

## **STANDARD CAPITAL MARKETS LIMITED**

**Registered Office: G-17 Krishna Apra, Business Square,**

**NetajiSubhash Place, Pitampura, Delhi-110034**

**CIN No.L74899DL1987PLC027057**

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

**Ph No. 011-40154984, Website: [www.stancap.co.in](http://www.stancap.co.in)**

### **NOTICE TO POSTAL BALLOT**

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]*

*To,*

*The Shareholders*

*STANDARD CAPITAL MARKETS LIMITED*

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110, 108 other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the special business as set out below is proposed to be passed by the Members of STANDARD CAPITAL MARKETS LIMITED ("Company") through Postal Ballot only by voting through electronic means ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The proposed resolutions along with the explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Sections 108 and 110 of the Companies Act read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only ("E-voting"). The Company has provided e-voting facility to its members and has engaged Central Depository

Services (India) Limited (“CDSL”), an agency authorized by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mrs. Anu Malhotra (ACS No. 39971 & C.P. No: 16221), Proprietor of M/s Anu Malhotra and Associates, Practicing Company Secretaries, having office at Ghaziabad, who will act as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The remote e-voting period commences from 9.00 A.M (IST) on Saturday, July 22, 2023 and ends at 5.00 P.M. (IST) on Sunday, August 20, 2023. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on Tuesday, August 22, 2023 and will communicate the same to BSE Limited (“BSE”), Central Depository Services (India) Limited (“CDSL”), Skyline Financial Services Private Limited (“Registrar and Share Transfer Agent”) and will also be displayed on the Company’s website [www.stancap.co.in](http://www.stancap.co.in).

### **SPECIAL BUSINESSES**

#### **Item NO. 1: INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

*To consider and if thought fit, to give Assent/Dissent to the following resolution as **Ordinary Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing INR 50,00,00,000/- ( Indian Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 100,00,00,000/- (Indian Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of INR 10/- (Rupees Ten Only) each by addition of 5,00,00,000 (Five Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten) each.

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

**“V. The Authorized Share capital of the Company is INR 100,00,00,000/- (Indian Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.”**

**“RESOLVED FURTHER THAT** any of the Director and/or Mrs. Vineeta Gautam, Company Secretary of the Company be and are hereby severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**Item No. 2: Reclassification from “Promoter & Promoter Group” category to “Public” category**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactments thereof for the time being in force) (“SEBI Listing Regulations”) and any other laws as may be applicable from time to time, and in furtherance to the views of the Board of Directors of the Company as reproduced in the Explanatory Statement annexed to the Notice and subject to the approval of BSE Limited (hereinafter referred to as the “Stock Exchange”), the Securities and Exchange Board of India (“SEBI”) / other statutory authorities as may be required, approval of the Members of the Company be and is hereby accorded for reclassification of the following Promoter & Promoter Group Members from “Promoter & Promoter Group” category to “Public” category:

Sr.No.	Name of the Promoter Group Member	Existing Category	No. of Shares	Percentage
1.	Mangat Malik	Promoter Group	2000	0.004%
2.	Usha Malik	Promoter Group	1900	0.004%
3.	Gopal Krishan Lamba	Promoter Group	43,300	0.088%
4.	Harshit Lamba	Promoter Group	7,500	0.015%
5.	Madhu Lamba	Promoter Group	12,800	0.026%
6.	Rupali Lamba	Promoter Group	6500	0.013%
7.	Bimla Narang	Promoter Group	666	0.001%
8.	Meenu Talwar	Promoter Group	2500	0.005%
9.	Manav Malik	Promoter Group	10000	0.020%
10.	Sant Lal Malik	Promoter Group	10000	0.020%
11.	VCA Holding Private Limited (Surinder Bansal_Authorised Representative)	Promoter Group	132	0.0002%
12.	S K Khanna	Promoter Group	50000	0.102%
13.	Anil Wadhwa	Promoter Group	300	0.0006%
14.	J L Wadhwa	Promoter Group	3000	0.006%
15.	Girdhari Lal	Promoter Group	4500	0.009%
16.	Ramesh	Promoter Group	4000	0.008%

