

Ref. No.: SCML/2024-25/324

Date: March 08, 2025

To,
The Manager Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 511700

Subject: Outcome of the Meeting of Board of Directors of Standard Capital Markets Limited (“the Company”) in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/ Madam,

With reference to the above captioned subject and in terms of the provisions of Regulation 30 of Listing Regulations, we wish to inform your good office that the Board of Directors of the Company, at their meeting held today i.e., March 08, 2025, have, *inter alia*, considered and approved the following:

- 1. The Company to sponsor Alternative Investment Fund (AIF) - Category III in the name of “Standard Global Opportunities Fund” or any other name as approved by the regulator and in this regard:**

Approved the proposal to act as a Sponsor & Settlor to the proposed Category III - Alternative Investment Fund and committed the initial contribution of up to Rs. 50.00 crore, subject to approval of SEBI.

The Company to manage assets and investment of an Alternative Investment Fund (AIF) as approved by the regulator and in this regard:

Approved the proposal that Wholly-owned Subsidiary (WOS) of the Company “Standard Capital Advisors Limited” to act as the Investment Manager to the said Alternate Investment Fund and to manage the Assets and Investment of Alternate Investment Fund.

The details, as required under the Regulation 30(6) read with Schedule III Part A Para A (1) of the SEBI Listing Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P /2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 Dated 13th July, 2023 is attached as **Annexure–A**.

2. Approved the acquisition of 100% stake in US Financial & Investment Limited, a Company based out of Hong Kong.

US Financial & Investment Limited ("the Company") is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at Flat A, 7IF, Tak Lee Commercial Building, II3-II7 Wan Chai Road, Wan Chai, Hong Kong. Company holds a valid **Money Lender License** in Hong Kong and is not subject to any regulatory actions, suspensions, or revocations.

This acquisition aligns perfectly with Standard Capital's strategic vision of becoming a leader in the Non-Banking Financial Companies (NBFCs) sector. By integrating U.S. financial expertise and resources, Standard Capital is positioned to enhance its capabilities, broaden its service offerings, and provide increased value to its clients on a global scale. This move not only strengthens its competitive edge but also opens new avenues for growth and innovation in the financial services industry.

The details as required under Regulation 30 of the Listing Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, in this connection are provided in **Annexure B**.

3. Approved the Incorporation of Wholly Owned Subsidiary, a DFSA Category 2 Private Company, in Dubai International Financial Center, Dubai.

The proposed subsidiary shall be named as **STANDARD GLOBAL FINANCE** or such other name as approved by the regulator and the subsidiary will provide **secured and unsecured lending** including trade finance to HNIs and corporates. The firm will provide the following financial services:-

- Providing Credit
- Dealing in Investments as Principal



The details as required under Regulation 30 of the Listing Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, in this connection are provided in **Annexure C**.

4. **Preferential Issue of 72,45,74,641 Equity Shares of face value of Re. 1/- each of the Company to persons belonging to Non-Promoter Category, on preferential basis, upon conversion of loan, at an issue price of Rs. 1.30/- per Equity Shares, in accordance with provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of Companies Act, 2013 and rules made thereunder for cash, subject to shareholders' approval. The names of the proposed allottees are mentioned below:**

S. No.	Name of the Proposed Allottees	Category	Outstanding loan proposed to be converted (in Rs.)	Number of Equity Shares to be allotted
1.	Flash Merchandise Private Limited	Non-Promoter	50,00,00,000/-	38,46,15,385
2.	YUCCA Merchants Private Limited	Non-Promoter	44,19,47,033/-	33,99,59,256
Total			94,19,47,033/-	72,45,74,641

Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, with respect to the Preferential Allotment is enclosed as "Annexure D".

5. Considered and approved the Material Related Party Transaction with

- i. Gaurav Jindal
- ii. Ram Gopal Jindal
- iii. Quicktouch Technologies Limited
- iv. Genius Townships Private Limited
- v. Bir Foods & Restaurants Private Limited
- vi. Standard Infracap Services Limited
- vii. Standard Capital Advisors Limited
- viii. Krv Brooms Private Limited
- ix. Hilum Commodities Private Limited
- x. Vein India Scholars Private Limited



- xi. Amplitude Infrastructure Private Limited
- xii. Institution Infrastructure Private Limited
- xiii. Standard Insurance Broking Limited

subject to approval of the Shareholders at the Extra Ordinary General Meeting

- 6. Draft notice of Extra-ordinary General Meeting of the Company, inter-alia, approving the item as mentioned in (4) & (5) above. Other details will be disseminated in due course.**

The meeting of the Board of Directors commenced at 1:00 P.M. and concluded at 1:35 P.M.

Kindly take the aforementioned submissions on your records.

