



NOTICE

Notice is hereby given that the 21st 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 Thursday, September 5, 2024 at 2 P.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:

- i. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 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. 0.635 per Equity Shares of the Company for the Financial year ended March 31, 2024.

Item No. 4: Appointment of Statutory Auditors

To approve the appointment of M/s. CNK & Associates, Chartered Accountants, (FRN 101961W/ W-100036) as Statutory Auditors and to fix their remuneration thereof.

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 Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Companies (Audit & Auditors) Rules 2014, and the relevant rules made thereunder, RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 on "Guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors of Commercial Banks, UCB and NBFCs (including HFCs)" ("RBI Circulars"); (including any amendment, modification, variation or re-enactment thereof), and based on the recommendation of the Audit Committee and as recommended by the Board of Directors, the appointment of M/s. CNK & Associates, Chartered Accountants (Firm Registration Number: 101961W/ W100036), be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of 3 (Three) years from the conclusion of 21st (Twenty First) Annual General Meeting till the conclusion of 24th (Twenty Fourth) Annual General Meeting at such remuneration plus applicable taxes reimbursement of out of pocket expenses as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

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 400 051, India

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

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





“RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e-forms/ forms with the concerned Registrar of Companies and Reserve Bank of India, to give effect to the aforementioned resolution.”

SPECIAL BUSINESS

Item No. 5: Appointment of Mr. Sekhar Mosur 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 August 12, 2024, Mr. Sekhar Mosur (DIN:10521491), 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 September 1, 2024, 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 he 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 September 1, 2024 to August 31, 2029 (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], Mr. Sekhar Mosur 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.”

Item No. 6: Appointment of Mr. Dhananjaya Tambe 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 August 12, 2024, Mr. Dhananjaya Tambe (DIN: 07260971), 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 September 1, 2024, 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 he 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 September 1, 2024 to August 31, 2029 (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], Mr. Sekhar Mosur be paid such remuneration/ 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.”

Item No. 7: Increase in Authorized Share Capital of the Company and consequent alteration of the Capital clause of the Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to provisions of Section 13, 61(1)(a) and Section 64 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and such other rules made thereunder, the Articles of Association of Standard Chartered Capital Limited (“the Company”) and all such other applicable provisions, if any, (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,35,00,00,000/- (Rupees Five Hundred and Thirty-Five Crores only) divided into 53,50,00,000 (Fifty-Three Crores and Fifty Lakhs) equity shares having face value of Rs.10/- each (Rupees Ten only) to Rs. 5,75,00,00,000/- (Rupees Five Hundred and Seventy-Five Crores only) divided into 57,50,00,000 (Rupees Fifty-Seven Crores Fifty Lakhs only) equity shares having face value of INR 10/- each (Rupees Ten only) and such additional 4,00,00,000 (Four Crore only) equity shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Act and the relevant rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for substituting existing Clause V (A) of the Memorandum of Association (“MOA”) of the Company with the following clause:

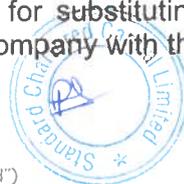
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*(A)*The Authorised Share Capital of the Company is Rs. 5,750,000,000/- (Rupees Five Hundred and Seventy-Five Crores only) divided into 575,000,000 (Fifty-Seven Crores Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has the power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being, into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.*

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and is hereby severally authorized to sign and file all the necessary e-Forms with the Ministry of Corporate Affairs (MCA) and to sign and submit such other forms physically or electronically as may be required and to do all such acts, deeds, matters and things as may be required in this connection, including but not limited to the alteration of the aforesaid resolution, if required, and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors of the Company or Company Secretary deem fit to give effect to the aforesaid 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 14, 2024
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 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 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. 09/2023 dated 25th September, 2023 and SEBI vide its Circular No. Page 1of 2CIRCULARSEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 have extended the above exemptions till 30th September, 2024 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 21st Annual General Meeting ("AGM" or the "Meeting") along with Annual Report for the Financial Year 2023-24 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.



