



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 02/2023-2024 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 Wednesday, December 13, 2023 at 3:30 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 Annual General Meeting held on September 11, 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 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 8500/- Crores (Rupees Eight Thousand Five hundred 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 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

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.customer@sc.com



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.”

ITEM NO. 2: APPOINTMENT OF MR. NIRMAL KISHORE AS A DIRECTOR 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 Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and all other applicable provisions (including any statutory modification(s) or re-enactment thereof) (“the Act”), Mr. Nirmal Kishore (DIN 10260505) who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 9, 2023 and in respect of whom the Company has received a notice in writing from him, proposing his candidature for the office of the Director of the Company be and is hereby elected and appointed as a Director of the Company with effect from November 9, 2023.

ITEM No. 3: APPOINTMENT OF MR. NIRMAL KISHORE AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER 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 the provisions of Sections 2 (54), 196, 197, 203, Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee (NRC Committee) and Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Nirmal Kishore (DIN 10260505) as Managing Director and Chief Executive Officer of the Company and be designated as Key Managerial Personnel for a period of 5 (five) years w.e.f November 9, 2023 to November 8, 2028 and whose period of office should not be liable to retire by rotation with remuneration as based on the terms and conditions set out below and also as stated in the explanatory statement:

Remuneration

Salary - Remuneration be paid in line with the group policy and not exceeding 5% of the net profit for the financial year.

Reimbursement of Expenses

The reimbursement of actual expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, if any from time to time, as may be available to other Senior Executives 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.customer@sc.com



Remuneration in the event of loss or inadequacy of profits

Notwithstanding anything contained in Section 196, 197 and 198 of the Companies Act, 2013 or any amendment/reenactment thereof, where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, as per the applicable provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and conditions of appointment, be and are hereby approved as may be agreed to between the Company and Mr. Nirmal Kishore.”

**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: December 12, 2023
 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 29th 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 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"), 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 12th day of December 2023.
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 who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
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 to the Meeting.
11. The route map to the venue of the EGM is included at the end part of the Notice.
12. 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, 2 and 3 is annexed hereto and forms part of notice. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Nirmal Kishore, seeking appointment, at the Extraordinary General Meeting (“EGM”), is furnished as a part of this Notice.
13. 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.

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.customer@sc.com



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 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
(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: December 12, 2023

Place: Mumbai



ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING NO. 02/2023-2024
Wednesday, December 13, 2023

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 Extra Ordinary General Meeting No. 02/2023-2024 of the Members of the Company for the financial year 2023-24 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 3:30 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.customer@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]

CIN : U65990MH2003PLC142829
 Name of the company : Standard Chartered Capital Limited
 Registered office : Floor no. 6, Crescenzo Building, C-38/39, "G" Block, 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 the above-named Company, hereby appoint		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting No. 02/2023-2024 of the Company for the financial year 2023-24, to be held on Wednesday, December 13, 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 and at any adjournment thereof in respect for such resolutions as are indicated below:

Resolution No (s):

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;
2. Appointment of Mr. Nirmal Kishore as a Director of the Company;
3. Appointment of Mr. Nirmal Kishore as Managing Director & Chief Executive Officer 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.customer@sc.com



Signed this _____ day of _____ 2023

 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.

