



NOTICE

Notice is hereby given that the 20th 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 Monday, September 11, 2023 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, 2023 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 Ms. Zarin Daruwala (DIN 00034655), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

Item No. 3: Amendment of Articles of Association for including Appointment of Nominee Director to be nominated by Debenture Trustee.

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

"RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with the respective rules made thereunder, consent of the members be and is hereby accorded to amend the Articles of Association of the Company in compliance to the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) (Regulations), 2023 issued on February 02, 2023 by the Securities and Exchange Board of India pertaining to appointment of Nominee Director to be nominated by the Debenture Trustee in terms of clause(e) of sub-regulation (1) of Regulation 15 of the SEBI (Debenture Trustee) Regulations, 1993.

RESOLVED FURTHER THAT pursuant to provisions of Section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with the respective rules made thereunder, the Articles of Association of the Company be and are hereby altered by inserting one more additional clause under Clause 63 (Board of Directors) by adding Clause 63 (iii) as under:

63 (iii) A Trust Deed for securing debentures may, if so arrange, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures to be a Director of the Company and may empower such trustees from time to time to remove any Director so appointed. A Director appointed under this clause is herein after

Standard Chartered Capital Limited

(Formerly "Standard Chartered Investments and Loans (India) Limited")

Registered Office: Crescenzo, 6th Floor, C-38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India

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

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





referred to as "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this clause. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation and or be removed by the Company.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association by considering the above-mentioned alteration with the respective changes in serial numbers accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

Item No. 4: Regularization of Mr. Sachin Shah as Non-Executive Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161(1) of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment (s) thereof for time being in force) and on the recommendation of the Nomination and Remuneration Committee and Board, approval of the members be and is hereby accorded to appoint Mr. Sachin Shah (DIN:09765131), as Non-Executive Non Independent Director of the Company, liable to retire by rotation, who was appointed as an Additional Non-Executive Director of the Company with effect from January 31, 2023 post the approval of Reserve Bank of India and who holds office up to the date of this Annual General Meeting.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company, be and hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effects to the foregoing resolution."

Item No. 5: Re-appointment of Mr. Prashant Kumar (DIN: 08584379) as Managing Director and CEO of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule V thereof, the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and Board, approval of the members be and is hereby accorded to reappoint Mr. Prashant Kumar (DIN : 08584379) as the Managing Director and CEO of the Company, with effect from November 01, 2022 upto July 31, 2023 on such terms and conditions as stated in the explanatory statement.

RESOLVED FURTHER THAT approval is hereby accorded for the Board of Directors to alter and vary/modify the remuneration, terms and conditions, to the extent approved by






members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Companies Act, 2013 upto the date of office held by Mr. Prashant Kumar.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of services of the Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Section 168 and Section 170 of the Companies Act, 2013 read with Rule 15 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee the resignation of Mr. Prashant Kumar (DIN 08584379) from the position of MD & CEO and KMP of the Company be and is hereby accepted by the Board with effect from July 31, 2023.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**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



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: August 17, 2023
Place: Mumbai

NOTES:

1. In view of the COVID-19 pandemic and 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 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 Circular No. 10/2022 dated 28th December, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 have extended the above exemptions till 30th September, 2023 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 20th Annual General Meeting ("AGM" or the "Meeting") along with Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. 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.
4. 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.
5. 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
6. 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.
7. 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.
8. 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 August 25, 2023 through email on Richa. Shah@sc.com. The same will be replied by the Company suitably.





9. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs.
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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for Item No. 3, 4 and 5 is annexed hereto and forms part of notice.
13. Details of Director retiring by rotation and seeking appointment/re-appointment 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. 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.
15. 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**



Registered Office Address:
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(East) Mumbai – 400051

Corporate Identification Number (CIN): U65990MH2003PLC142829

E-mail: Richa.Shah@sc.com

Date: August 17, 2023
Place: Mumbai



EXPLANATORY STATEMENT

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 3:

The Securities and Exchange Board of India ("SEBI") vide its notification dated February 02, 2023 has notified Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023. As per the said amendment, Company shall ensure that its Articles of Association includes a clause incorporating the requirement to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors on or before September 30, 2023.

Consequently, the Board of Directors of the Company has proposed to restate and adopt the Articles of Association of the Company as required under the aforementioned requirement in its meeting dated May 30, 2023 and recommended the same to the members for their approval.

In order to align the Articles of Association of the Company with the above-mentioned requirements, it is proposed to insert a new clause with respect to the appointment of Debenture Trustee Nominee Director. Pursuant to Section 5 read with Section 14 of Companies Act, 2013, consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, the Board recommends the proposed resolution set out in the Notice for the approval of the members of the Company by way of Special Resolution.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, directly, indirectly or otherwise in passing the special resolution except to the extent of their shareholding in the Company.