17.	Geeta Karla	Promoter Group	2500	0.0055
18.	Ashok Khurana	Promoter Group	666	0.001%
19.	Vijay Kumar	Promoter Group	2500	0.005%
20.	Karambir	Promoter Group	4000	0.008%
21.	Bharat Bhushan	Promoter Group	3000	0.006%
22.	Bimla Rani	Promoter Group	2500	0.005%
23.	Neelam Khurana	Promoter Group	400	0.0008%
24.	Gulshan Kataria	Promoter Group	4000	0.008%
25.	Surinder Pal Singh	Promoter Group	2500	0.005%
26.	Anil Arora	Promoter Group	-	-
27.	Narender Kumar Arora	Promoter	-	-
28.	Rekha Arora	Promoter Group	-	-
29.	Virender Arora	Promoter Group	-	-
30.	SudeshTehri	Promoter Group	2500	.005
31.	Cyber Worx Technologies Private Limited (through Authorised Representative RupinWadhwa)	Promoter Group	-	-
32.	Ishwar Dutt	Promoter Group	11325	.023%
33.	Madhu Vij	Promoter Group	-	-
34.	Manohar Lal Vij	Promoter	-	-
35.	VCA Associates Private Limited (through Authorised Representative Manohar Lal Vij)	Promoter Group	-	-
36.	Vinod Kumar Kjurana	Promoter Group	-	-
37.	Vasu Growth Fund Private Limited (through Authorised Representative Virender Arora)	Promoter Group	1416	.003%
38.	Vani Commercials Limited	Promoter Group	26350	0.05%
39.	V K Batra	Promoter Group	3000	0.006%

**RESOLVED FURTHER THAT** any of the Director and/or Mrs. Vineeta Gautam, Company Secretary of the Company (including any Committee thereof, as authorized by the Board) ("Board") and the official(s) of the Company authorized by the Board in this regard be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to submitting intimations/filings with and seeking approval from the Stock Exchange(s), and/or any other Authorities (as may be applicable), to execute all other documents, declarations required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such Authorities/Stock Exchange(s) as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

**Item No. 3: TO PAY SITTING FEES TO MR. DEEPAK SINGHAL, NON-EXECUTIVE DIRECTOR CUM CHAIRMAN 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 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. Deepak Singhal, Non-Executive Director cum chairman 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. 4: TO APPROVE RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION 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 500,000,00,00/- (Rupees Five Hundred Crore)**, 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; (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 & any other applicable Law.

**“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.”

## **ITEM NO. 5: ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made there under, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the “MoA”) of the Company by addition of following new objects as Point No. 6, and 7 in Clause III (a) of the MoA:

6. To carry on the business as Authorized Dealer, Money Changer, Offshore Banker or any other person for the time being authorised to deal in Foreign Exchange or Foreign Securities or such other activities and to undertake Cross Border Inward Money Transfer activities subjects to the rules and regulations of Reserve Bank of India.

7. To carry on and undertake the business of financing and/or re-financing of all and every kind and description including working capital loans, loans against book debts, loans against receivables, consumer finance, personal loans, online personal loans, educational loans, lifestyle loans, agricultural loans, Forex loans, Gold Loan, mortgage loans, pledge loans, loans against shares, securities, capital market instruments, bill discounting, peer-to-peer lending, providing online platform for enabling crowd funding, providing technology platform for other entities, utilize technology platform provided by other entities directly or indirectly and promote the Company’s business activities, and to provide fund based and non-fund based credits to various entities including but not limited to micro, small and medium enterprises, issuing of letter of credit, letter of guarantees, guaranteeing loans granted by other financiers, providing security for loans granted by other financiers, discounting of bills, hundies, cheques, drafts and deferred payment guarantees, engage in wholesale lending, financing the development of townships, development of real estate, construction of premises for residential/commercial/ industrial purposes, building of roads, canals, bridges, towers and other infrastructure projects, and to undertake financing the generation/cogeneration, transmission, distribution and supply of power of all kinds, whether conventional or non-conventional or similar transactions and to subsidize or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all, any, every kind and description, upon any terms what so-ever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used, to undertake funding of infrastructure projects under build-own-operate-transfer or build-own-transfer model, undertake

structured financing, syndicated/ syndication loans, take-out financing, mezzanine financing and such other financing models by whatsoever name called, for infrastructure as well as non infrastructure purposes, to engage in purchase/sale of non-performing assets.

