



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2025-26 Extra Ordinary General Meeting (EGM) of the members of **Standard Chartered Capital Limited** (hereinafter referred to as “the Company”) will be held at a shorter notice on Tuesday, June 03, 2025 at 12:30 P.M. IST at the Registered office of the Company situated at Shivalik Meeting Room, Floor No. 12, Parinee Crescenzo Building, G Block Opp. MCA Ground, Plot C- 38/39, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE SALE OF LOAN AGAINST PROPERTY (LAP) PORTFOLIO 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 the provisions of Section 188 and other applicable provisions of the Companies Act (including modification or re-enactment thereof) read with rules made thereunder and the Company’s ‘Policy on Related Party Transactions’ and Transfer of Loans Policy as may be applicable from time to time, as well as subject to such approval(s), consent(s) and/or permission(s), as may be required, based on the recommendation of the Audit Committee and approval of the Board, the consent of the members of the Company be and is hereby accorded for entering into contract/ arrangement with related party pertaining to selling of the Loan against Property (“LAP”) portfolio of the Company to Standard Chartered Bank India branch on the terms and conditions mentioned hereinbelow and as may be mutually agreed between the parties.”

“**RESOLVED THAT** any one of the Directors or Chief Financial Officer or Chief Risk Officer or, Chief Operating Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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

**Richa Shah
Company Secretary
A32437**

304, 3rd Floor, Chandralok “A”, 97
Napean Sea Road, Mumbai - 400006

Standard Chartered Capital Limited

Registered Office: 12th Floor, Parinee Crescenzo, Plot No. C – 38/39, G – Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400051, Maharashtra, 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



Registered Office Address:

Standard Chartered Capital Limited

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

Corporate Identification Number (CIN): U65990MH2003PLC142829

E-mail: richa.shah@sc.com

Date: June 02, 2025

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 the 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. Proxy Form is also attached to this Notice.
3. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays between 9.00 a.m. (IST) to 6.00 p.m. (IST) up to the date of the Extra Ordinary General Meeting. Further, members are requested to note that the 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
4. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on May 29, 2025.
5. 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.
6. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
7. 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.

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8. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting. The attendance slip is annexed herewith.
9. The route map to the venue of the EGM is included at the end part of the Notice.
10. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to the business stated under Item No. 1 is annexed to this Notice.
11. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.
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 through email on richa.shah@sc.com pursuant to provisions of Section 113 of the Companies Act, 2013. 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**

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

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

Date: June 02, 2025
Place: Mumbai

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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)

Agenda Item No 1:

In terms of Section 188(1)(b) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company ("Board") at their meeting held on May 29, 2025 was granted for sale of Loan against Property ("LAP") portfolio.

Section 188 (1) (b) of the Companies Act, 2013 ("Act") read with the first proviso to Section 188 (1) thereto, and Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the company, is to be approved by the members of the company by way of passing an Ordinary resolution (Prior approval) except where the proposed related party transactions are in the Ordinary course of business and at arm's length basis.

Further, Standard Chartered Bank (India Branch) is a 'Related Party' of the Company within the meaning of Section 2(76) of the Companies Act, 2013.

Since the proposed transaction may exceed the thresholds prescribed under Section 188 of the Act read with Rules framed thereunder, it is therefore necessary to pass an ordinary resolution under Section 188 of the Companies Act, 2013, for entering into contract or arrangements with Standard Chartered Bank India branch.

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, are mentioned herein below:

Name of the Related Party	Standard Chartered Bank
Name of the director or key managerial personnel who is related, if any	Mr. Sachin Shah
Nature of the relationship	Section 2 (76) (viii) (A) of the Companies Act, 2013. Branch of same parent company (Parent Company/ Holding Company - Standard Chartered Bank, UK)
Nature of the transaction	Sale of Loan Against Property portfolio governed by the terms of the deed of assignment (" Deed of Assignment ") to be entered into between the

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	Company and SCBI, and power(s) of attorney executed for this purpose.
Particulars of the contract or arrangement	The Deed of Assignment is envisaged to govern the terms of the complete sell down of the LAP portfolio (including the underlying security interests created by LAP portfolio borrowers to secure their loans under the LAP portfolio) to SCBI with a view to exit the business of granting LAP in India. The parties intended to consummate the sale on a date after the execution of the Deed of Assignment which is mutually agreed between them and on such date, the sale will occur and purchase consideration will be paid by SCBI to Company.
Monetary Value	Parties will agree on a Purchase Consideration Formula. Company will give the final Purchase Consideration, i.e. consideration for the sale of the LAP portfolio by way of the closing notice 2BDs before the actual sale of the LAP portfolio and this will be based on the extent of the LAP portfolio as of the Cut-Off Date and the Purchase Consideration formula agreed.
Material terms of the contract or arrangement including the value, if any	<ul style="list-style-type: none"> (I) Company and SCBI will mutually agree on a date on which sale of LAP portfolio will occur (Closing Date); (II) Cut-Off Date will be 2 business days (BDs) before such Closing Date; (III) One BD before Closing Date, Company will provide full details of the LAP portfolio to be transferred by way of a closing notice, including name of customers, amounts receivable etc. These details will be as of the Cut-Off Date i.e. even though the sale of the LAP portfolio will happen on Closing Date, the sale will take effect from the Cut-Off Date. Essentially, the LAP Portfolio as it was at the end of business hours on the Cut-Off Date will be transferred; (IV) Company will also provide the Purchase Consideration to be paid by SCBI as part of the closing notice and this will be based on a formula pre-agreed between parties; (V) On the Closing Date, sale of LAP portfolio (with underlying security interests) will occur and agreed Purchase Consideration will be transferred to Company;

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	<p>(VI) In addition to the abovementioned closing matrix, the agreement also contains standard representations and warranties and covenants from both parties including standard representations from Company regarding the loan portfolio;</p> <p>(VII) Company will also enter into a power of attorney in favor of SCBI to allow SCBI to enter into various deeds of confirmation on behalf of Company which deeds of confirmation will confirm the assignment of the relevant portion of the LAP portfolio and will enable SCBI to recover tom LAP portfolio borrowers in the future including by way of legal proceedings in various parts of the country.</p>
Any other information relevant or important for the Board to take a decision on the proposed transaction	Not Applicable

It is clarified that the management had provided the Audit Committee with relevant details of the proposed related party transaction ("RPTs"), including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the said RPT and recommended the same to the Board.