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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 4, 2024 through email on Richa.Shah@sc.com. The same will be replied by the Company suitably.
10. 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.
11. 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.
12. The route map to the venue of the AGM is included at the end part of the Notice.
13. 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.
14. 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 Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.
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**



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Corporate Identification Number (CIN): U65990MH2003PLC142829

E-mail: Richa.Shah@sc.com

Date: August 14, 2024

Place: Mumbai

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Item No. 2
ANNEXURE I TO THE AGM NOTICE DATED AUGUST 5, 2024.

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	Sachin Shah
Director Identification Number	09765131
Category	Non-Executive Director
Date of Birth	August 23, 1975
Age	48 years
Date of First Appointment on the Board	January 31, 2023
Shareholding in the Company	NA
Relationship with Directors, Managers and KMPs	NA
Qualifications	Bachelor of Commerce, Chartered Financial Analyst
Expertise in specific functional area.	Sachin Shah is MD and Head – Strategy, Process, Governance & Subsidiaries for Standard Chartered Bank, India. He is also a member of the Standard Chartered Bank India - Country Management Team. 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. 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. As Head of Subsidiaries, he drives the Subsidiary Strategy and Governance and represents SCB on the Board of all the 6 subsidiaries in India. 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.
Remuneration last drawn	NIL
No. of Meetings of the Board attended during the year	06 (Six)
Terms and Conditions of Appointment or re-	NA

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appointment along with remuneration	
Directorship in other Companies as on 31 March, 2024	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
Chairmanship/Membership of the Committee of the Board of Directors as on 31 March, 2024	i. Audit Committee, Chairperson & Member ii. Nomination & Remuneration Committee, iii. Corporate Social Responsibility Committee, Chairperson & Member iv. Member of Borrowing Committee v. Member of IT Steering Committee vi. Member of IT Strategy Committee


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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. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on August 12, 2024 had appointed Mr. Sekhar Mosur (DIN:10521491) as Additional Director in the category of Non-Executive, Independent Director of the Company for a term of 5 (Five) years effective from September 1, 2024, 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, Mr. Sekhar Mosur 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 him, proposing his/her candidature for the office of the Non-Executive Independent Director of the Company.

The Company has received from Mr. Sekhar Mosur (DIN - 10521491):

- (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 he is not disqualified under Section 164(2) of the Companies Act, 2013, confirming his eligibility for such appointment, and;
- (iii) Declaration to the effect that he meets all the criteria under section 149(6) of the Companies Act, 2013.

Considering his professional background and experience, the NRC formed an opinion that he is a person of integrity and possess relevant expertise, proficiency and experience and the association of Mr. Sekhar Mosur would be beneficial to the Company, and it is desirable to appoint him as an Independent Director for the term of 5 (Five) consecutive years with effect from September 1, 2024 to August 31, 2029.

Mr. Sekhar Mosur would be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbusement 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 Mr. Sekhar Mosur 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.



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The details of Mr. Sekhar Mosur 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 Mr. Sekhar Mosur is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Annexure-1
DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE AGM

[Pursuant to the requirements of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Sekhar Mosur
DIN	10521491
Date of Birth	04/03/1960
Academic Qualifications	B.Com (Hons), M.Com, AICWA, CAIIB
Experience and Expertise	As per table appended below the Annexure
Terms & Conditions of Appointment/ Re-appointment	NA
Original Date of appointment on the Board	September 1, 2024
Details of remuneration sought to be paid/ Remuneration last drawn	Sitting Fees fixed by the Board of Directors
Directorship in other public companies	NA
No. of Membership/Chairmanship of Board Committees in the Company and other Companies	<u>Membership/Chairmanship of Board Committees proposed in Standard Chartered Capital Limited:</u> 1. Risk Committee 2. IT Strategy Committee 3. Corporate Social Responsibility Committee 4. Audit Committee 5. Nomination and Remuneration Committee
No. of Shares held in the Company including shareholding as a beneficial owner	NA
Relation with other Directors or Key Managerial Personnel	NA
Number of Board Meetings attended during the financial year	NA
List of Companies from which resigned in the past three years	NA

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Experience and expertise of Mr. Sekhar Mosur:

