



NOTICE

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Members of Standard Chartered Capital Limited ("Company") will be held on Tuesday, September 30, 2025 at 2:00 PM at Shivalik Meeting Room, Floor No 12, Crescenzo Building, G Block, C 38/39, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements

To receive, consider, approve and adopt:

- (i) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2: Appointment of Director

To appoint a Director in place of Mr. Sachin Shah (DIN 09765131), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 3: Declaration of Dividend

To declare dividend of Rs. 1.80 per Equity Share of the Company for the Financial year ended March 31, 2025.

SPECIAL BUSINESS

Item No. 4: Regularisation of Appointment of Ms. Sabina Bhavnani as an Independent Non – Executive Director of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to the provisions of the Articles of Association of the Company, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors at their meetings held on May 29, 2025, Ms. Sabina Bhavnani (DIN: 06553087), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from May 30, 2025 to hold office upto the date of this Annual General Meeting, and who has submitted a declaration under Section 149(7) of the Act that she meets all the criteria of Independence as provided in the Act and the Regulations and who is eligible for appointment as an Independent Director be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from May 30, 2025 to May 29, 2030 (both days inclusive) and shall not liable to retire by rotation.





RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Sabina Bhavnani be paid such sitting fees as the Board of Directors may approve considering the recommendations made by the Nomination and Remuneration Committee and subject to such limits, prescribed or as may be prescribed from time to time, to be received in the capacity of Non-Executive Independent Director.

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as it may deem necessary for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors,
For Standard Chartered Capital Limited**


Richa Shah
Company Secretary
A32437



Registered Office Address:
Standard Chartered Capital Limited
Floor No. 12, Parinee Crescenzo Building, C-38/39, "G" Block, Opp. MCA Ground,
Bandra Kurla Complex, Bandra
(East), Mumbai – 400051

Corporate Identification Number (CIN): U65990MH2003PLC142829
E-mail: Richa.Shah@sc.com

Date: September 5, 2025
Place: Mumbai

**NOTES:**

1. Pursuant to General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 20/2020 dated 5th May, 2020, No. 02/2021 dated 13th January, 2021 and No. 2/2022 dated 5th May, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (herein after collectively referred to as "Circulars"), Companies were permitted to send the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.
2. MCA by General Circular No. 09/2024 dated 19th September, 2024 and SEBI vide its Circular No. Page 1 of 2 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 have extended the above exemptions till September 30, 2025 and accordingly in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the said Circulars, Notice of the 22nd Annual General Meeting ("AGM" or the "Meeting") along with Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. For a proxy to be valid, it must be deposited at the registered office of the company, not less than 48 hours before the commencement of meeting.
5. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights only exception being that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.
6. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 9.00 a.m. to 6.00 p.m. up to the date of the Annual General Meeting. Further, members are requested to note that the Annual Report and AGM Notice will be uploaded on the website of the Company viz., <https://sccapital.in/> and on the website of the BSE viz., www.bseindia.com.
7. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.



Standard Chartered Capital Limited

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CIN:U65990MH2003PLC142829 | Toll Free No.: (91-22) 1800 209 0505 | Fax: (91-22) 6115 7825

Website: <https://sccapital.in> | Email: SCCapital.customer@sc.com

Sr. No. : 10225



8. The Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts and Arrangements maintained under Sections 170 and 189 of the Companies Act, 2013 respectively are available for inspection at the registered office of the Company during business hours between 9.00 a.m. to 6.00 p.m. except on holidays and will be made available for inspection at the venue of the meeting.
9. Members seeking any information about the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before September 30, 2025 through email on Richa.Shah@sc.com. The same will be replied by the Company suitably.
10. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
11. The route map to the venue of the AGM is included at the end part of the Notice.
12. Bodies' Corporate members are requested to send a certified copy of the board resolution authorizing their representative/s to attend and vote at the meeting pursuant to provisions of Section 113 of the Companies Act, 2013.
13. Details of Director retiring by rotation and seeking reappointment at the ensuing AGM is provided in Annexure I to the Notice pursuant to the provisions of Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.
14. The term 'Members' has been used to denote members of Standard Chartered Capital Limited.

**By Order of the Board of Directors,
For Standard Chartered Capital Limited**


Richa Shah
Company Secretary
A32437



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Standard Chartered Capital Limited
Floor No. 12, Parinee Crescenzo Building, C-38/39, "G" Block, Opp. MCA Ground,
Bandra Kurla Complex, Bandra (East), Mumbai – 400051

Corporate Identification Number (CIN): U65990MH2003PLC142829
E-mail: Richa.Shah@sc.com

Date: September 5, 2025
Place: Mumbai



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, THE RULES MADE THEREUNDER, AS APPLICABLE, AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item No. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on May 29, 2025 had appointed Ms. Sabina Bhavnani (DIN: 06553087) as Additional Director in the category of Non-Executive, Independent Director of the Company for a term of 5 (Five) years effective from May 30, 2025 not liable to retire by rotation, subject to approval of the Members of the Company.

