



NOTICE

Notice is hereby given that the 19th Annual General Meeting (AGM) of the members of Standard Chartered Capital Limited (formerly Standard Chartered Investments and Loans (India) Limited) ("Company") will be held on Wednesday, September 28, 2022 at 11:30 A.M. at Sanaga Meeting Room, Floor No 6, 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:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 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. Kumarapuram Venkateswaran Subramanian (DIN 07842700), 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: Re-appointment of Statutory Auditors

To re-appoint M/s KKC & Associates LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, and RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 including any statutory enactment or modification thereof, and based on the recommendation of the Audit Committee and as recommended by the Board of Directors, M/s KKC & Associates LLP, Chartered Accountants, (FRN/Membership No: 105146W/ W100621) be and are hereby re-appointed as the Statutory Auditors of the Company for a period of three (3) years from the conclusion of this 19th Annual General Meeting of the Company until the conclusion of 22nd Annual General Meeting to be held in the Financial year 2024-25, at a remuneration that may be mutually decided in consultation with the Board.





RESOLVED FURTHER THAT any of the Director(s) and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including issue of certified true copy of this resolution."

**By Order of the Board of Directors,
For Standard Chartered Capital Limited
(Formerly Standard Chartered Investments and Loans (India) Limited)**

Richa Shah

**Richa Shah
Company Secretary
A32437**



Registered Office Address:
Standard Chartered Capital Limited
(Formerly Standard Chartered Investments and Loans (India) Limited)
Floor No. 6, Crescenzo Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra
(East) Mumbai - 400051

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

**Date: September 6, 2022
Place: Mumbai**

NOTES:

1. 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.
2. 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.
3. 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., www.standardcharteredinvestmentsloans.co.in
4. 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.
5. 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.





6. 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.
7. The route map to the venue of the AGM is included at the end part of the Notice.
8. Details of Director retiring by rotation and seeking re-appointment at the ensuing AGM is provided in Annexure I to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.
9. 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.
10. 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
(Formerly Standard Chartered Investments and Loans (India) Limited)**

**Richa Shah
Company Secretary
A32437**



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Standard Chartered Capital Limited
Floor No. 6, Crescenzo Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra
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Corporate Identification Number (CIN): U65990MH2003PLC142829

E-mail: Richa.Shah@sc.com

Date: September 6, 2022
Place: Mumbai

**Item No. 2****ANNEXURE I TO THE AGM NOTICE DATED 6TH SEPTEMBER 2022**

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

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

Name of the Director	Mr. Kumarapuram Venkateswaran Subramanian
Director Identification Number	07842700
Category	Non-Executive Director
Date of Birth	23 rd September, 1965
Age	57 years
Date of First Appointment on the Board	27 th November, 2017
Shareholding in the Company	1 Equity Share as a Nominee Shareholder of SCB UK
Relationship with Directors and KMPs	NA
Qualifications	Master's degree in management from NMIMS, Mumbai University and Bachelor's degree in Mechanical Engineering from PSG College of Technology, Coimbatore
Expertise in specific functional area.	Mr. Subramanian is currently Head of Strategy, Process & Governance at Standard Chartered Bank, India. Prior to this he was Managing Director & Head Global Markets and Co Head of the Wholesale Bank at Standard Chartered Bank, Indonesia from 2011-2017. Subramanian has over 28 years of banking experience having joined ANZ Grindlays Bank in 1989 as a Management Trainee in the Capital Markets division. In 1992 he joined TAIB Bank, Bahrain to set up the India Investment desk for the Bank and was also responsible for their proprietary equity and debt business. In 1996 he moved back to ANZ Grindlays Bank, India to run the Debt Capital Markets Sales business. Post the merger of SCB and ANZ Grindlays in 2000, he ran the Institutional Sales business for South Asia (2000-2006) and from 2006 to 2011 was Managing Director & Regional Head Capital Markets for South Asia. He has been responsible for leading some of the large Capital Market transactions for SCB from India.
Remuneration last drawn	NIL
No. of Meetings of the Board attended during the year	04 (Four)





Terms and Conditions of Appointment or re-appointment along with remuneration	NA
Directorship in other Companies as on 31 March, 2022	<p>a) St. Helen's Nominees India Pvt. Ltd as a Director</p> <p>b) Standard Chartered (India) Modeling and Analytics Centre Pvt Ltd as a Director</p> <p>c) Standard Chartered Private Equity Advisory (India) Pvt. Ltd as a Director</p> <p>d) Standard Chartered Finance Private Limited as a Director</p> <p>e) Standard Chartered Securities (India) Limited as a Director</p> <p>f) NGL FINE – CHEM Limited as an Additional Independent Non-Executive Director</p> <p>g) CDSL Ventures Limited as a Director</p>
Chairman/Member of the Committee of the Board of Directors as on 31 March, 2022	<p>a) Member of CSR Committee</p> <p>b) Member of Risk Committee</p> <p>c) Member of Credit Committee</p> <p>d) Member of Borrowing Committee</p> <p>e) Member of NRC Committee</p> <p>f) Member of Audit Committee</p>



