

STANDARD CAPITAL MARKETS LIMITED

Unit No. 226, 2nd Floor, D Mall, Netaji Subhash Place, Pitampura, Delhi-110034

CIN No.L74899DL1987PLC027057, Email id: info@stancap.co.in

Ph. No. 011-40154984, Website: www.stancap.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 2nd Extraordinary General Meeting (“EGM”) for the F.Y 2025-2026 of the members of Standard Capital Markets Limited (“the company”) will be held on Saturday, January 10th, 2026, at 01:30 PM (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below:

SPECIAL BUSINESSES:

ITEM NO. 1 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH TITANIUM UNLISTED ASSETS PRIVATE LIMITED:

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 Section 188 of Company Act 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) with TITANIUM UNLISTED ASSETS PRIVATE LIMITED, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may exceed the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary

contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts, deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”

ITEM NO. 2 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH TITANIUM HOLDINGS INDIA PRIVATE LIMITED:

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 Section 188 of Company Act 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) with TITANIUM HOLDINGS INDIA PRIVATE LIMITED, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may be the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental

authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts, deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”

ITEM NO. 3 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. STANDARD ARC LIMITED:

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 Section 188 of Company Act 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) with STANDARD ARC LIMITED,, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts, deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”

ITEM NO. 4 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. N D A SECURITIES LIMITED:

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 Section 188 of Company Act 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) with N D A SECURITIES LIMITED, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts,

deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”

ITEM NO. 5 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. NDA COMMODITY BROKERS PRIVATE LIMITED:

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 Section 188 of Company Act 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) With NDA COMMODITY BROKERS PRIVATE LIMITED, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts, deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”

ITEM NO. 6 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. NDA RESEARCH AND TECHNOLOGIES PRIVATE LIMITED:

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 Section 188 of Company Act 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) With NDA RESEARCH AND TECHNOLOGIES PRIVATE LIMITED, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts, deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”

ITEM NO. 7 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. EARTH LEASING AND FINANCE PRIVATE LIMITED:

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 Section 188 of the Company Act 20213 & Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) With EARTH LEASING AND FINANCE PRIVATE LIMITED, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts, deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”*

ITEM NO. 8 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. SRIKAYA FOUNDATION:

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 Section 188 of the Company Act 20213 & Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee and any duly constituted or to be constituted committee(s) of directors thereof) to enter into, ratify and/or carry out contract(s), agreement(s), arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or a series of transactions or otherwise) With SRIKAYA FOUNDATION, a related party of the Company, as more particularly described in the explanatory statement annexed hereto, whether by way of entering into new contract(s), agreement(s), arrangement(s) or transaction(s), or renewal, continuation, extension or modification of existing contract(s), agreement(s), arrangement(s) or transaction(s), on such terms and conditions as the Board may deem fit, during the financial year 2025–26, and which may the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, as per the last audited consolidated financial statements of the Company for the relevant financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to finalising, executing and delivering all necessary contracts, agreements, schemes, documents or writings, seeking and obtaining all such approvals, consents and permissions as may be required from any statutory, regulatory or governmental authority, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any director(s), committee(s), officer(s), executive(s) or authorised representative(s) of the Company, or to any other person, as it may deem fit, to do all such acts, deeds, matters and things and to execute all such documents, writings or papers as may be necessary or expedient for the purpose of giving effect to this resolution.”

ITEM NO. 9 APPROVAL FOR CONVERSION OF LOAN INTO EQUITY SHARES UNDER SECTION 62(3) 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 pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from the appropriate authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any committee thereof) by allotment of equity shares upon conversion of the whole or part of the outstanding loan amount aggregating up to ₹2,000 crore (Rupees Two Thousand Crore only) availed by the Company, in accordance with the terms and conditions of the loan agreement(s) entered into with the lender(s).

