



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2024-25 Extra Ordinary General Meeting (EGM) of the members of **Standard Chartered Capital Limited (formerly Standard Chartered Investments and Loans (India) Limited)** (hereinafter referred to as "the Company") will be held at a shorter notice on Monday, September 30, 2024 at 12.00 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:

SPECIAL BUSINESS:

ITEM NO. 1: TO INCREASE BORROWING POWERS OF THE BOARD AND TO AUTHORIZE FOR MORTGAGE, HYPOTHECATE AND/OR CHARGE UNDER SECTION 180 (1)(C) AND 180 (1)(A) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of the Special Resolution adopted at the Extra Ordinary General Meeting held on Wednesday, December 13, 2023 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, monies in excess of the aggregate of the paid up share capital and free reserves and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of INR 11,000/- Crores (Rupees Eleven Thousand Crores only).

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, the consent of the members be and is hereby accorded to authorise the Board of Directors of the Company to mortgage, hypothecate and/or charge all or any of the immovable and movable properties of the Company, present and future and the whole of the undertaking, wherever situated, on such terms and conditions as the Board of Directors may think fit to secure, if necessary, the borrowing specified above.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the members be and is hereby accorded to the Board of Directors of the Company for creating such mortgages of and/or charging, on such terms and conditions and at such time or times and in such form or manner as it may think fit, the whole or substantially the whole or any one or more of the Company's undertakings or all its undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing and/or new undertakings of the Company, as the case may be, together with the power to take over the management of the business and concern of all or any such undertaking of the Company in certain events, to or in favour of the Trustees whenever appointed by the Board of Directors of the Company as security for debentures together with interest thereon, and further/compound

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



interest, if any thereon, commitment charges, liquidated damages, remuneration of the Trustees and, cost, charges, expenses and other monies payable in the above connection and to enter into agreement(s) with Trustees in respect of debentures, such security to rank pari passu with or second or subservient to the mortgages and/or may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors and further that the Board of Directors be and is hereby authorised to finalise and execute the documents and any other deed papers and writings for creating the aforesaid mortgages and/or charges and to do all such acts, deeds and things as may be necessary or expedient for implementing this resolution.”

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



**Nirmal Kishore
Managing Director and Chief Executive Officer**

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 26, 2024
Place: Mumbai


NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 3/2022 dated 5th May, 2022, No. 11/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023 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/DDHS/RACPOD1/CIR/P/2023/001 dated January 05, 2023 issued by Securities and Exchange Board of India (herein after collectively referred to as “Circulars”), permitted the holding of the EGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue and to send the Notice only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.
2. 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.
3. 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.
4. 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 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
5. 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 Thursday, September 26, ,2024.
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

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



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 EGM are requested to write to the Company on or before September 26, 2024 through email on Nirmal.Kishore@sc.com. The same will be replied by the Company suitably.
9. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
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 to the Meeting.
12. The route map to the venue of the EGM is included at the end part of the Notice.
13. 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.
14. 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.
15. 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 Nirmal.Kishore@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
(Formerly Standard Chartered Investments and Loans (India) Limited)**


Nirmal Kishore
Managing Director & Chief Executive Officer



Registered Office Address:
Standard Chartered Capital Limited
(Formerly Standard Chartered Investments and Loans (India) Limited)

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



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 26, 2024

Place: Mumbai

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



**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

Monday, September 30, 2024

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 01/2024-2025 Extra Ordinary General Meeting of the Members of the Company for the financial year 2024-25 which will be held at the registered office of the Company situated at Sanaga Meeting Room, Floor No. 6, Crescenzo Building, G Block, C 38/39, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 at 12 P.M.

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

*Strike out whichever is not applicable.

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


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]

01/2024-25 Extra Ordinary General Meeting

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

I/We, being member(s) of _____ shares of the Centre for Standard Chartered Capital Limited, 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 01/2024-25 Extra Ordinary General Meeting of the Company for the financial year 2024-25, to be held on Monday, September 30, 2024 at 12 P.M. at Sanaga Meeting Room, Floor No. 6, Crescenzo Building, G Block, C 38/39, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect for such resolutions as are indicated below:

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



Resolution No.:

1. To increase borrowing powers of the Board

Signed this _____ day of _____ 2024

Affix revenue stamp of not less than Rupee 1

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



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

(Venue: Sanaga Meeting Room, Floor No. 6, Crescenzo Building, G Block, C 38/39, Bandra Kurla Complex, Bandra (East), Mumbai – 400051)



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



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. 1:

The members of the Company at their Extra Ordinary General Meeting held on December 13, 2023, approved by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 borrowings over and above the aggregate of paid up share capital and free reserves and securities premium of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of INR 8500/- Crores only (Rupees Eight Thousand Five Hundred crores only).

Based on the projected Asset book and capital infusion and further keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise additional finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit. Hence it is proposed to increase the maximum borrowing limits from INR 8500/- Crores only (Rupees Eight Thousand Five Hundred Crores only) to INR 11000/- (Rupees Eleven Thousand Crores only) for the Company.

It is, therefore, necessary for the members to pass a fresh Special Resolution under Section 180(1)(a) and (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves and securities premium of the Company and to create security on assets of the Company.

Approval of members is being sought to borrow money up to INR 11000/- Crores (Rupees Eleven Thousand Crores) in excess of the aggregate of the paid-up share capital and free reserves and securities premium of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned (financial or otherwise) in the resolution.

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



The Board recommends the Special Resolution set forth in item No. 1 for the approval of the members.

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




Nirmal Kishore
Managing Director and Chief Executive Officer

Registered Office Address:

Standard Chartered Capital 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 26, 2024
Place: Mumbai

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