In the opinion of the Board of Directors of the Company, Ms. Sabina Bhavnani possesses all the conditions for appointment of Independent Director as specified in Section 149(6) of the Companies Act, 2013 and is independent of the management.

The Company has received a notice in writing from her, proposing her candidature for the office of the Non-Executive Independent Director of the Company.

The Company has received from Ms. Sabina Bhavnani (DIN - 06553087):

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, confirming her eligibility for such appointment, and;
- (iii) Declaration to the effect that she meets all the criteria under Section 149 (6) of the Companies Act, 2013.

Considering her professional background and experience, the NRC formed an opinion that she is a person of integrity and possess relevant expertise, proficiency and experience and the association of Ms. Sabina Bhavnani would be beneficial to the Company, and it is desirable to appoint her as an Independent Director for a term of 5 (Five) consecutive years with effect from May 30, 2025 to May 29, 2030 (both days inclusive).

Ms. Sabina Bhavnani would be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imburement for expenses incurred in connection with attending Board/ Committee meetings and as may be approved by the NRC and the Board within the limits approved by the Board of the Company from time to time, as permitted by law.

Copy of the draft letter of appointment of Ms. Sabina Bhavnani would be available for inspection without any fee by the members at the Registered Office of the Company between 10:00 am and 6:00 pm on all working days till the date of Annual General Meeting.

The details of Ms. Sabina Bhavnani as required under the provisions of Secretarial Standard-2 of ICSI and other applicable provisions are provided in Annexure 1 to this Notice.





None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Sabina Bhavnani is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 2, 4 and 5:

ANNEXURE I TO THE AGM NOTICE DATED SEPTEMBER 5, 2025

Details of Directors retiring by rotation/ seeking appointment in the forthcoming Annual General Meeting.

(In pursuance of Secretarial Standards on General Meetings [SS-2])

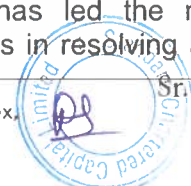
Name of the Director	Mr. Sachin Shah	Ms. Sabina Bhavnani
Director Identification Number	09765131	06553087
Category	Non-Executive Director	Non-Executive Independent Director
Date of Birth	August 23, 1975	April 20, 1968
Age	49 years	57 years
Date of First Appointment on the Board	January 31, 2023	May 30, 2025
Shareholding in the company	NA	NA
Relationship with Directors and KMPs	NA	NA
Qualifications	Bachelor of Commerce, Chartered Financial Analyst	Bachelor of Commerce, MBA in Finance
Expertise in specific functional area.	<p>Sachin Shah is MD and Head – Strategy, Process, Governance & Subsidiaries for Standard Chartered Bank, India.</p> <p>He is also a member of the Standard Chartered Bank India - Country Management Team.</p> <p>Sachin has been with Standard Chartered Bank for over 22 years and has held numerous senior positions across Business, Credit & Operations. He has a strong track record in managing complex deals</p>	<p>Sabina Bhavnani has over 30 years of experience across Corporate Advisory, Mergers & Acquisitions, Private Equity and Corporate Finance.</p> <p>She is an Independent Director on the Board of Amber Enterprises Limited, a listed entity in the consumer durable and electronics space with a market cap of around Rs 20 Bn.</p> <p><u>Resolution of the IL&FS Group</u> -Over the last five and a half years, She has led the new Board's efforts in resolving and</p>

