



**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the 01/2023-2024 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 Tuesday, July 25, 2023 at 2:45 P.M. through Video Conferencing ("VC") 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:**

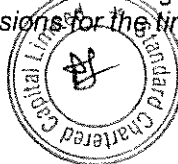
**ITEM NO. 1: TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to provisions of Section 13, 61(1)(a) and Section 64 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and such other rules made thereunder, the Articles of Association of Standard Chartered Capital Limited ("the Company") and all such other applicable provisions, if any, (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 4,60,00,00,000/- (Rupees Four Hundred and Sixty Crores only) divided into 46,00,00,000 (Fourty Six Crores) equity shares having face value of Rs.10/- each (Rupees Ten only) to Rs. 5,350,000,000/- (Rupees Five Hundred and Thirty-Five Crores only) divided into 535,000,000 (Rupees Fifty Three Crore Fifty Lakhs only) equity shares having face value of INR 10/- each (Rupees Ten only) and such additional 75,000,000 (Seven Crore Fifty Lakhs only) equity shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Act and the relevant rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for substituting existing Clause V (A) of the Memorandum of Association ("MOA") of the Company with the following clause:

*(A)\*The Authorised Share Capital of the Company is Rs. 5,350,000,000/- (Rupees Five Hundred and Thirty-Five Crores only) divided into 535,000,000 (Fifty Three Crore Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has the power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being, into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.*



**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](mailto:SCCapital.customercare@sc.com)



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**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary be and is hereby severally authorized to sign and file all the necessary e-Forms with the Ministry of Corporate Affairs (MCA) and to sign and submit such other Forms physically or electronically as may be required and 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 take all such steps/ actions as the Directors of the Company or Company Secretary deem fit to give effect to the aforesaid resolution.”


**ITEM NO. 2: TO APPROVE APPOINTMENT OF MS. PRIYA RANJIT AS MANAGER OF THE COMPANY**

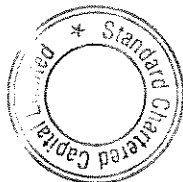
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable Rules framed there under and based on the recommendation of Board of Directors, the consent of the shareholders is hereby accorded for the appointment of Ms. Priya Ranjit as Manager of the Company for a period commencing from August 1, 2023 till the appointment of Managing Director & Chief Executive Officer of the Company on such terms and conditions as may be mutually agreed between the Board and Management.”

“**RESOLVED FURTHER** that any of the Directors of the Company and/ or Company Secretary, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**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  
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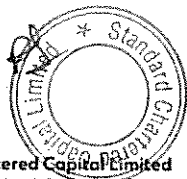


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Floor No. 6, Crescenzo Building, C-38/39, "G" Block, Bandra Kurla Complex, Bandra (East)  
Mumbai - 400051

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

Date: July 25, 2023  
Place: Mumbai



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**NOTES:**

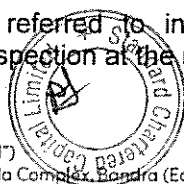
1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts relating to the business stated under Item Nos. 1 and 2, is annexed hereto. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Ms. Priya Ranjit, seeking appointment, at the Extraordinary General Meeting ("EGM"), is furnished as a part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 11/2022 dated December 28, 2022 read with General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred to as "MCA 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. The deemed venue for the EGM will be the Registered Office of the Company.
3. In compliance with the provisions of the Act read with MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorised representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id [Richa.Shah@sc.com](mailto:Richa.Shah@sc.com)
6. 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 Tuesday, July 25, 2023.
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
8. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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.
10. Statutory Registers and all documents referred to in the accompanying Notice and Explanatory Statement, are available for inspection at the registered office of the Company

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on all working days upto the date of Extraordinary General Meeting and will be open for inspection during the Extra Ordinary General Meeting.

**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  
A32437**



Registered Office Address:  
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Mumbai – 400051

Corporate Identification Number (CIN): U65990MH2003PLC142829

E-mail: Richa.Shah@sc.com

Date: July 25, 2023  
Place: Mumbai

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### 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 existing Authorised Share Capital of the Company is Rs. 4,60,00,00,000/- (Rupees Four Hundred and Sixty Crores only) divided into 46,00,00,000 (Forty Six Crores) Equity shares having face value of Rs. 10/- each (Rupees Ten only) and paid up capital is Rs. 4,54,38,50,000 (Rupees Four Hundred Fifty-Four Crores Thirty-Eight Lakhs Fifty Thousand Only).

The Members are informed that the aforesaid Authorised Share Capital of the Company is insufficient to meet the business requirements. To support the growth plans of the Company and for other general corporate purposes, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 4,60,00,00,000/- (Rupees Four Hundred and Sixty Crores only) divided into 46,00,00,000 (Forty-Six Crores) equity shares having face value of Rs. 10/- each (Rupees Ten only) to Rs. 5,350,000,000/- (Rupees Five Hundred and Thirty-Five Crores only) divided into 535,000,000 (Rupees Fifty-Three Crore Fifty Lakhs only) equity shares having face value of INR 10/- each (Rupees Ten only) and such additional 75,000,000 (Seven Crore Fifty lakhs only) equity shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Consequently, the Board of Directors of the Company has proposed to restate and adopt the Memorandum of Association of the Company as required under the aforementioned requirement in its meeting dated July 25, 2023 and recommended the same to the members for their approval.

