (A)(1)</b>	<b>7,21,375</b>	<b>18.03</b>	<b>81,15,266</b>	<b>88,36,641</b>	<b>18.03</b>
(2) Foreign promoters	-	-		-	-
<b>Total Promoter shareholding A=A1+A2</b>	<b>7,21,375</b>	<b>18.03</b>	<b>81,15,266</b>	<b>88,36,641</b>	<b>18.03</b>
<b>(B)Public Shareholding</b>					
B1) Institutional Investors (Domestic)	-	-	-	-	-
B2) Institutional Investors (Foreign)	-	-	-	-	-
B3) Central Govt./Stat Govt./POI	-	-	-	-	-
B4) Non-Institutional Investors	-	-	-	-	-
Individuals	28,96,728	72.42	1,40,000	30,36,728	6.20
Body Corporate	2,31,520	5.79	3,64,64,734	3,66,96,254	74.89
Others (Including HUF, LLP & NRI)	1,50,477	3.76	2,80,000	4,30,477	0.88
<b>Sub Total B4</b>	<b>32,78,725</b>	<b>81.97</b>	<b>3,68,84,734</b>	<b>4,01,63,459</b>	<b>81.97</b>
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>32,78,725</b>	<b>81.97</b>	<b>3,68,84,734</b>	<b>4,01,63,459</b>	<b>81.97</b>
C) Non-Promoter - Non-Public	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>40,00,100</b>	<b>100.00</b>	<b>4,50,00,000</b>	<b>4,90,00,100</b>	<b>100.00</b>

**Note:**

1. Post shareholding structure may change depending upon any other corporate action in between.

**V. Proposed time limit within which the allotment shall be complete:**

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 of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**VI. 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 proposed Allottees	Name of ultimate beneficial owners
1.	<b>Mr. Gaurav Jindal</b>	Not Applicable, as the allottee is a natural person.
2.	<b>Mr. Ram Gopal Jindal</b>	Not Applicable, as the allottee is a natural person.
3.	<b>Srikaya Health Institute</b>	Ram Gopal Jindal (PAN: AJNPG2994B) Gaurav Jindal (PAN: ASXPJ3924B)
4.	<b>Hilum Commodities Private Limited</b>	Champion Investments (Partnership Firm) PAN: AAJFC1385M PARTNER: 1. MOUSUMI ROY (PAN: DJCPR9821Q) 2. BABITA MAJI (PAN: ELWPM7628K)  Truthful Investments (Partnership Firm) (PAN:) AAIFT8440P PARTNER: 1. RITA DEVI JAISWAL (PAN: AEJPJ0345Q) 2. RUMA JHANPRI (PAN: BPUPJ6464F)  Fastrack Advisory Services (Partnership Firm) PAN: AADFF5362P PARTNER: 1MOUSUMI ROY (PAN: DJCPR9821Q) 2. BABITA MAJI (PAN: ELWPM7628K)
5.	<b>COX Worldwide Consultants Private Limited</b>	Ajeet Singh (PAN: GYSPS2504H) Nitin Kumar (PAN: BCNPK1731N)
6.	<b>Dolphin Merchandise Private Limited</b>	Simon Investment & Consultants (Partnership Firm) (PAN: )ACLFS7620R PARTNER: 1 PRADIP JHANPRI (PAN: BPUPJ6463C) 2. SULATA DAM (PAN :BWXP5290F)  Leading Investments (PAN: ) AAFFL0777N PARTNER: 1 PRADIP JHANPRI (PAN: BPUPJ6463C) 2. SULATA DAM (PAN : BWXP5290F)  Stance Financial Consultants (PAN: ) ACLFS6793F PARTNER: 1 PRADIP JHANPRI (PAN: BPUPJ6463C)

		2. SULATA DAM (PAN : BWXPD5290F)
7.	<b>DYS Royals Private Limited</b>	Pawan Baweja (PAN: ANMPB0925G) Nishi Baweja (PAN: AMJPB0548D)
8.	<b>Flash Merchandise Private Limited</b>	Littlebird Advisory PAN: AAFFL0727N PARTNER: 1 DALIA BOSE (PAN: AXEPB1970D) 2. SHIBANI DUTTA (PAN: EHEPD1350K)  Wonder Advisory (PAN: AABFW7114Q) PARTNER: 1 DALIA BOSE (PAN: AXEPB1970D) 2. SHIBANI DUTTA (PAN : EHEPD1350K)  Brillant Wealth Consultants (PAN: AANFB3736D) PARTNER: 1 DALIA BOSE (PAN: AXEPB1970D) 2. SHIBANI DUTTA (PAN: EHEPD1350K)
9.	<b>Mr. Gaurav Agarwal (HUF)</b>	Not Applicable, as the allottee is a natural person.
10.	<b>Mrs. Lalita Devi Agarwal</b>	Not Applicable, as the allottee is a natural person.