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

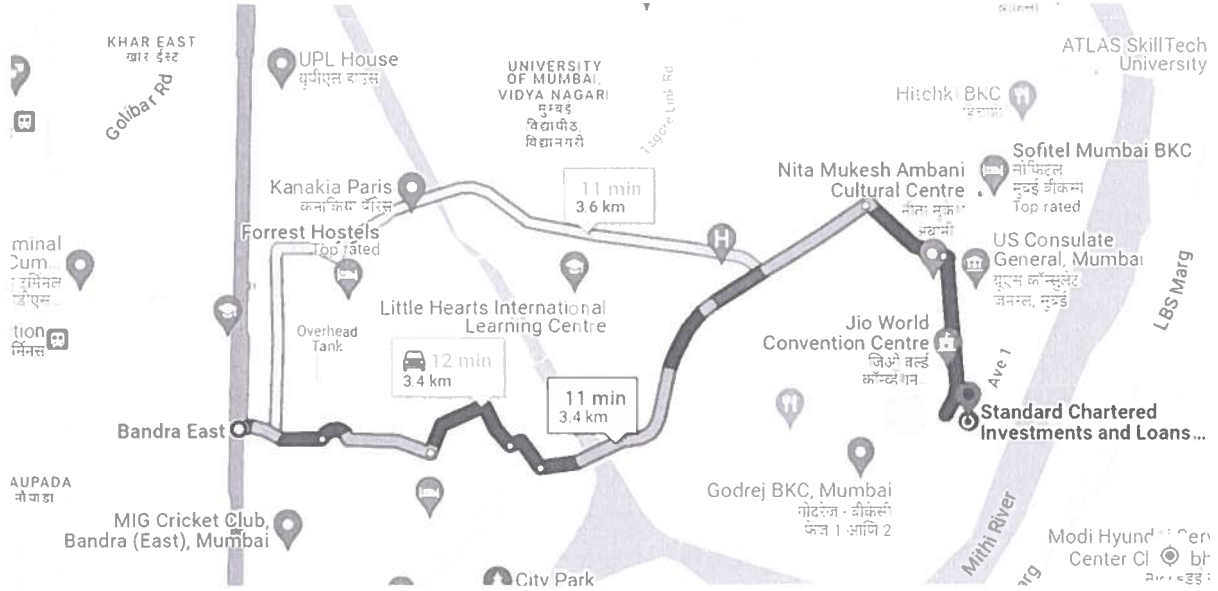
CIN:U65990MH2003PLC142829 | Toll Free No.: (91-22) 1800 209 0505 | Fax: (91-22) 6115 7825

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



Route Map to the Venue of the Extra Ordinary General Meeting No. 2/2023-2024

(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 Annual General Meeting held on September 11, 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 7000 Crores (Rupees Seven thousand crores).

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 7000 Crores to INR 8500 Crores 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 monies 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 8500 Crores (Rupees Eight Thousand Five Hundred 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.

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

ITEM NO. 2:

The Board of Directors of the Company at its meeting held on November 9, 2023 appointed, Mr. Nirmal Kishore (DIN 10260505) as an Additional Director of the Company w.e.f. November 9, 2023, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"). In terms of provisions of section 161 of the Act, Mr. Nirmal Kishore (DIN 10260505) would hold office upto the date of the ensuing Extra Ordinary General Meeting (EGM).

The Company has received a notice in writing from him, proposing his candidature for the office of the Director 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.customer@sc.com



The Nomination and Remuneration committee has recommended the appointment of Mr. Nirmal Kishore (DIN 10260505) as a Director of the Company.

Since the tenure of appointment of Mr. Nirmal Kishore (DIN 10260505) as an Additional Director expires at the EGM, approval of shareholders is being sought for appointment of Mr. Nirmal Kishore (DIN 10260505) as a Director of the Company.

The Company has received from Mr. Nirmal Kishore (DIN 10260505), (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Nirmal Kishore (DIN 10260505), to whom the resolution relates, is interested or concerned (financial or otherwise) in the resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 2 for the approval of the members.

ITEM NO. 3:

In accordance with the provisions of Section 196 and 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Company is required to appoint a Managing Director or Chief Executive Officer or a Manager and, in their absence, a Whole Time Director. Further, they shall be appointed on such terms and conditions including appointment and remuneration payable should be approved by the Board of Directors at a meeting which shall be subject to approval by the Shareholders of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on November 9, 2023 approved the appointment of Mr. Nirmal Kishore (DIN 10260505) as the Managing Director & Chief Executive Officer of the Company for a period of 5 (5) five years with effect from November 9, 2023.