In order to give effect to the aforesaid increase in the Authorised Share Capital of the Company it is required to alter Clause V(A) of the Memorandum of Association ("MOA") of the Company and replace the said clause with the below mentioned Clause;

*(A)\*The Authorised Share Capital of the Company is Rs. 5,350,000,000/- (Rupees Five Hundred and Thirty-Five Crores only) divided into 535,000,000 (Fifty-Three Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Company has the power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being, into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.*

A copy of the amended Memorandum of Association ("MOA") of the Company will be made available for the inspection of Members at the Registered Office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays, between 11:00 a.m. to 6:00 p.m upto and including the date of EGM i.e. July 25, 2023.

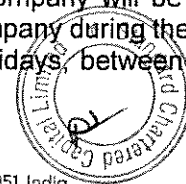
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None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, directly, indirectly or otherwise in passing the special resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth in item no. 1 of the notice for approval of the members as an Ordinary Resolution.

### **ITEM NO. 2:**

The Board of Directors at its meeting held on May 30, 2023 approved the resignation of Mr. Prashant Kumar (DIN 08584379) from the position of Managing Director & Chief Executive Officer and Key Managerial Personnel of the Company with effect from August 15, 2023.

As an interim arrangement, the Nomination and Remuneration Committee and Board has recommended to appoint Ms. Priya Ranjit as Manager of the Company pursuant to provisions of Section 196 of the Companies Act, 2013 with effect from August 1, 2023 upto the date of appointment of Managing Director & Chief Executive Officer of the Company on such terms and conditions as may be mutually agreed between Ms. Priya Ranjit and the Company.

A brief Profile of Ms. Priya Ranjit is given in the Annexure to this Notice.

The Principal terms and conditions of Ms. Priya Ranjit's appointment as the Manager are, as follows:

**Tenure of Agreement:** The Appointment of the Manager is for the period commencing from August 01, 2023 and upto the date of appointment of Managing Director & Chief Executive Officer of the Company.

#### **Nature of Duties:**

The Manager shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company.

#### **BROAD PARTICULARS OF THE TERMS OF APPOINTMENT AND REMUNERATION PAYABLE TO MS. PRIYA RANJIT ARE AS UNDER:**

- a) **Basic Salary:** As per the appointment letter.
- b) **Perquisites & Allowances:** As per company's policy.
- c) **Increment in salary /Annual performance bonus/incentive etc:** As per company's policy.



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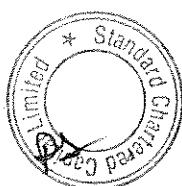
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d) Medical reimbursements, Leave Travel Allowance, club fees, personnel accident & medical insurance, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;

e) **Minimum Remuneration:** 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

None of the Directors/KMP or their relatives, except Ms. Priya Ranjit is directly or indirectly concerned or interested in this resolution.

The Board recommends the resolution set forth in item no. 2 of the notice for approval of the members as an **Ordinary Resolution**.



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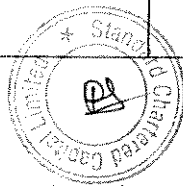



**ANNEXURE I TO THE EGM NOTICE DATED JULY 25, 2023**

Brief Profile of the Manager seeking appointment at this Extra-Ordinary General Meeting.

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

<b>Name of the Director</b>	<b>Ms. Priya Ranjit</b>
Director Identification Number/ PAN	ABNPH0503P
<b>Category</b>	Manager
<b>Date of Birth</b>	November 08, 1981
<b>Age</b>	41 years
<b>Date of First Appointment on the Board</b>	November 11, 2019
<b>Shareholding in the company</b>	1 equity as a nominee shareholder of Standard Chartered Bank UK
<b>Relationship with Directors and KMPs</b>	NA
<b>Qualifications</b>	Chartered Accountant (CA)
<b>Expertise in specific functional area.</b>	<p>Ms. Priya Ranjit is a qualified Chartered Accountant (CA) from The Institute of Chartered Accountants of India with over 20 years of diversified experience in Banking and financial services, Priya has been with the Standard Chartered Group since 2006.</p> <p>Ms. Priya Ranjit joined Standard Chartered Capital Limited as COFO in November of 2019 and oversees multiple functions for SC Capital such as Finance, Operations, Treasury, Process &amp; Governance, Technology Projects, etc. Her last stint with Standard Chartered Bank, India was as Head - Performance &amp; Cost Management .</p> <p>Ms. Priya is a committed and result focused leader with end-to-end experience across strategy building, budgeting, performance analytics, expense management, financial accounting and reporting, process simplification and MI automation.</p>
<b>Remuneration last drawn</b>	As fixed by Standard Chartered Group
<b>No. of Meetings of the Board attended during the year</b>	Attended 6 Board meetings as an invitee


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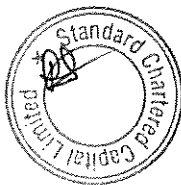
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Terms and Conditions of Appointment or re-appointment along with remuneration	As mentioned in the appointment letter
Directorship in other Companies as on 31 March, 2023	NIL
Chairman/Member of the Committee of the Board of Directors as on 31 March, 2023	NIL



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