**VII. The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:**

S. No.	Name of proposed Allottees	Pre-issue Shareholding Structure		No. of Equity Shares To be Allotted	Post Equity Allotment	
		No. of Shares	%		No. of Shares	%
1.	Mr. Gaurav Jindal	-	-	21,15,266	21,15,266	4.32
2.	Mr. Ram Gopal Jindal	4,42,162	11.05	45,00,000	49,42,162	10.09
3.	Srikaya Health Institute	-	-	15,00,000	15,00,000	3.06



4.	Hilum Commodities Private Limited	-	-	1,13,45,000	1,13,45,000	23.15
5.	COX Worldwide Consultants Private Limited	-	-	77,50,000	77,50,000	15.82
6.	Dolphin Merchandise Private Limited	-	-	60,50,000	60,50,000	12.35
7.	DYS Royals Private Limited	-	-	51,69,734	51,69,734	10.55
8.	Flash Merchandise Private Limited	-	-	61,50,000	61,50,000	12.55
9.	Mr. Gaurav Agarwal (HUF)	250	0.006	2,80,000	2,80,250	0.57
10.	Mrs. Lalita Devi Agarwal	70000	1.75	1,40,000	2,10,000	0.43

**Note:**

1. Post shareholding structure may change depending upon any other corporate action in between.

**VIII. Consequential Changes in the control and change in management:**

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.

**XI. Undertakings:**

- 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 issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- 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.

**X. The current and proposed status of the proposed allottees post the preferential issue namely:**

S. No.	Name of Proposed Allottees	Current Status	Post Status
1.	Mr. Gaurav Jindal	NA	Promoter Group
2.	Mr. Ram Gopal Jindal	Promoter cum Managing Director	Promoter cum Managing Director
3.	Srikaya Health Institute	NA	Promoter Group
4.	Hilum Commodities Private Limited	NA	Public Body Corporate
5.	COX Worldwide Consultants Private Limited	NA	Public Body Corporate
6.	Dolphin Merchandise Private Limited	NA	Public Body Corporate
7.	DYS Royals Private Limited	NA	Public Body Corporate
8.	Flash Merchandise Private Limited	NA	Public Body Corporate
9.	Mr. Gaurav Agarwal (HUF)	NA	Public Others (Including HUF, LLP & NRI)
10.	Mrs. Lalita Devi Agarwal	NA	Public Individual

**XI. Practicing Company Secretary Certificate:**

A certificate from ACS Honey Gupta, (Membership No.: A60050), being the Practicing Company Secretary, (PCS no. 24053), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate will be available at the website of the Company, till the date of the EGM, at [www.stancap.co.in](http://www.stancap.co.in).

**XII. Lock-in Period:**

- (i) The Equity Shares to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- (ii) 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.

**XIII. Amount which the Company intends to raise by way of such securities:**

Not Applicable since the issue is pursuant to conversion of outstanding unsecured loan into equity.

**XIV. 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:**

During the year, the Company has not allotted any securities on preferential basis.

**XV. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer and basis of Issue price and Relevant Date:**

The proposed allotment will be made on cash basis, since the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

The Equity Shares of Company are listed on BSE Limited, for a period of more than 90 trading days as on the relevant date i.e., Friday, February 24, 2023, and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In compliance with Regulation 166A of the ICDR Regulations as the preferential issue to Mr. Ram Gopal Jindal, Hilum Commodities Private Limited, COX Worldwide Consultants Private Limited, Dolphin Merchandise Private Limited, DYS Royals Private Limited and Flash Merchandise Private Limited, who are persons acting in concert, is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price is higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:
  - i. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 32.14/- per Equity Share; or
  - ii. the 10 (Ten) trading days' volume weighted average

- iii. price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 28.58/- per Equity Share.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 32.14/- per Equity Share, being higher of the above two prices.