The Board of Directors recommends the resolution for approval of the members by way of an Ordinary Resolution as set out in Item no. 1 of Extra Ordinary General Meeting Notice.

Except Mr. Sachin Shah being related parties, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 1.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPT proposed to be entered, in the Resolution mentioned above.

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

Richa Shah
Company Secretary
ACS 32437
304, 3rd Floor, Chandralok "A", 97
Napean Sea Road, Mumbai - 400006

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Corporate Identification Number (CIN): U65990MH2003PLC142829

E-mail: richa.shah@sc.com

Date: June 02, 2025

Place: Mumbai

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**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

Tuesday, June 03, 2025

Registered Folio No.	:	
Name of the Member	:	
Name of Authorized Representative		
Address of the Member	:	
Number of Shares Held	:	

I hereby record my presence at the 01/2025-2026 Extra Ordinary General Meeting of the Members of the Company for the Financial year 2025-26 which will be held on Tuesday, June 3, 2025 at the Registered office of the Company situated at Shivalik Meeting Room, Floor No. 12, Parinee Crescenzo Building, "G" Block Opp. MCA Ground, Plot C- 38/39 Bandra Kurla Complex, Bandra (East), Mumbai – 400051 at 12:30 P.M.

Name of the Member/ Proxy	:	
Signature of the Member/ Proxy*	:	

*Strike out whichever is not applicable.

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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]

01/2025-26 Extra Ordinary General Meeting

CIN: U65990MH2003PLC142829

Name of the Company: Standard Chartered Capital Limited

Registered office: Floor No. 12, Parinee Crescenzo Building, "G" Block Opp. MCA Ground, Plot C- 38/39 Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Name of the Member(s)	:	
Registered Address	:	
E-mail	:	
Registered Folio Number	:	
DP Id.	:	

I/We, being member(s) of _____ shares of the above named Company, hereby appoint		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2025-26 Extra Ordinary General Meeting of the Company for the financial year 2025-26, to be held on Tuesday, June 03, 2025 at 12:30 P.M. at Shivalik Meeting Room, Floor No. 12, Parinee Crescenzo Building, "G" Block Opp. MCA Ground, Plot C- 38/39 Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect for such resolutions as are indicated below:

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Resolution No.:

1. To consider and approve sale of Loan against property (LAP) portfolio of the Company

Signed this _____ day of _____ 2025

Affix revenue
stamp of not less
than Rupee 1

Signature of shareholder	:	
Signature of Proxy	:	

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
2. A proxy need not be a member of the Company.

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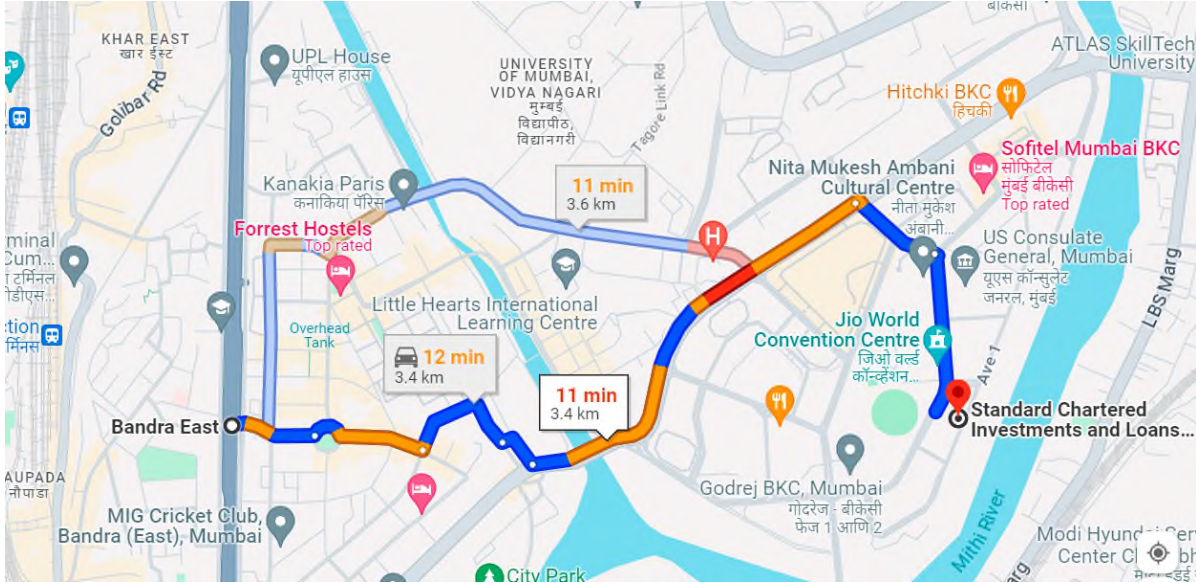
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Route Map to the Venue of the 01st Extra Ordinary General Meeting

(Venue: Shivalik Meeting Room, Floor No. 12, Parinee Crescenzo Building, "G" Block, Plot C- 38/39 Bandra Kurla Complex, Bandra (East), Mumbai – 400051)



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