Organisation	Designation	Tenure	Highlights
Aditya Birla Finance Limited, Mumbai	Chief Risk Officer	December 2011- March 2022	As Chief Risk Officer, ensured the company had a solid base in the form of organization policies and underwriting processes to cater to all customer segments.
HSBC, India Area Management Office, Mumbai	Sr. VP & Head - Risk Analysis Unit Commercial Banking	February 2008 - November 2011	<p>Conducting risk appraisal and assessment of credit proposals (fund based as well non fund based) / trade finance related;</p> <p>Vested with approving authority of INR 500 million (INR 1000 million for some products- for SME segment/ receivable finance).</p>
Kotak Mahindra Bank, Mumbai	Head Credit Measurement Industry Risk and Policies	January 2006- January 2008	<p>Setting up / Implementation of Credit Processes aligned to practicing latest credit risk management techniques;</p> <p>Set up appraisal methodologies, approval authorities, processes for credit administration and monitoring as per best practices in credit risk management.</p>
IDBI Bank Limited, Mumbai	Head Emerging Large Corp. Biz Unit Also, held various positions such as Vice President and Branch Head, IDBI Bank, Pune during 02/05/2001 to 29/05/2004 and Asst. Vice President, Corporate Banking, IDBI Bank, Chennai	June 2004 - January 2006	<p>Setting up of a new business segment for the Bank, Budgetary responsibilities for achievement of business and profit targets.</p> <p>As the Corporate Branch Head, was responsible for business development covering SME / Mid-Market as well as Large Corporate as well as credit appraisal and risk assessment.</p>



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State Bank of India, Bhopal	He has also held Various positions such as Manager (Credit), Local head Office, Bhopal MMGS III, Dy. Mgr. (Credit), MMGS-II, Zonal Office, Bhopal and Branch Manager, Pithampur Branch.	January 1984-May 1996.	Credit Appraisal of Commercial and Industrial Advances with credit Facilities exceeding Rs.10.00 million including preparation of Board Memorandum; presentation to the credit committees, local board etc. Meeting of client's factory visits etc. was part of responsibility. Monitoring and follow up of advances including Control functions like inspection of Branches to ensure conduct of advance /documentation as per terms of sanction.
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Item No. 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on August 12, 2024 had appointed Mr. Dhananjaya Tambe (DIN: 07260971) as Additional Director in the category of Non-Executive, Independent Director of the Company for a term of 5 (Five) years effective from September 1, 2024, 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, Mr. Dhananjaya Tambe 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 him, proposing his candidature for the office of the Non-Executive Independent Director of the Company.

The Company has received from Mr. Dhananjaya Tambe (DIN - 07260971):

- (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 he is not disqualified under Section 164(2) of the Companies Act, 2013, confirming his eligibility for such appointment, and;
- (iii) Declaration to the effect that he meets all the criteria under section 149(6) of the Companies Act, 2013.



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Considering his professional background and experience, the NRC formed an opinion that he is a person of integrity and possess relevant expertise, proficiency and experience and the association of Mr. Dhananjaya Tambe would be beneficial to the Company, and it is desirable to appoint him as an Independent Director for the term of 5 (Five) consecutive years with effect from September 1, 2024 to August 31, 2029.

Mr. Dhananjaya Tambe would be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, reimbursement 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 Mr. Dhananjaya Tambe 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 Mr. Dhananjaya Tambe as required under the 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 Mr. Dhananjaya Tambe is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.