RESOLVED FURTHER THAT upon such conversion, the equity shares so allotted shall rank *pari passu* in all respects with the existing equity shares of the Company and shall be allotted to the concerned lender(s) or its/their nominee(s) in such manner and on such terms and conditions, including the conversion price, conversion ratio and timing of conversion, as may be determined by the Board in accordance with applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the number of equity shares to be allotted pursuant to such conversion, to accept and implement any modification(s) to the terms of conversion as may be required by any regulatory or statutory authority, and to do all such acts, deeds, matters and things, including execution of necessary documents, making applications and filings with the Registrar of Companies, stock exchanges and other authorities, obtaining listing and trading approvals for the equity shares so allotted, and to take all steps as may be necessary, expedient or desirable to give effect to this resolution.”

By order of the Board of Directors
For Standard Capital Markets Limited

SD/-
Ram Gopal Jindal
Managing Director

Place: New Delhi

Date: December 18, 2025

Notes:

1. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI in respect of the Directors seeking re-appointment are annexed to this Notice.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13,

2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct EGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for this EGM.

3. SEBI vide circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/22021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/ RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of nomination by filing Form ISR-3. In case of shareholders holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.
4. SEBI vide its Circular no. SEBI/HO/MIRSD_RTAMB/PCIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for all holders holding shares in physical form to furnish the following documents/ details to the RTA:
 - (a) PAN
 - (b) Contact details, Postal address with PIN, Mobile number, Email Address
 - (c) Bank account details (bank name and branch, Bank account number, IFS code)
 - (d) Specimen Signature

For furnishing the abovementioned details, shareholders must submit FORM-ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The Forms are available on the website of the Company as well as on the Website of RTA.

5. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 all share transfer shall be carried out compulsorily in the dematerialized form with effect from April 01, 2021. Hence, no transfers of shares in physical form are allowed. Further, in compliance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-
 1. Issue of duplicate share certificate
 2. Claim from unclaimed suspense account

3. Renewal / Exchange of securities certificate
4. Endorsement
5. Sub-division/ splitting of securities certificate
6. Consolidation of securities certificates/ folios
7. Transmission
8. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of “M/s Skyline Financial Services Private Limited”, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

5. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the requirement of sending proxy forms to holders of securities as well as the facility to appoint proxy to attend and cast vote for the members as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been dispensed with for this EGM to be held through VC/OAVM. Accordingly, the Proxy Form and Attendance Slips are not annexed to this Notice.
1. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at this EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, Notice of EGM are being sent only by electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Member may note that Notice will be uploaded on the website of the Company at www.stancap.co.in and the website of the Stock Exchange where the shares are listed and traded, viz, www.bseindia.com. The Notice will also be available on the website of CDSL (agency for

providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

6. The Extra Ordinary General Meeting shall be through Video Conferencing/Other Audio Visual Means. However, the deemed place of Meeting shall be the Registered Office of the Company situated at Unit No. 226, 2nd Floor, D Mall, Netaji Subhash Place, Pitampura, Delhi-110034.
7. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, will be electronically available for inspection by the members during the meeting.
8. All documents referred to in the Notice and other relevant papers shall be available for inspection electronically.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the meeting.
10. SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.
11. Members holding Shares in physical form are advised to convert their holding to dematerialize form to eliminate all risk associated with physical shares and to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, etc. Members can contact the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, for assistance in this regard.
12. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents.
13. Members who are holding Shares in physical form are requested to notify the change(s), if any, in their addresses or Bank details, etc. to the Company's Registrar and Transfer Agent (RTA), Skyline Financial Services Private Limited. Members holding Shares in dematerialized form are requested to notify any change in their address or Bank details, etc. to their respective Depository Participants.
14. Manner of registering / updating email addresses by the Members is given below:
 - i. For shares held in physical form - Send a request to the Registrar and Transfer Agents of the Company, Skyline Financial Services Private Limited at info@skylinerta.com.
 - ii. For shares held in demat form - Please contact your Depository Participant (DP)
15. Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.
16. The communication details of Company's Registrar and Share Transfer Agent, info@skylinerta.com is as follows:

Skyline Financial Services Private Limited

D- 153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020

Tel: 011-26812682/83; 011- 64732681 to 88

Fax: 011-26812682;