Item No. 4:

The Board of Directors of the Company at their meeting held on November 14, 2022, has appointed Mr. Sachin Shah (DIN: 09765131) as an Additional Non-Executive Director of the Company subject to approval by Reserve Bank of India who holds office of the Director till the conclusion of this Annual General Meeting. Reserve Bank of India has accorded approval to Sachin's appointment effective January 31, 2023.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the Members of the Company is required for regularization of appointment of Mr. Sachin Shah as Director of the Company. Brief profile of Mr. Sachin Shah is provided in Annexure I.





The Company has also received requisite disclosures from Mr. Sachin Shah i.e. Form DIR-2 under Section 152(5) of Companies Act, 2013 ("the Act"), Form MBP-1 under Section 184 (1) of the Act, Form DIR-8 under Section 164(2) and Declaration of Fit and Proper Criteria under NBFC Master Directions.

None of the Directors/KMP or their relatives or Mr. Sachin Shah is directly or indirectly concerned or interested in this resolution.

The Board recommends the resolution set forth in item no. 4 of the notice for approval of the members as an **Ordinary Resolution**.

Item No. 5:

The Board of Directors of the Company at their meeting held on November 14, 2022, has re-appointed Mr. Prashant Kumar (DIN: 08584379) as Managing Director and CEO of the Company for a further period of 3 years i.e., up to October 31, 2025. Mr. Prashant Kumar has subsequently tendered his resignation from the Company, hence approval of the members is sought for his re-appointment effective November 1, 2022 upto July 31, 2023 (revised date noted by the Board in their meeting held on July 25, 2023).

Mr. Prashant Kumar is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013 (the "Act"). He has communicated his willingness to be re-appointed for the aforesaid term and has given consent to act as a Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of the Schedule V thereof and hence is eligible for re-appointment with effect from November 01, 2022.

The Board of Directors of the Company at their meeting held on July 25, 2023, has accepted resignation of Mr. Prashant Kumar (DIN 08584379) from the position of MD & CEO and KMP of the Company with effect from July 31, 2023.

Brief profile of Mr. Prashant Kumar and other requisite details are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors/KMP or their relatives, Mr. Prashant Kumar is directly or indirectly concerned or interested in this resolution.

The Board recommends the resolution set forth in item no. 5 of the notice for approval of the members as an **Ordinary Resolution**.

The Principal terms and conditions of Mr. Prashant Kumar's re-appointment as the Managing Director & CEO (hereinafter referred to as the "Managing Director & CEO") are, as follows:

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Tenure of Agreement: The re-appointment of the Managing Director & CEO is for the period commencing from November 01, 2022 up to July 31, 2023.

Nature of Duties:

The Managing Director & CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company.

BROAD PARTICULARS OF THE TERMS OF RE-APPOINTMENT AND REMUNERATION PAYABLE TO MR. PRASHANT KUMAR ARE AS UNDER:

- a) **Basic Salary:** As per the appointment/ re-appointment letter.
- b) **Perquisites & Allowances:** As per company's policy.
- c) **Increment in salary /Annual performance bonus/incentive etc:** As per company's policy.
- d) **Medical reimbursements, Leave Travel Allowance, club fees, personnel accident & medical insurance, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;**
- e) **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Chairman and Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.



**Item No. 2, 4 and 5:****ANNEXURE I TO THE AGM NOTICE DATED AUGUST 17, 2023**

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

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

Name of the Director	Ms. Zarin Daruwala	Mr. Sachin Shah	Mr. Prashant Kumar
Director Identification Number	00034655	09765131	08584379
Category	Non-Executive Director	Non-Executive Director	Managing Director and CEO
Date of Birth	February 5, 1965	August 23, 1975	May 26, 1975
Age	58 years	48 years	48 years
Date of First Appointment on the Board	June 16, 2016	January 31, 2023	November 1, 2019
Shareholding in the company	NA	NA	1 Equity share as a Nominee shareholder of Standard Chartered Bank, UK
Relationship with Directors and KMPs	NA	NA	NA
Qualifications	Bachelor of Commerce, Chartered Accountant and Company Secretary.	Bachelor of Commerce, Chartered Financial Analyst	Executive MBA program from IIM Indore (PGPMX-Masters) Degree in Mechanical engineering- Class of 1998 from Delhi College of Engineering
Expertise in specific functional area.	Zarin has been appointed as the Cluster Chief Executive Officer of India & South Asia Markets (Bangladesh, Nepal & Sri Lanka) of Standard Chartered Bank – India.	Sachin Shah is MD and Head – Strategy, Process, Governance & Subsidiaries for Standard Chartered Bank, India. He is also a member of the Standard	Mr. Prashant Kumar holds a degree in Mechanical Engineering from Delhi College of Engineering, Delhi, India. In his banking career of 18 years, Mr. Kumar has built & delivered a