**“FURTHER RESOLVED THAT** the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

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

Sd/-  
**Ram Gopal Jindal**  
**(Managing Director)**  
**DIN: 06583160**

Sd/-  
**Anshita Sharma**  
**(Director)**  
**DIN: 09706011**

**Date:** July17, 2023  
**Place:** New Delhi



**Notes:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
- 2) In view of the ongoing threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
- 3) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.stancao.co.in](http://www.stancao.co.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- 4) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. Members may note that pursuant to the MCA Circulars, the Members may update their email address by sending a mail at [info@skylinerta.com](mailto:info@skylinerta.com), [admin@skylinerta.com](mailto:admin@skylinerta.com) and [stancap.delhi@gmail.com](mailto:stancap.delhi@gmail.com).
- 5) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd. to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 6) The Company has appointed M/s. Anu Malhotra and Associates, Practicing Company Secretary as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Tuesday, August 22, 2023 and will be displayed on the website of the Company at [www.stancap.co.in](http://www.stancap.co.in) and intimated to Stock Exchange, i.e., BSE Limited and shall also be intimated to CDSL and Skyline Financial Services Pvt. Ltd. (RTA).
- 7) Remote e-voting period shall commence on Saturday 22<sup>nd</sup> July 2023 and end on Sunday - 20<sup>st</sup> August (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. 18<sup>th</sup> August 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- 8) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again
- 9) 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.
- 10) The last date for the E-voting i.e., August 20, 2023 (Sunday) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at [www.stancap.co.in](http://www.stancap.co.in) until the last date for the E-voting.
- 11) In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.
- 12) The resolutions, if passed by the requisite majority shall be deemed to have been passed on August 20, 2023 i.e., the last date specified for receipt of votes through the e-voting process.
- 13) All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [stancap.delhi@gmail.com](mailto:stancap.delhi@gmail.com).
- 14) As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.

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
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<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<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>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<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</li> </ol>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <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>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of the Company for which you choose to vote.

- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **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; [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.

**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 Company at [stancap.delhi@gmail.com](mailto:stancap.delhi@gmail.com) and/or RTA email at [viren@skylinerta.com](mailto:viren@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.

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

If you have any queries or issues regarding 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.

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

Sd/-  
**Ram Gopal Jindal**  
**(Managing Director)**  
**DIN: 06583160**

Sd/-  
**Anshita Sharma**  
**(Director)**  
**DIN: 09706011**

**Date:** July 17, 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 present Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crore Only) comprising of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 17th July, 2023, had accorded its approval for increasing the Authorised Share Capital from Rs. 50,00,00,000 (Rupees Fifty Crore Only) to Rs. 100,00,00,000 (Rupees One Hundred Crore Only) by creation of 5,00,00,000 (Five Crore) additional equity share of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crore Only) to Rs. 100,00,00,000 (Rupees One Hundred Crore Only) by creation of 5,00,00,000 (Five Crore) additional equity share of Rs.10/- (Rupees Ten Only) each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

**ITEM NO. 2:**

The Members may note that the Company has received requests from the following Promoter & Promoter Group Members of the Company to reclassify them from the status of 'Promoter & Promoter Group' category to 'Public' category of Shareholding of the Company.

Sr.No.	Name of the Promoter Group Member	Existing Category	No. of Shares	Percentage
1.	Mangat Malik	Promoter Group	2000	0.004%
2.	Usha Malik	Promoter Group	1900	0.004%



3.	GopalKrishanLamba	Promoter Group	43,300	0.088%
4.	HarshitLamba	Promoter Group	7,500	0.015%
5.	MadhuLamba	Promoter Group	12,800	0.026%
6.	RupaliLamba	Promoter Group	6500	0.013%
7.	BimlaNarang	Promoter Group	666	0.001%
8.	MeenuTalwar	Promoter Group	2500	0.005%
9.	Manav Malik	Promoter Group	10000	0.020%
10.	SantLal Malik	Promoter Group	10000	0.020%
11.	VCA Holding Private Limited (SurinderBansal_Authorised Representative)	Promoter Group	132	0.0002%
12.	S K Khanna	Promoter Group	50000	0.102%
13.	Anil Wadhwa	Promoter Group	300	0.0006%
14.	J L Wadhwa	Promoter Group	3000	0.006%
15.	GirdhariLal	Promoter Group	4500	0.009%
16.	Ramesh	Promoter Group	4000	0.008%
17.	Geeta Karla	Promoter Group	2500	0.0055
18.	Ashok Khurana	Promoter Group	666	0.001%
19.	Vijay Kumar	Promoter Group	2500	0.005%
20.	Karambir	Promoter Group	4000	0.008%
21.	Bharat Bhushan-Promoter Group	Promoter Group	3000	0.006%
22.	Bimla Rani	Promoter Group	2500	0.005%
23.	NeelamKhurana	Promoter Group	400	0.0008%
24.	GulshanKataria	Promoter Group	4000	0.008%
25.	Surinder Pal Singh	Promoter Group	2500	0.005%
26.	Anil Arora	Promoter Group	-	-
27.	Narender Kumar Arora	Promoter	-	-
28.	Rekha Arora	Promoter Group	-	-
29.	Virender Arora	Promoter Group	-	-
30.	SudeshTehri	Promoter Group	2500	.005
31.	Cyber Worx Technologies Private Limited (through Authorised Representative RupinWadhwa)	Promoter Group	-	-
32.	IshwarDutt	Promoter Group	11325	.023%
33.	MadhuVij	Promoter Group	-	-
34.	ManoharLalVij	Promoter	-	-
35.	VCA Associates Private Limited (through Authorised Representative ManoharLalVij)	Promoter Group	-	-
36.	Vinod Kumar Kjurana	Promoter Group	-	-
37.	Vasu Growth Fund Private Limited (through Authorised	Promoter Group	1416	.003%