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Annexure-1

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE AGM

[Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Dhananjaya Tambe
DIN	07260971
Date of Birth	12/11/1960
Academic Qualifications	M. Sc, CAIIB, PGDFM and PMP
Experience and Expertise	<p>Mr. Dhananjaya Tambe started his career in 1985 as a Probationary Officer in Corporation Bank in Mangalore, where he was posted in the Agriculture and Rural Development Dept. in the Head Office of the Bank. In 1986 he joined the Central Bank of India as a Probationary Officer and served in their Pune City, Sarole and Itwari (Nagpur) branches.</p> <p>He joined State Bank of India as a Probationary Officer in 1987 in the Ahmedabad Circle of the Bank. After serving in the Baroda Main branch of the Bank for five years in various divisions, such as Personal Banking, International Banking and Small & Medium Enterprises Banking, he was transferred as Accountant at GACL Ranoli branch of the Bank for one year.</p> <p>Thereafter, he served in the Human Resources Department of the Bank's Local Head Office in Ahmedabad, where he was instrumental in introducing the concept of computer-based Human Resources Management System and codifying the Bank's instructions related to human resources.</p> <p>Mr. Tambe served as the Branch Manager of Chavaj GNVFC Complex branch near Bharuch in Gujarat from 1999 to 2001, and during his tenure the branch was computerized and also won the Best Customer Service award. For the outstanding work done in Chavaj GNVFC Complex branch, he was elected to the Chairman's Club of the Bank. During his tenure in this branch, he introduced the concept of centralised processing of retail loans on automated platforms.</p>

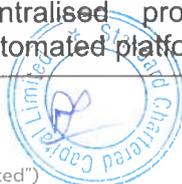
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In 2001, he was posted to the Bank's New York branch as Vice President (Deposits and Remittances). During his tenure at New York branch, he was instrumental in upgrading the policies and procedures of the branch, especially those related to BSA/AML. ACH as a mode of remittance was introduced during his time. He developed a computer program for handling redemption of India Millennium Deposits in December 2005, to ensure that the process is fully compliant with the U.S. regulations.

Upon his return to India in 2006, he was posted as the Regional Manager of Surat region in Gujarat and had 45 branches under his control. He was instrumental in expanding the presence of the Bank in Surat, by adding 14 new branches in 2007.

In 2008, he was transferred to the Bhopal Circle of the Bank as the Circle Development Officer and contributed to the strengthening of the Human Resources Management System, and the fixed assets inventory management system of the Bank.

In 2009, Mr. Tambe was posted to the Global IT Centre of the Bank for leading the Integrated Payment Hub Project. In 2011, he became the Dy. General Manager of Internet Banking Department, and during his tenure, many new functionalities were added to the Internet Banking services. He introduced certain features in Internet Banking which ensured that the Bank was able to achieve a zero-fraud status in Internet Banking since July 2012. He was also instrumental in setting up of a Dedicated Accounting Unit for Internet Banking transactions, so that transactions with third parties are properly reconciled.

He served as General Manager (IT-Infrastructure) from 2013 to 2014 and was instrumental in introducing wireless connectivity for the Bank's branches.

In 2014, he was appointed as General Manager of Network-1 in the Kolkata Circle of the Bank and was responsible for the business operations of the Bank in the city of

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	<p>Kolkata and the districts of North 24 Paraganas, Nadia and Murshidabad. In 2015, Mr. Tambe was elevated to the rank of Chief General Manager and was posted as Chief General Manager (IT-Operations) of the Bank at the Global IT Centre at Belapur. His vertical handled, among others, Financial Inclusion and Government Payment Schemes, the back-office operations of Core Banking System, Pension Payment System, the Complaint Management System, the User Acceptance Testing, management of Human Resources of IT Department, Human Resources Management System, the physical infrastructure of the IT Department, and the Reconciliation and Settlement Systems.</p> <p>From August 2016 till April 2018, Mr Tambe was Chief General Manager (IT-Transformation, Collaboration and Marketing) and was responsible for the Innovations, social media, Project Management, marketing of I.T. products, etc.</p> <p>In May 2018, he was elevated to Dy. Managing Director & Chief Information Officer of SBI and he retired from that position in November 2020.</p> <p>Mr. Tambe was CEO of C-Edge Technologies Ltd. till April 2022. C-Edge is a TCS-SBI joint venture which provides banking technology services to over 200 banks, including CBS services to over 170 banks on a SaaS model. Banks served by C-Edge include Regional Rural Banks, Urban Cooperative Banks, District Central Cooperative Banks and a few private, public sector and foreign banks.</p> <p>Currently, Mr. Tambe is an independent director on the board of some companies, consultant with some other companies and also advises clients as an Independent Consultant.</p>
Terms & Conditions of Appointment/ Re-appointment	NA
Original Date of appointment on the Board	September 1, 2024
Details of remuneration sought to be paid/ Remuneration last drawn	Sitting Fees fixed by the Board of Directors
Directorship in other public companies	(i) NSDL Payments Bank Limited (ii) Aditya Birla Health Insurance Co. Limited

