



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 02/2021-2022 Extra Ordinary General Meeting (EOGM) of the members of **Standard Chartered Capital Limited (formerly Standard Chartered Investments & Loans (India) Limited)** (hereinafter referred to as 'the Company') will be held on Tuesday, January 25, 2022 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, 22/2020, 33/2020, 39/2020, 10/2021 and 22/2021 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020, 23 June, 2021 and December 8, 2021 respectively to transact the following business as under:

SPECIAL BUSINESS:

Item No. 1: Appointment of Statutory Auditors of the Company in case of Casual Vacancy

To appoint M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company in case of casual vacancy to hold office till the conclusion of ensuing AGM and to pass the following ordinary resolution thereof:

“RESOLVED THAT pursuant to provisions of Section 139(8), 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment (s) thereof for time being in force), based on recommendation of Audit Committee and Board of directors of the Company, consent of the members be and is hereby accorded to appoint M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, (Firm Registration No. 105146W/W100621) as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firms Registration No. 301003E/E300005) who shall hold office till the conclusion of the forthcoming Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of Out of Pocket Expenses incurred by them.

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

Richa Shah
Company Secretary
ACS 32437
304, 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



standard
chartered

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

Date: January 24, 2022
Place: Mumbai



Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 22/2021 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020, 23 June, 2021 and December 8, 2021 (collectively referred to as “MCA Circulars”) permitted 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 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.



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.

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

As envisaged by section 139(8) of the Companies Act, 2013 ("Act") casual vacancy caused by the resignation of auditors be filled up by the Board of Directors within thirty days and such appointment shall also be approved by the company in general meeting convened within three months of the recommendation of Board and the Auditors shall hold the office till the conclusion of next annual general meeting.

Accordingly, the Board recommends that M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, (Firm Registration No. 105146W/ W100621) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firms Registration No. 301003E/E300005), till the conclusion of the upcoming annual general meeting of the Company. The resignation of M/s. S.R. Batliboi & Co. LLP is owing to the Guidelines issued for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCS (including HFCs) dated April 27, 2021 issued by the RBI (the "RBI Guidelines"), whereby they are ineligible to continue as statutory auditors of more than one RBI regulated entity within the same Group.

M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, (Firm Registration No. 105146W/ W100621) have conveyed their consent and eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under Companies Act, 2013.

No directors, Key Managerial Personnel and their relatives are concerned and interested in the aforesaid resolution except to the extent of their shareholding and managerial interest in the Company.

Your Directors recommend the passing of the aforesaid resolution as an ordinary resolution.

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

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



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Date: January 24, 2022

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