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Sr. No. : 10228



	<p>and leading large teams across South Asia markets. In his current role, Sachin drives the SCB India Strategy along with the South Asia Cluster CEO across various segments and product groups. He also manages Process Effectiveness with a team of six-sigma specialists, responsible for reviewing and simplifying the end-to-end process identified by various units.</p> <p>As Head of Subsidiaries, he drives the Subsidiary Strategy and Governance and represents SCB on the Board of all the 6 subsidiaries in India.</p> <p>Sachin has been part of various committees constituted by Indian Banks Association and has a deep understanding of the financial markets and has been instrumental in leading & executing many large and complex transactions in the market across Corporate & Institutional Space.</p>	<p>restructuring the Road assets vertical which is the largest business vertical of the IL&FS Group. She has also lead the resolution of the Waste Management Assets, EPC business and the Real Estate development business.</p> <p>- She is also leading transactions which have closed/at an advanced stage of closure resulting in resolution of assets aggregating around Rs 12000 crs.</p> <p>- She was involved in the conceptualization and structuring of the InvIT platform that is currently being listed.</p> <p><u>Corporate Advisory/Investment Banking</u></p> <p>- Leadership Role and closure of 35 transactions across Private Equity syndication, financial advisory and M&A.</p> <p><u>Asset Monetisation/Corporate Resolution</u></p> <p>- Monetisation of Real Estate and Telecom tower assets.</p> <p>- Restructuring of Real Estate, Construction and Waste Management Businesses.</p> <p><u>Project Finance</u></p> <p>- Monetization of specific assets and oversight of capital raise by IL&FS business verticals.</p>
Remuneration last drawn	NIL	NIL
No. of Meetings of the Board attended during the year	05 (Five) – FY 2024-25 02 (Two) – FY 2025-26	01 (One) – FY 2025-26
Terms and Conditions of Appointment or re-appointment along with remuneration	NA	NA
Directorship in other Companies	a) Standard Chartered Securities Limited (India)	a) Amber Enterprises India Limited b) Hill Country Properties Limited

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	<p>b) St Helen's Nominees India Private Limited</p> <p>c) Standard Chartered Private Equity Advisory (India) Private Limited</p> <p>d) Standard Chartered (India) Modeling And Analytics Centre Private Limited</p> <p>e) Standard Chartered Finance Private Limited</p>	<p>c) Unique Waste Processing Company Limited</p> <p>d) Tierra Enviro Limited</p> <p>e) Hill County SEZ Private Limited</p> <p>f) Maytas Logiparks (Malkapur) Private Limited</p> <p>g) IL&FS Maritime Infrastructure Company Limited</p> <p>h) Roadstar Infra Private Limited</p>
Chairman/Member of the Committee of the Board of Directors	<p>Audit Committee Chairperson & Member</p> <p>Nomination & Remuneration Committee Chairperson & Member</p> <p>Corporate Social Responsibility Committee, Chairperson & Member</p> <p>Member of Borrowing Committee</p> <p>Member of Information and Cyber Security and Technology Steering Committee</p> <p>Member of IT Strategy Committee</p>	<p>Member of Audit Committee</p> <p>Member of Nomination & Remuneration Committee</p> <p>Member of Corporate Social Responsibility Committee</p>





Form MGT-11

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	U65990MH2003PLC142829
Name of the Company	Standard Chartered Capital Limited
Registered office	Floor No. 12, Parinee Crescenzo Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400051

Name of the Member	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	

I/We, being the member (s) of _____ shares of the above-named Company, hereby appoint

1. Name: Address: E-mail Id: Signature: _____ or failing him	2. Name: Address: E-mail Id: Signature: _____ or failing him
3. Name: Address: E-mail Id: Signature:	

as my/ our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the Annual General Meeting of the Company scheduled to be held on Tuesday, September 30, 2025 at 2:00 PM at Floor No. 12, Crescenzo Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400051, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.

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Sr. No. : 10231



2. To appoint a Director in place of Mr. Sachin Shah (DIN 09765131), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To declare Dividend of Rs. 1.80 per Equity Share of the Company for the Financial year ended March 31, 2025.
4. To consider regularization of appointment of Ms. Sabina Bhavnani as Independent Non-Executive Director of the Company.

Signed this _____ day of _____ 2025.

Affix
Revenue
Stamp

Signature of the shareholder: _____

Signature of proxy holder(s): _____

NOTES:

1. The Proxy form should be signed across the stamp as per specimen signature(s) registered with the Company.
2. The proxy form, in order to be effective should be duly completed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.



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Sr. No. : 10232


STANDARD CHARTERED CAPITAL LIMITED
CIN: U65990MH2003PLC142829
**Registered Office: Floor No. 12, Crescenzo Building, C-38/39, "G" Block, Opp. MCA
 Ground, Bandra Kurla Complex, Bandra (East) Mumbai – 400051**
ATTENDANCE SLIP
ANNUAL GENERAL MEETING

I/ We hereby record my/our presence at the Annual General Meeting of the Company held on Tuesday, September 30, 2025, at 2:00 PM at Floor No. 12, Crescenzo Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400051

Folio No.	
Name of the Shareholder	
Number of Share held	
Name of Proxy (if any)	

Signature of the Shareholder/Proxy/Representative*

Note:

1. Shareholder/Proxy holder must bring the Attendance slip to the meeting and hand it over at the entrance duly signed
- 2.*Strike out whichever is not applicable



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Sr. No. : 10233



Route Map to the Venue of the Annual General Meeting



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