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	<p>Before joining Standard Chartered Bank, Ms. Zarin was the President at ICICI Bank responsible for managing the Wholesale Banking business of the Bank. In addition to her responsibility as President, Zarin serves on the Board of Directors of key ICICI group companies, ICICI Lombard – General Insurance and ICICI Securities. In the past, Zarin has been on the board of JSW Steel for almost eight years.</p> <p>Zarin is a rankholder Chartered Accountant and a Gold Medalist Company Secretary. She joined the ICICI Group in 1989 and has had varied experience of working in various departments such as resources, corporate planning, investment banking & credit. She has held leadership positions in various fields including corporate finance and agri-business.</p> <p>Zarin has good relationships with top promoters & CEOs of all major</p>	<p>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 and leading large teams across South Asia markets.</p> <p>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</p>	<p>sustainable revenue and profitable business in complex Semi-Urban/Rural/Agri India. He helped raise liabilities close to USD 1.4 Bn in Standard Chartered Bank, India through a mix of market instruments such as refinance and IBPC transactions. These liabilities have helped in reducing the EYD cost for the bank. He also took care of regulatory reporting and compliance requirement of RBI.</p> <p>Prior to SCB India, he was instrumental in setting up Agri SME business in Kotak Mahindra Bank and when he left the Kotak Mahindra bank the book was USD 650 Mn with close to 1% delinquency.</p> <p>Mr. Kumar has a strong fundamental understanding of Rural/Agri markets. His strength lies in building in strong credit discipline & motivating team to 'Execute the Strategy'. He has a strong understanding of Credit underwriting, Risk and Compliance requirements of his role. He ensures that Risk and compliance matter are effectively identified, escalated, mitigated and</p>
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	<p>companies in India as well as Chairpersons & MDs of large financial institutions and Banks. She also has extensive knowledge about various sectors of the Indian economy. Zarin also has good relationships with top bureaucrats in India.</p> <p>She was selected as one of the Top 30 most powerful women in Indian business by Business Today seven times and has featured in the coveted "BT Hall of Fame" for being a consistent performer. She features in the 50 most powerful woman in business listing by Fortune India in 2021, with Business World listing her among the 75 Most Influential Women in India. She has also been recognised for "Outstanding Contribution toward Banking and Financial Services" for 2017-18 by Ladies' wing of IMC Chamber of Commerce and Industry. Zarin featured in "Top 100 Most Influential BFSI Leaders" released by the World BFSI Congress and</p>	<p>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>resolved.</p> <p>He has also worked in the Corporate sector for over 6 years across the Lubricants and Automotive industry in the Rural and Semi Urban markets.</p>
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	Awards.		
Remuneration last drawn	NIL	NIL	INR 21,816,758
No. of Meetings of the Board attended during the year	06 (Six)	02 (Two)	06 (Six)
Terms and Conditions of Appointment or re-appointment along with remuneration	NA	NA	As mentioned in the appointment/ re-appointment letter
Directorship in other Companies as on 31 March, 2023	a) Standard Chartered Global Business Services Private Limited as a Director b) Standard Chartered Securities (India) Limited as a Director c) Standard Chartered Research and Technology India Private Limited as a Director d) Standard Chartered Bank, India as Cluster Chief Executive Officer India & South Asia Markets (Bangladesh, Nepal & Sri Lanka) e) Indian Institute of Banking & Finance as Member of the Council (Director) f) National Institute of Bank	a) Standard Chartered Securities (India) Limited b) Standard Chartered Capital Limited c) St Helen's Nominees India Private Limited d) Standard Chartered Private Equity Advisory (India) Private Limited e) Standard Chartered (India) Modeling And Analytics Centre Private Limited f) Standard Chartered Finance Private Limited	Standard Chartered Capital Limited

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	g) Management, Pune as Member of Governing Board Standard Chartered Bank Nepal Limited as Director and Board Chairperson		
Chairman/Member of the Committee of the Board of Directors as on 31 March, 2023	None	Audit Committee Chairperson & Member Nomination & Remuneration Committee Chairperson & Member Member of Corporate Social Responsibility Committee Member of Borrowing Committee Member of IT Steering Committee	Corporate Social Responsibility Committee Member Chairperson & Member of Borrowing Committee Member of Risk Committee Member of Credit Committee

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