	Representative Virender Arora)			
38.	Vani Commercials Limited	Promoter Group	26350	0.05%
39.	V K Batra	Promoter Group	3000	0.006%

In the aforesaid respective reclassification requests, the Company has received confirmation from each of the aforesaid Promoter Group Members (individually be hereinafter referred to as the “Applicant” and collectively as “Applicants”) seeking re-classification under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) stating that:

- i) The Applicant, on individual basis, holds the shareholding of the listed entity as mentioned above and together do not hold more than 10% of the total voting rights in the listed entity.
- ii) The Applicant does not exercise control over the affairs of the listed entity directly or indirectly;
- iii) The Applicant does not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements.
- iv) The Applicant does not represent on the Board of Directors (including not having a Nominee Director) of the listed entity;
- v) The Applicant does not act as a Key Managerial Person (“KMP) in the listed entity;
- vi) The Applicant is not ‘wilful defaulter’ as per the Reserve Bank of India Guidelines; vii) The Applicant is not fugitive economic offender.

The intimation for receipt of the aforesaid reclassification requests, enclosing the copy thereto, was submitted by the Company to the Stock Exchanges (BSE Limited) on .

The Members are further informed that:

- i) the Company is compliant with the requirement of minimum public shareholding as required under Regulation 38 of the SEBI Listing Regulations;
- ii) trading in Equity Shares of the Company is not suspended by the Stock Exchanges;
- iii) the Company does not have any outstanding dues to the SEBI, the Stock Exchanges or to the Depositories. However, the Company may have payables in respect of services availed from them, for which invoices have not been raised / received

The Board of Directors of the Company (“Board”) in its meeting held on June 29, 2023 & July 17, 2023 analysed the aforesaid reclassification requests and the views of the Board are as follows (the same was also intimated by the Company to the Stock Exchanges on June 29, 2023 & July 17, 2023):

- (i) As per Regulation 31A(3)(b)(i) of the SEBI Listing Regulations, the promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification shall not together, hold more than ten percent of the total voting rights in the listed entity.
- (ii) As per the confirmation and undertaking received from the Promoter Group members in their request letter for reclassification, they have individually confirmed the following:

- (a) I/We along with 'persons related' to me/us together do not hold more than ten percent of the total voting rights in the company. "persons related" as mentioned herein shall have the meaning as defined in Regulation 31A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended);
- (b) I/We do not exercise control over the affairs of the Company directly or indirectly;
- (c) I/We do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (d) I/We am/are not represented on the Board of Directors (including as a Nominee Director) of the Company;
- (e) I/We am/are not acting as a Key Managerial Person in the Company;
- (f) I/We am/are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- (g) I/We am/are not a fugitive economic offender

We further confirm and undertake that in case the requisite approvals are received and we are categorised as "Public" shareholders, then

- (a) I/We shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification (if approved by the shareholders and the Stock Exchanges/authorities), failing which, I/We shall be reclassified as promoter/person belonging to the promoter group of the company;
  - (b) I/We shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification (if approved by the shareholders and the Stock Exchanges/authorities), failing which, I/We shall be reclassified as promoter/ person belonging to promoter group of the company;
  - (c) I/we am/are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017;
  - (d) I/we am/are not in violation of the provisions of Regulation 24 of the SEBI Delisting Regulations, 2009
- (iv)** Sub-Regulation 3(a)(ii) of Regulation 31A of the SEBI Listing Regulations provides that the Board of Directors of the listed entity shall analyse the reclassification request and place the same before the shareholders in a general meeting for approval along with the views of the Board on the request within the prescribed time. The Board of the Company analysed the aforesaid reclassification requests received by the Company, as mentioned above and in view of the rationale provided by the Promoter Group members who have made the application for reclassification and based on the confirmation that they satisfy the requirements of Regulation 31A of the SEBI Listing Regulations, the Board was of the view that the requests made by the said Promoter Group members as given above for reclassification of their shareholding from

“Promoter Group” category to “Public” category, be recommended to the Members of the Company, for approval.