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<p>No. of Membership/Chairmanship of Board Committees in the Company and other Companies</p>	<p><u>NSDL Payments Bank Ltd:</u> Member of the following Committees: 1. Risk Management Committee, 2. Customer Service Committee, 3. Nomination & Remuneration Committee. 4. Member & Chairperson of Information Technology Strategy Committee.</p> <p><u>Aditya Birla Health Insurance Co. Ltd:</u> 1. Information Technology (IT) Sub Committee 2. Member & Chairperson of Information Technology Strategy Committee.</p> <p><u>Cashpor Micro Credit:</u> 1. Member & Chairperson of Information Technology Strategy Committee.</p> <p><u>Membership/Chairmanship of Board Committees proposed in Standard Chartered Capital Limited:</u></p> <ol style="list-style-type: none"> 1. Risk Committee 2. IT Strategy Committee 3. Corporate Social Responsibility Committee 4. Audit Committee 5. Nomination and Remuneration Committee
<p>No. of Shares held in the Company including shareholding as a beneficial owner</p>	<p>NA</p>
<p>Relation with other Directors or Key Managerial Personnel</p>	<p>NA</p>
<p>Number of Board Meetings attended during the financial year</p>	<p>NA</p>
<p>List of Companies from which resigned in the past three years</p>	<ol style="list-style-type: none"> (i) Maharashtra Information Technology Corporation Limited (ii) Flex Money Technologies Private Limited (iii) Fintech Products and Solutions (India) Private Limited (iv) Finsec AA Solutions Private Limited


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Item No. 7

The existing Authorised Share Capital of the Company is Rs.5,35,00,00,000/- (Rupees Five Hundred and Thirty-Five Crores only) divided into 53,50,00,000 (Fifty-Three Crores and Fifty Lakhs) Equity shares having face value of Rs.10/- each (Rupees Ten only) and paid-up capital is Rs. 5,27,40,72,220 (Rupees Five Hundred and Twenty-Seven Crores Forty Lakhs Seventy-Two Thousand Two Hundred and Twenty Only).

The Members are informed that the aforesaid Authorised Share Capital of the Company is insufficient to meet the business requirements. To support the growth plans of the Company and for other general corporate purposes, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 5,35,00,00,000/- (Rupees Five Hundred and Thirty-Five Crores only) divided into 53,50,00,000 (Fifty- Three Crores and Fifty Lakhs) equity shares having face value of Rs.10/- each (Rupees Ten only) to Rs. 5,75,00,00,000/- (Rupees Five Hundred and Seventy-Five Crores only) divided into 57,50,00,000 (Rupees Fifty-Seven Crores and Fifty Lakhs only) equity shares having face value of INR 10/- each (Rupees Ten only) and such additional 4,00,00,000 (Four Crore only) equity shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Consequently, the Board of Directors of the Company has proposed to restate and adopt the Memorandum of Association of the Company as required under the aforementioned requirement in its meeting dated August 12, 2024 and recommended the same to the members for their approval.

In order to give effect to the aforesaid increase in the Authorised Share Capital of the Company it is required to alter Clause V(A) of the Memorandum of Association ("MOA") of the Company and replace the said clause with the below mentioned Clause;

*(A)*The Authorised Share Capital of the Company is Rs. 5,750,000,000/- (Rupees Five Hundred and Seventy-Five Crores only) divided into 575,000,000 (Fifty-Seven Crores Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has the power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being, into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.*

A copy of the amended Memorandum of Association ("MOA") of the Company will be made available for the inspection of Members at the Registered Office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays, between 11:00 a.m. to 6:00 p.m upto and including the date of AGM i.e. September 5, 2024.

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.

The Board recommends the resolution set forth in Item No. 7 of the notice for approval of the members as an Ordinary Resolution.