Mr. Nirmal Kishore (DIN 10260505), aged 47 years, holds a degree in Bachelor of Commerce from Delhi University. With a distinguished career in the financial industry spanning 24 years Nirmal brings a wealth of experience and expertise. He has worked in various functions like Secured, Unsecured, Risk and Digital within the banking and NBFC space. He held various leadership position in his previous stint with GE, Standard Chartered Bank and Aditya Birla Finance Limited. He has spent a decade in Aditya Birla Finance Ltd. He was instrumental in

setting up various functions like Collections, Fraud Control Unit and Retail Business. He has successfully built a strong, sustainable, profitable and scalable retail franchise. He has in-depth experience of managing large distribution and team. With his strong leadership experience and business development skills Nirmal had strengthen the channel partnerships, developed strategic alliances and expanded the business presence.

The principal terms and conditions of appointment of Mr. Nirmal Kishore (DIN 10260505) are mentioned herein 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.customer@sc.com



1. Remuneration: As provided in the resolution.
2. Tenure of Agreement: For a period of 5 (five) years commencing from November 9, 2023 to November 8, 2028.
3. Perquisites & Allowances: As per company's policy.
4. Mr. Nirmal Kishore (DIN 10260505) shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.
5. Performance bonus as per the terms and conditions of the appointment letter.
6. In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Manager, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013

The resolution seeks the approval of the members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made there under for the appointment of Mr. Nirmal Kishore (DIN 10260505) as Managing Director & Chief Executive Officer and Key Managerial Personnel of the Company for a period of 5 (five) years commencing from November 9, 2023.

Additional information in respect of Mr. Nirmal Kishore, pursuant to the Secretarial Standards on General Meetings (SS-2), is provided at Annexure - I to this Notice.

None of the Director, key managerial personnel, or their relatives, except Mr. Nirmal Kishore (DIN 10260505), to whom the resolution relates, is interested, or concerned (financial or otherwise) in the resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 3 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)**



Richa Shah

**Richa Shah
 Company Secretary
 ACS 32437**

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

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: December 12, 2023

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.customer@sc.com


ANNEXURE I TO THE EGM NOTICE

Brief Profile of the Director seeking Appointment at this Extra-Ordinary General Meeting.

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

Name of the Director	Mr. Nirmal Kishore
Director Identification Number	10260505
Category	Managing Director
Date of Birth	December 7, 1976
Age	47 years
Date of First Appointment on the Board	November 9, 2023
Shareholding in the company (including shareholding as a beneficial owner)	1 Equity Share as a Nominee Shareholder of SCB UK
Relationship with Directors and KMPs	Not Applicable
Qualifications	Bachelor of Commerce from Delhi University
Expertise in specific functional area (including skills/ Brief Profile).	<p>Nirmal brings to the role a rich experience gained over 24 years and had worked in various functions such as Secured, Unsecured, Digital and Risk in the Banking and NBFC Space. In his previous stint with Aditya Birla Finance Limited, he was heading the Retail lending division. In Aditya Birla Finance Limited, he was instrumental in successfully setting up the Retail function and built a sustainable, profitable and scalable business. Nirmal has worked with organizations like GE, Standard Chartered Bank and Aditya Birla Finance Limited prior to joining Standard Chartered Capital Limited.</p>
No. of Meetings of the Board attended during the year	1 (One)
Terms and Conditions of Appointment or re-appointment along with remuneration	<p>(I) Appointment date: Date of Appointment shall be November 9, 2023</p> <p>(II) Term of Appointment: From November 9, 2023, to November 8, 2028</p> <p>(III) Duties and Responsibilities: Subject to the superintendence, control and overall direction of the Board of Directors of the Company, Mr. Nirmal Kishore as Managing Director & CEO of the Company is responsible for general conduct and management of the business of the Company and to exercise such powers and perform such duties as the Board of Directors</p>

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.customer@sc.com



	<p>of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.</p> <p>Remuneration: In accordance with the provisions of Section 196, 198 and 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and as per the Standard Chartered Group Remuneration Policies and Performance Evaluation processes but not exceeding Rs. 5,00,00,000 p.a. (Rupees Five Crores Only).</p>
Listed entities from which the Director resigned in the past three years	Nil
Directorship in other Companies	Nil
Chairman/Member of the Committee of the Board of Directors	<ul style="list-style-type: none"> (i) Corporate Social Responsibility Committee; (ii) Risk Committee; (iii) Credit Committee; (iv) Asset Liability Management Committee (v) IT Steering Committee

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