



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2021-2022 Extra Ordinary General Meeting (EOGM) of the members of **Standard Chartered Investments & Loans (India) Limited** (hereinafter referred to as 'the Company') will be held on Friday, July 30, 2021 at the registered office of the Company at Floor No. 6, Crescenzo Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai 400051, Maharashtra, India at 11:30 AM IST through Blue Jeans Video Conference Facility (VC)/ in terms of Circular No. 14/2020, 17/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and 23 June, 2021 respectively to transact the following business as under:

SPECIAL BUSINESS:

Item No. 1: CHANGE IN NAME OF THE COMPANY FROM STANDARD CHARTERED INVESTMENTS AND LOANS (INDIA) LIMITED TO STANDARD CHARTERED CAPITAL LIMITED.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 12, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Registrar of Companies (ROC), Ministry of Corporate Affairs and any other regulatory authorities, if any, as may be applicable, the consent of the Members be and is hereby accorded to change the name of the Company from **"Standard Chartered Investments and Loans (India) Limited"** to **"Standard Chartered Capital Limited."**

RESOLVED FURTHER THAT the name **"Standard Chartered Investments and Loans (India) Limited"** wherever occurs in the Memorandum and Articles of Association of the Company and any other documents of the Company be substituted by the name **"Standard Chartered Capital Limited."**

RESOLVED FURTHER THAT any Director and/or Ms. Richa Shah, Company Secretary of the Company be and is hereby severally authorized 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 including but not limited to the appointment of Attorney(s) or Authorized Representative(s) under appropriate Letter(s) of



Authority to appear before the Office of the ROC and other Regulatory Authority(ies), as may be applicable, for making application or any other matter in the aforesaid matter and to give effect to the above resolution passed and take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.”

Item No. 2: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013

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

RESOLVED THAT pursuant to the provisions of Section 14 or any other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, including any modifications thereto and re-enactments thereof for the time being in force, the new set of Articles of Association as per the provisions of Companies Act, 2013 be and are hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/ or Ms. Richa Shah, Company Secretary of the Company be and is hereby severally authorized 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 give effect to the above resolution passed and take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.”

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

Richa Shah
Company Secretary
ACS 32437
304, Chandralok “A”, 97 Napean Sea Road, Mumbai- 400006

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



standard
chartered

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: July 26, 2021
Place: Mumbai

Standard Chartered Investments and Loans (India) Ltd
Registered Office
Crescenzo - 6th Floor, C-38/39, "G" Block, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051, India
CIN: U65990MH2003PLC142829

Tel (91-22) 2675 7826, 2675 7829
Fax (91-22) 2675 7826
Website: www.standardcharteredinvestmentsloans.co.in
Email: scicustomer.care@sc.com



Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020, 17/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the EOGM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EOGM of the Company is being held through Blue Jeans Video Conference facility. Hence, Members must attend and participate in the ensuing EOGM through Blue Jeans.
2. The Members can join the EOGM through the Blue Jeans link <https://sc.bluejeans.com/41580275>, 15 minutes before and after the scheduled time of the commencement of the Meeting.
3. The attendance of the Members attending the EOGM through the Blue Jeans link will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EOGM through VC/OAVM and participate thereat and cast their votes at the EOGM.
5. Members seeking any information with respect to any matter to be discussed at the EOGM, are requested to write to the Company in advance or during the EOGM through email on Richa.Shah@sc.com.
6. The explanatory statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of Item No. 1 and Item No. 2 is annexed hereto.
7. In compliance with the aforesaid MCA Circulars, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
8. All documents referred to in the Notice will be open for inspection through electronic mode during the EOGM.
9. Since the EOGM will be held through Blue Jeans Video conference, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice



standard
chartered

convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

Standard Chartered Investments and Loans (India) Ltd
Registered Office
Crescenzo - 6th Floor, C-38/39, "G" Block, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051, India
CIN: U66990MH2003PLC142829

Tel (91-22) 2675 7826, 2675 7829
Fax (91-22) 2675 7826
Website: www.standardcharteredinvestmentsloans.co.in
Email: scicustomer.care@sc.com



Instructions for Members for attending the EOGM through Blue Jeans Video Conference are as under:

1. An Invitation to join the EOGM will be sent to the Members on their latest registered email IDs by Richa.Shah@sc.com.
2. Members may attend the EOGM, by logging on to <https://sc.bluejeans.com/41580275> which will also be sent to their registered email ID. Members will be able to locate Meeting ID and Join Meeting tab. By clicking on Join Meeting, they will be redirected to the Meeting Room via browser or by running the Blue Jeans Application. To join the Meeting, enter the Meeting ID- 41580275. Members are encouraged to join the Meeting through their Laptop for better experience.
3. In case of Android / Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store / App Store.
4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. The link for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.



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 Board of Directors at their Board Meeting held on March 05, 2021 had resolved to make an application to the Ministry of Corporate Affairs for Reservation of Name for the purpose of Change of Name of the Company, subject to the approval of the Members. Further, the Company had received a letter for Name Approval from the Registrar of Companies whereby the name “Standard Chartered Capital Limited” has been reserved vide **SRN T19205798 dated 17-05-2021**. RBI has also issued a No Objection Letter dated May 17, 2021 for the name “Standard Chartered Capital.” Hence, the Company proposes to change its name from “Standard Chartered Investments and Loans (India) Limited” to “Standard Chartered Capital Limited” subject to approval of the shareholders and Registrar of Companies and subsequent to the Change in name of the Company as approved by the Members and Registrar of Companies, it is proposed to give effect to the said change by altering the name clause of Memorandum and Articles of Association of the Company.”

None of the Directors or their relatives are in any way concerned or interested, financial or otherwise in the resolution.

Copy of the Memorandum and Articles of Association shall be available for inspection through electronic mode during the Extra-Ordinary General Meeting.

The Directors recommend passing of **Special Resolution** for Item No. 1 of the Notice convening Extra-Ordinary General meeting of the Company.

Item No 2.

The Board of Directors vide Circular Resolution dated July 26, 2021 and subject to the approval of the Members, had resolved to adopt new set of Articles of Association. The new Articles of Association to be substituted in the place of the existing Articles of Association of the company are based on Table - F of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection with Ms. Richa Shah.

None of the Directors and Key Managerial Personnel of the Company, including their respective relative, is concerned or interested, financially or otherwise in the foregoing resolution.



The Board recommends the resolution set forth in Item No. 2 of the Notice convening the EOGM for the approval of the members.

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

**Richa Shah
Company Secretary**

ACS 32437

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

Registered Office Address:

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: July 26, 2021

Place: Mumbai

Standard Chartered Investments and Loans (India) Ltd

Registered Office

Crescenzo - 6th Floor, C-38/39, "G" Block, Bandra-Kurla Complex

Bandra (East), Mumbai - 400 051, India

CIN: U65990MH2003PLC142829

Tel (91-22) 2675 7826, 2675 7829

Fax (91-22) 2675 7825

Website: www.standardcharteredinvestmentsloans.co.in

Email: scilcustomer.care@sc.com