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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	U65990MH2003PLC14282
Name of the Company	Standard Chartered Capital Limited (Formerly Standard Chartered Investments and Loans (India) Limited)
Registered office	Floor No. 6, 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 at 2 PM on Thursday, September 5, 2024, at Floor No. 6, 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:



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**Resolutions:**

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.
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. 0.635 per Equity Share of the Company for the Financial year ended March 31, 2024.
4. To approve the appointment of M/s. CNK & Associates, Chartered Accountants, (FRN 101961W/ W-100036) as Statutory Auditors and to fix their remuneration thereof.
5. To consider appointment of Mr. Sekhar Mosur as an Independent Non – Executive Director of the Company;
6. To consider appointment of Mr. Dhananjaya Tambe as an Independent Non – Executive Director of the Company;
7. To consider Increase in Authorized Share Capital of the Company and consequent alteration of the Capital clause of the Memorandum of Association of the Company.

Signed this _____ day of _____ 2024.

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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STANDARD CHARTERED CAPITAL LIMITED
(FORMERLY STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED)
CIN: U65990MH2003PLC14282
Registered Office: Floor No. 6, Crescenzo Building, C-38/39, "G" Block, 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 Thursday, September 5, 2024 at 2:00 PM at Floor No. 6, 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*

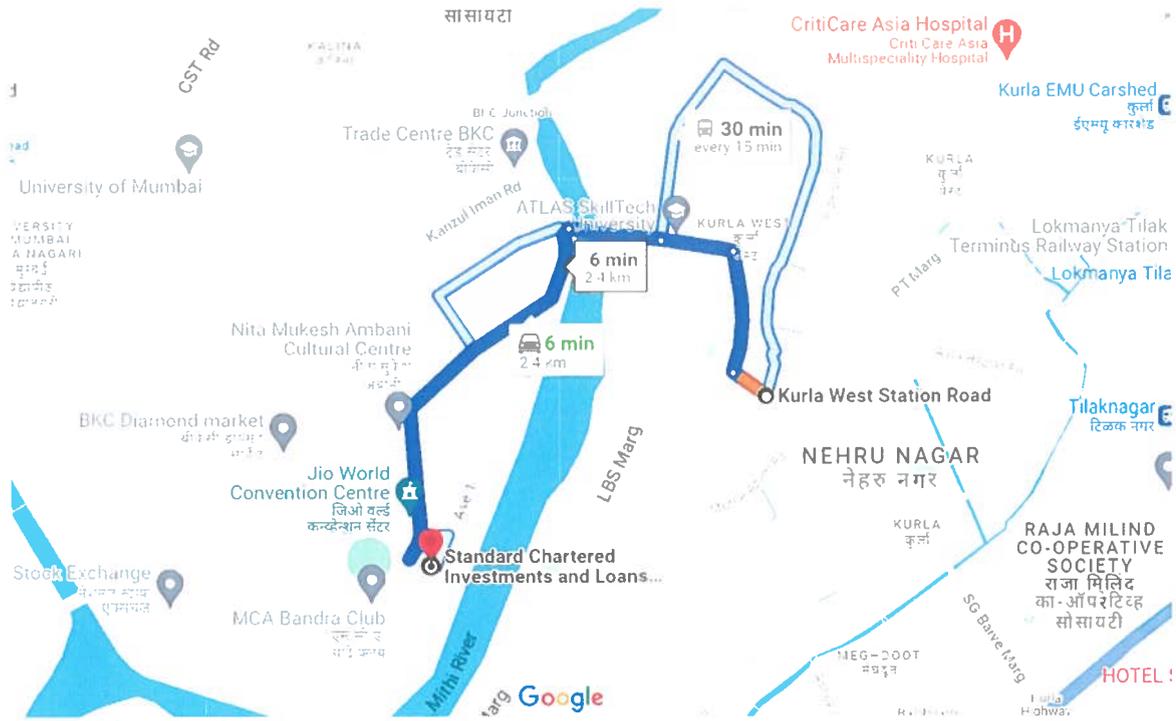
Note:

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





Route Map to the Venue of the Annual General Meeting



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