E-mail: admin@skylinerta.com

17. The Members can join this EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis

18. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

19. The process and manner for members opting for voting through electronic means are as under:

- (i). In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India as well as the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, 13th January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the convening EGM by electronic mode. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e- voting") and e-voting at the EGM will be provided by Central Depository Services (India) Ltd (CDSL).
- (ii). The facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- (iii). The Board of Directors has appointed M/s Nitika G & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the e- voting process and the voting at the Meeting in a fair and transparent manner.
- (iv). The Members who have cast their votes by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (v). The process and manner of e-voting are provided herein below. Resolutions passed by the Members through e-voting shall be deemed to have been passed at the EGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. The voting period begins on January 07, 2026 at 09:00 A.M. and ends on January 9, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 02, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders


In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service</p>

Type shareholders	Login Method
	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on “Shareholders” module.
 - iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - vi. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders Holding shares in Demat.

PAN

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- f. After entering these details appropriately, click on “SUBMIT” tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- j. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- m. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csnitikagupta05@gmail.com and cs@stancap.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance before 02nd January 2026. mentioning their name, demat account number/folio number, email id, mobile number at compliance@stancap.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@stancap.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to beetalrta@gmail.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

Other Information:

- (i). The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date.
- (ii). Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and who holds shares as on the cut-off date i.e. Friday, January 02, 2026, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iii). The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (iv). accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of EGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company www.stancap.co.in and on the

website of CDSL immediately after the declaration of result and shall be communicated to BSE Limited i.e. the Stock Exchange where shares of the Company are listed.

EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO(S). 1 TO 8

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S)

The members of the Company are hereby apprised that the Securities and Exchange Board of India ('SEBI'), vide its notification dated October 13, 2025, has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). As per the new threshold, all related party transactions in excess of ₹ 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity shall be deemed to be Material Related Party Transaction and shall require prior approval of members of the listed entity. Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Since, such transactions is supposed to exceed the threshold limit of 10% during the FY 2025-26, therefore the approval of members is being sought as required under Regulation 23 of the Listing Regulations. The details of such transactions are provided below:

Name of Related Party and Relationship	Nature of Transaction Type, material terms and particulars of the proposed transaction	Pricing Criteria	Maximum amount of transaction for which approval is sought	Period of transaction	Transaction carried during FY 2024-25
TITANIUM UNLISTED ASSETS PRIVATE LIMITED (Entity having same Group)	(i) Loans and Advances (short term, long term, secured, unsecured) – Given / Availed	on arm's length basis	₹200 Crores	For the financial year 2025-26	9 Crore

	(ii)Availing and Rendering of Services (iii)Investments				
TITANIUM HOLDINGS INDIA PRIVATE LIMITED (Entity having same Group)	(i)Loans and Advances (short term, long term, secured, unsecured) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments	on arm's length basis	₹200 Crores	For the financial year 2025-26	33.11 Crore
STANDARD ARC LIMITED (Entity having same Group)	(i)Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments	on arm's length basis	₹100 Crores	For the financial year 2025-26	Nil
N D A SECURITIES LIMITED (Entity having same Group)	(i)Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments	on arm's length basis	₹100 Crores	For the financial year 2025-26	Nil
NDA COMMODITY BROKERS PRIVATE LIMITED	(i)Loans and Advances (short term, long term,	on arm's	₹100 Crores	For the financial year 2025-26	53 Lakh

(Entity having same Group)	secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments	length basis			
NDA RESEARCH AND TECHNOLOGIES PRIVATE LIMITED (Entity having same Group)	(i)Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments	on arm's length basis	₹100 Crores	For the financial year 2025-26	Nil
EARTH LEASING AND FINANCE PRIVATE LIMITED (Entity having same Group)	(i)Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed (ii)Availing and Rendering of Services (iii)Investments	on arm's length basis	₹100 Crores	For the financial year 2025-26	18.10 Crore
SRIKAYA FOUNDATION (Entity having same Group)	(i)Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) – Given / Availed	on arm's length basis	₹100 Crores	For the financial year 2025-26	31.34 Lakh

	(ii)Availing and Rendering of Services (iii)Investments				
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The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

Notes:

1. Taxes, if any, in relation to the above transactions shall be paid on actual basis.
2. All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities.
3. So far as pricing is concerned, all the transactions meets the arm's length criteria. In case Valuation Report from the Independent valuer or external party in relation with the aforesaid transactions will taken as and where applicable and will be placed before the Audit Committee or Board.