- b) The price determined through Valuation report of Manish Manwani (ACS & Registered Valuer – SFA), (IBBI Registration No.: IBBI/RV/03/2021/14113). i.e., Rs. 32.14/- per Equity Share. The said report is available on the website of the Company at [www.stancap.co.in](http://www.stancap.co.in).
- c) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The Proposed Allottee(s) have decided to subscribe to the proposed issue of Equity Shares/ Preference Shares at an Issue Price of Rs. 32.14/- (Rupees Thirty Two and Fourteen Rupees Only) each, which is higher than the prices as computed above.

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in item no. 1 of this notice for the issue of Equity Shares, on a preferential basis, to the persons belonging to the promoter and promoter group and to the Investors not forming part of the Promoter & Promoter Group category by way of Special Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's website [www.stancap.co.in](http://www.stancap.co.in).

**ITEM NO. 2:****To pay sitting fees to Mr. Ghanshyam Prasad Gupta, Non-Executive Director of the Company.**

Mr. Ghanshyam Prasad Gupta Executive Director (DIN: 00287019) has changed their position from Executive Director to Non-Executive Director of the Company with effect from January 21, 2023.

As per Section 197(5) A director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board.

Provided a Company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or committee thereof.

Pursuant to Regulation 16(6), payment of sitting fees in excess of limits prescribed under the Companies Act, 2013 require approval of shareholders in General Meeting

<b>GENERAL INFORMATION</b>				
1.	<b>Nature of Industry</b>	<b>Non- Banking Finance Company (NBFC)</b>		
2.	Date of commencement of commercial production	19/02/1987		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
4.	Financial performance	<b>Financial Year</b>	<b>Profit Before Tax (In Rs)</b>	<b>Profit after Tax (In Rs)</b>
		2019-2020	309113.00	233524.00
		2020-2021	(6905801.20)	(6980268.20)
		2021-2022	935195.92	826769.92
5.	Foreign investments or	Not Applicable		

	collaborators, if any	
<b>INFORMATION ABOUT THE APPOINTEE</b>		
1	Background details	Mr. Ghanshyam Prasad Gupta Executive Director (DIN: 00287019) has changed their position from Executive Director to Non-Executive Director of the Company with effect from January 21, 2023.
2	Past Remuneration	NA
3	Recognition or awards	-
4	Job profile and his suitability	The principal role of providing independent review, opinion and judgment to the company's management
5	Remuneration proposed and justification	pursuant to the policy adopted by the Company (Differential Remuneration Policy)
6	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	-

**Information pursuant to the provisions of the Secretarial Standard on General Meetings (SS-2) regarding Director (Mr. Ghanshyam Prasad Gupta) seeking revision in remuneration: -**

<b>Name of the Director</b>	Ghanshyam Prasad Gupta
Director Identification Number (DIN)	00287019
Date of Birth	15.01.1956
Nationality	Indian
Date of First Appointment on Board	12/05/2017
Shareholding in Standard Capital Markets Limited	Nil
List of Directorships held in other Companies (excluding Alternate Directorship and Section 8 Companies)	Sheen Enterprises Limited
Memberships of Audit and Stakeholders'	Mr. Ghanshyam Prasad Gupta is only the

Relationship Committees across Public Companies	member of Stakeholders' Relationship Committees in Standard Capital Markets Limited
Remuneration paid or sought to be paid (Sitting Fees)	pursuant to the policy adopted by the Company (Differential Remuneration Policy)
Relationship with other Directors/KMPs	No Relationship
No. of meetings attended during the year	15

Pursuant to the recommendation of the Nomination and remuneration committee, the Board of Directors of the Company proposed to revise the overall remuneration payable to **Mr. Ghanshyam Prasad Gupta** considering his continuous efforts in the progress of the Company pursuant to the policy adopted by the Company (Differential Remuneration Policy). Accordingly, the Board recommends the special resolution set out in item No. 2 for approval of members.

Except, **Mr. Ghanshyam Prasad Gupta** none of the other Directors or KMPs of the Company including their relatives is concerned or interested in the resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 3:**

**To increase the overall remuneration paid to Mrs. Anshita Sharma, Executive Director of the Company:**

Mrs. Anshita Sharma Non-Executive Director (DIN: 09706011) has changed her position from Non-Executive Director to Executive Director of the Company with effect from January 21, 2023. As per Companies Act, 2013, Company can pay upto 1% P.A. of the net profits of the Company if there is managing director or whole-time director or manager.