- (v) The reclassification requests, if approved by the Members of the Company shall be subject to the approval of the Stock Exchange(s) as per the provisions of Regulation 31A of SEBI Listing Regulations.
- (vi) Further, in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended) read with the provisions of the Company’s Insider Trading Code, the term “Designated Persons” inter alia includes Promoters/Promoter Group Members of the listed entity. As per the provisions of the Company’s Insider Trading Code, the Designated Persons cannot carry out contra-trade for a period of six months from the date of previous transaction. Assuming that, in the event the reclassification requests are approved by the Stock Exchanges and the Promoter Group members are reclassified under Public category, the said persons shall consequently cease to be the Designated Persons of the Company, provided that they do not attract any other parameters that qualify them as Designated Persons. Consequently, the contra-trade restrictions as applicable to the Designated Persons, will no longer be applicable to the persons, if so reclassified.

The Members are also informed that pursuant to the provisions of Regulations 31A(3)(a)(iii) of the SEBI Listing Regulations, the request of the promoter(s) seeking reclassification shall be approved in the general meeting by an Ordinary Resolution in which the Promoter(s) seeking reclassification and the persons related to him/her/it have not voted to approve such reclassification request.

As per the requirement prescribed under the Regulation 31A of the SEBI Listing Regulations, the Board places the resolution as placed at Item No. 2 pertaining to reclassification from the Promoter group category to Public category along with the aforementioned views of the Board. The Board recommends the resolution for the approval of the Members of the Company by an Ordinary Resolution, and once approved by the Members, the same shall be subject to the approval of the Stock Exchanges (BSE Limited) and/ or such other Authorities as may be required.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

**ITEM No. 3:**

Mr. Deepak Singhal Non- Executive Director cum chairman (DIN: 06995721) has appointed as an Additional Non-Executive Director cum Chairman of the Company with effect from June 29, 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>
		2020-2021	(6905801.20)	(6980268.20)
		2021-2022	935195.92	826769.92
		2022-2023	33256852.03	22281114.03
5.	Foreign investments or collaborators, if any	Not Applicable		
<b>INFORMATION ABOUT THE APPOINTEE</b>				
1	Background details	Mr. Deepak Singhal Non- Executive Director cum chairman (DIN: 06995721) has appointed as an Additional Non-Executive Director cum Chairman of the Company with effect from June 29, 2023.		
2	Past Remuneration	NA		
3	Recognition or awards	-		
4	Job profile and his suitability	Mr. <b>Deepak Singhal</b> , aged 29 years possesses the specialization in Tax and Business Advisory, Corporate and Capital Structuring, Joint Ventures Planning and Formation Business Planning & Decision Making, Development of Systems & Processes, Tax and Corporate Compliances, Audit and Assurance Services.		
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	-
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**Information pursuant to the provisions of the Secretarial Standard on General Meetings (SS-2) regarding Director (Mr. Deepak Singhal)**

<b>Name of the Director</b>	Deepak Singhal
Director Identification Number (DIN)	06995721
Date of Birth	14/09/1993
Nationality	Indian
Date of First Appointment on Board	29/06/2023
Shareholding in Standard Capital Markets Limited	5213
List of Directorships held in other Companies (excluding Alternate Directorship and Section 8 Companies)	Nil
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	Mr. Deepak Singhal is only the member of Risk Management 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	-

Pursuant to the recommendation of the Nomination and remuneration committee, the Board of Directors of the Company proposed to pay the overall remuneration payable to **Mr. Deepak Singhal** 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. 3 for approval of members.

Except, **Mr. Deepak Singhal** 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**

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 500,000,00,00/- (Rupees Five Hundred Crore)

The Board of Directors in their meeting held on 17.07.2023 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. 4 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. 5**

In order to make the main object clause of the Memorandum of Association comprehensive, diversified and to include activities permitted to be undertaken by an NBFC from time to time, it is proposed to modify the main object clause of the Memorandum of Association of the Company.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of the Memorandum of Association (the "MoA"). The Board of Directors, on 17 July, 2023 has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by

postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MOA with respect to the objects of the Company and certify the registration. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MoA of the Company by adding Point No. 6 and 7 in Clause III (a) of the MoA.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members. The existing Object Clause of the MoA is available for inspection by the Members on the Company's website

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

Sd/-  
**Ram Gopal Jindal**  
**(Managing Director)**  
**DIN: 06583160**

Sd/-  
**Anshita Sharma**  
**(Director)**  
**DIN: 09706011**

**Date:** July 17, 2023  
**Place:** New Delhi