Justification:

1. M/s Titanium Unlisted Assets Private Limited engaged in the business of unlisted and pre-IPO investment opportunities. The company focuses on facilitating investments in unlisted shares, private equity, and alternative assets for high-net-worth individuals, family offices, and institutional investors. Its activities include sourcing, structuring, and advisory support for transactions in unlisted securities, with an emphasis on due diligence, transparency, and compliance with applicable regulatory norms and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
2. M/s Titanium Holdings India Private Limited engaged in investment and holding activities. The company primarily functions as a holding and investment vehicle, managing strategic investments in group companies and other financial or business assets. Its role includes capital allocation, long-term investment planning, and supporting the growth and stability of its portfolio entities and the Company enter into related party transaction with it in the ordinary course of business and arms-length basis.
3. M/s Standard ARC Limited is Wholly own Subsidiary of Standard Capital Markets Limited and involved in the Business of restructure distress assets entities, to purchase, sell and manage non-performing assets, and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.

4. M/s N D A Securities Limited operates in the financial services sector and is primarily engaged in stock broking, trading in equities and derivatives, depository participant services, investment advisory, and distribution of financial products such as mutual funds and IPOs and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
5. M/s NDA Commodity Brokers Private Limited operates in the commodities trading and broking segment of the financial services industry. The company is engaged in providing commodity broking services, enabling clients to trade in commodities such as metals, energy products, and agricultural commodities through recognized commodity exchanges in India and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
6. M/s NDA Research and Technologies Private Limited engaged in providing research, analytics, and technology-driven solutions within the financial services domain. The company focuses on delivering market research, investment analysis, and data-supported insights to assist investors, traders, and institutions in informed decision-making and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
7. M/s Earth Leasing and Finance Private Limited operating in the financial services sector, primarily engaged in leasing, financing, and investment-related activities. The company focuses on providing financial support through loans, advances, and asset leasing to individuals, businesses, and corporate clients. Its operations are aimed at facilitating access to capital, supporting business growth, and managing investments in a structured and compliant manner. and the Company enters into related party transaction with it in the ordinary course of business and arms-length basis.
8. Sirkaya Foundation is a non-profit organization engaged in social welfare and community development initiatives, with a focus on creating sustainable social impact. The foundation works in areas such as education, healthcare support, environmental sustainability, and empowerment of underprivileged communities. Through various programs and partnerships, Sirkaya Foundation aims to promote inclusive growth, social responsibility, and long-term positive change by addressing societal challenges and supporting community-driven development initiatives. The Company enters into related party transaction with it in the ordinary course of business and arms-length basis.

S. No	Name of the Related Party	Nature of Concern or Interest
1.	TITANIUM UNLISTED ASSETS PRIVATE LIMITED	Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Promoter of the TITANIUM UNLISTED ASSETS PRIVATE LIMITED
2.	TITANIUM HOLDINGS INDIA PRIVATE LIMITED	Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited

		is also a Promoter of the TITANIUM HOLDINGS INDIA PRIVATE LIMITED
3.	STANDARD ARC LIMITED	Wholly on subsidiary of Standard Capital Markets Limited
4.	N D A SECURITIES LIMITED	Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Promoter of the N D A SECURITIES LIMITED
5.	NDA COMMODITY BROKERS PRIVATE LIMITED	Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Promoter of the NDA COMMODITY BROKERS PRIVATE LIMITED
6.	NDA RESEARCH AND TECHNOLOGIES PRIVATE LIMITED	Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Promoter of the NDA RESEARCH AND TECHNOLOGIES PRIVATE LIMITED
7.	EARTH LEASING AND FINANCE PRIVATE LIMITED	Mr. Ram Gopal Jindal is the Managing Director and Promoter of Standard Capital Markets Limited. Mr. Gaurav Jindal, who is a relative of Mr. Ram Gopal Jindal, is the Managing Director and Promoter of Quicktouch Technologies Limited. EARTH LEASING AND FINANCE PRIVATE LIMITED is a wholly owned subsidiary of Quicktouch Technologies Limited.
8.	SRIKAYA FOUNDATION	Mr. Ram Gopal Jindal who is a Managing Director & Promoter of the Standard Capital Markets Limited is also a Promoter of the SRIKAYA FOUNDATION

Further, in terms of applicable SEBI Circulars the members are requested to take note of the additional information:

S. No.	Particulars	
1.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	<p>(i) The value of proposed transactions with TITANIUM UNLISTED ASSETS PRIVATE LIMITED during the FY 2025-26 is 198.87% of the annual turnover of the Company for the FY 2024-25.</p> <p>(ii) The value of proposed transactions with TITANIUM HOLDINGS INDIA PRIVATE LIMITED during the FY 2025-26 is 198.87%</p>

		<p>of the annual turnover of the Company for the FY 2024-25.</p> <p>(iii) The value of proposed transactions with STANDARD ARC LIMITED during the 2025-26 is 99.43% of the annual turnover of the Company for the FY 2024-25.</p> <p>(iv) The value of proposed transactions with N D A SECURITIES LIMITED during the 2025-26 is 99.43% of the annual turnover of the Company for the FY 2024-25.</p> <p>(v) The value of proposed transactions with NDA COMMODITY BROKERS PRIVATE LIMITED during the 2025-26 is 99.43% of the annual turnover of the Company for the FY 2024-25.</p> <p>(vi) The value of proposed transactions with NDA RESEARCH AND TECHNOLOGIES PRIVATE LIMITED during the 2025-26 is 99.43% of the annual turnover of the Company for the FY 2024-25.</p> <p>(vii) The value of proposed transactions with EARTH LEASING AND FINANCE PRIVATE LIMITED during the 2025-26 is 99.43% of the annual turnover of the Company for the FY 2024-25.</p> <p>(viii) The value of proposed transactions with SRIKAYA FOUNDATION during the 2025-26 is 99.43% of the annual turnover of the Company for the FY 2024-25.</p>		
	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Particulars	ICD availed by SCML	ICD given by SCML
		Interest Rate	7-9%	8-10%
		Tenure	Upto 36 Month	Upto 36 Month
		Repayment	Generally Bullet	Generally Bullet
		Security (Secured Unsecured)	Generally Unsecured	Generally Unsecured

4.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with their Related Party are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Related Party are conducted as if it is with an unrelated party, so that there is no conflict of interest.
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Except, Mr. Ram Gopal Jindal, Managing Director of the Company and his relatives as well as related Entity and members of promoter and promoter group, as referred above (to the extent of their shareholding in the Company), none of the Director and Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution at Item no. 1 to 08 of the accompanying notice. The Board recommends the resolutions at Item no. 1 to 08 to be passed as an Ordinary Resolution(s).

The Members may please note that in terms of the provisions of the Listing Regulations, all the related party(ies) shall abstain from voting in favour of the resolutions under Item No. 1 to 08

ITEM NO. 9

APPROVAL FOR CONVERSION OF LOAN INTO EQUITY SHARES UNDER SECTION 62(3) OF THE COMPANIES ACT, 2013

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans. With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company up to the limit of INR 2,000,000,00,00/- (Rupees Two Thousand Crore)

The Board of Directors in their meeting held on 18.12.2025 accorded approval for conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company, and such loan can be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 9 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

By order of the Board of Directors
For Standard Capital Markets Limited

Place: New Delhi
Date: 18.12.2025

SD/-
Ram Gopal Jindal
Managing Director