As per Section II of Part II of Schedule V read with section 196 and 197 of the Companies Act 2013, where in any financial year during the tenure of a managerial person, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person based on effective capital of the Company as summarized hereunder.

Where in any financial year during the currency of tenure of a managerial person, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits under given below:

<b>Where the Effective Capital is</b>	<b>Limit of Yearly Remuneration Payable shall not exceed (Rupees)</b>
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i) Negative or less than 5 crores	60 lakhs
5 Crores and above but less than 100 Crores	84 Lakhs
100 Crores and above but less than 250 Crores	120 Lakhs
250 Crores and above	120 Lakhs plus 0.01% effective capital in excess of Rs. 250 Crores

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

<b>GENERAL INFORMATION</b>				
1.	<b>Nature of Industry</b>	<b>NBFC</b>		
2.	Date of commencement of commercial production	19/02/1987		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
4.	Financial performance	<b>Financial Year</b>	<b>Profit Before Tax (In Rs)</b>	<b>Profit after Tax (In Rs)</b>
		2019-2020	309113.00	233524.00
		2020-2021	(6905801.20)	(6980268.20)
		2021-2022	935195.92	826769.92
5.	Foreign investments or collaborators, if any	<b>Not Applicable</b>		
<b>INFORMATION ABOUT THE APPOINTEE</b>				
1.	Background details	Mrs. Anshita Sharma Non-Executive Director (DIN: 09706011) has changed their position from Non-Executive Director to Executive Director of the Company with effect from January 21, 2023		



2	Past Remuneration	NA
3	Recognition or awards	-
4	Job profile and her suitability	To supervise a company's administration and strategy.
5	Remuneration proposed and justification	Rs. 35000 Per Month
6	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	-

**Information pursuant to the provisions of the Secretarial Standard on General Meetings (SS-2) regarding Director (Mrs. Anshita Sharma) seeking revision in remuneration: -**

<b>Name of the Director</b>	Anshita Sharma
Director Identification Number (DIN)	09706011
Date of Birth	09/02/1991
Nationality	Indian
Date of First Appointment on Board	25/08/2022
Shareholding in Standard Capital Markets Limited	Nil
List of Directorships held in other Companies	Nil
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	-
Remuneration paid or sought to be paid	Rs. 35000 Per Month
Relationship with other Directors/KMPs	No Relationship
No. of meetings attended during the year	10

Pursuant to the recommendation of the Nomination and remuneration committee, the Board of Directors of the Company proposed to revise the overall remuneration payable to Mrs. Anshita Sharma considering her continuous efforts in the progress of the Company upto a maximum limit of Rs. 35000/-per month w.e.f. 21.01.2023 to 31.03.2025. Accordingly, the Board recommends the special resolution set out in item No. 3 for approval of members.

Except, Mrs. Anshita Sharma, none of the other Directors or KMPs of the Company including their relatives is concerned or interested in the resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 4:**

**TO INCREASE THE BORROWING LIMIT OF THE COMPANY UP TO INR 500 CRORES:**

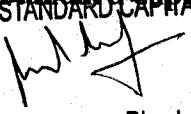
Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and by the Company (*apart from temporary loans obtained from the Company's Bankers in the ordinary course of business*) may exceed the aggregate of the 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 500,00,00,000/- (Indian Rupees Five Hundred Crores Only).

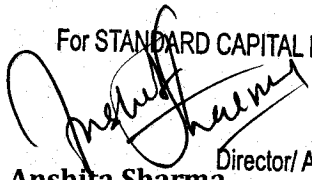
Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors 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 500,00,00,000/- (Rupees Five 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. 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.

**By order of the Board of Directors**  
**For Standard Capital Markets Limited**  
For STANDARD CAPITAL MARKETS LIMITED

  
Director/ Authorised Signatory  
**Ram Gopal Jindal**  
**(Managing Director)**  
**DIN: 06583160**

  
For STANDARD CAPITAL MARKETS LIMITED  
Director/ Authorised Signatory  
**Anshita Sharma**  
**(Director)**  
**DIN: 09706011**

**Date:** February 26, 2023  
**Place:** New Delhi