Thanking You,
Yours Sincerely,

For **Standard Capital Markets Limited**

Vineeta Gautam
Company Secretary & Compliance Officer



Annexure–A

S. No.	Particulars	Disclosures
1.	Name of the target entity, details in brief such as size, turnover etc.;	Standard Global Opportunities Fund Total Obligation of Contribution: Up to INR 50.00 Crores in first scheme. Turnover: 2023-2024 NA 2022-2023 NA 2021-2022 NA
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	Standard Capital Markets Limited will serve as the Sponsor and Settlor for the proposed Category III Alternative Investment Fund (AIF), while Standard Capital Advisors Limited, a wholly owned subsidiary of the Company, will manage the assets and investments of the AIF. Upon the execution of the investment management agreement between the trustee of the AIF and Standard Capital Advisors Limited, the AIF will be considered a related party of the Company as defined under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, the investment in the controlled trust will fall under the category of related party transactions. Since the transaction qualifies as material related party transaction, it would be subject to shareholders’ approval. The transaction is done at Arm’s Length basis.
3.	Industry to which the entity being acquired belongs;	Alternate Investment Fund
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is	The investment is aligned with the Company's strategic focus on external financial investments, which are aimed at driving value creation over the medium to long term. This approach reflects the Company's commitment to making strategic



	outside the main line of business of the listed entity);	investments that will enhance its growth and sustainability, ultimately contributing to the long-term success and profitability of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	The transaction is subject to approval of the SEBI and Shareholders' approval, it being material related party transaction.
6.	Indicative time period for completion of the acquisition;	On receipt of requisite approvals of SEBI
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash
8.	Cost of acquisition and/or the price at which the shares are acquired	Upto Rs. 50 Crores
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Subject to approval, the Company has agreed to acquire units of the aforesaid Scheme of AIF at face value.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Standard Capital Markets Limited will serve as the Sponsor and Settlor for the proposed Category III Alternative Investment Fund (AIF). Meanwhile, Standard Capital Advisors Limited, a wholly owned subsidiary of the Company, will manage the assets and investments of the AIF. This structure ensures that the Company has dedicated expertise and control over the management and direction of the AIF, enhancing its strategic investment capabilities. Turnover: 2023-2024 NA 2022-2023 NA 2021-2022 NA



Annexure B

S. No.	Particulars	Disclosures
1.	Name of the target entity, details in brief such as size, turnover etc.	US Financial & Investment Limited It is a company incorporated and domiciled in Hong Kong and holding a valid Money Lending License. Turnover: 2023-2024 : HKD 1.2 Million 2022-2023 : HKD Nil 2021-2022 :HKD Nil
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No
3.	Industry to which the entity being acquired belongs	Company holds a valid Money Lending License in Hong Kong .
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The acquisition of US Financial & Investment Limited aims to expand Standard Capital’s market presence and Lending capabilities. US Financial specialized Money Lending strategies and market position may provide Standard Capital new growth opportunities, synergies, or competitive advantages. The impact includes enhanced product offerings, increased market share, and potential cost efficiencies.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Acquisition is subject to RBI approval and requisite approval as required
6.	Indicative time period for completion of the acquisition	On or before December 2025



7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Investment in securities is made for cash consideration
8.	Cost of acquisition or the price at which the shares are acquired	1,000,000 shares at USD 6.00 per share each subject to final closer by Shareholder of Target company.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Company will have 100% stake in US Financial & Investment Limited by virtue of this acquisition
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>US Financial & Investment Limited, a private company limited by shares incorporated in Hong Kong under CR No.: 2854880. The Company has a paid-up capital of HKD 1,000,000 with 1,000,000 issued shares. Company holds a valid Money Lending License in Hong Kong and is not subject to any regulatory actions, suspensions, or revocations.</p> <p>Turnover: 2023-2024 : HKD 1.2 Million 2022-2023 : HKD Nil 2021-2022 :HKD Nil</p>



Annexure C

S. No.	Particulars	Disclosures
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Standard Global Finance or any other name as approved by competent authority, upon incorporation shall have:</p> <p>Total Obligation of Contribution: Company is planning to infuse up to INR 100 Cr. Initially in tranches.</p> <p>In compliance with the applicable regulations. It will be appropriately capitalized in accordance with applicable regulation.</p> <p>Turnover: Not applicable, since the proposed company is not yet incorporated.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>Standard Global Finance, once incorporated, become a wholly owned company of Standard Capital Markets Limited and will be the related party of the Company.</p>
3.	Industry to which the entity being acquired belongs;	<p>The proposed company will provide secured and unsecured lending including trade finance to HNIs and corporates. The firm will provide the following financial services:-</p> <ul style="list-style-type: none"> • Providing Credit • Dealing in Investments as Principal
4.	Objects and impact of acquisition (including but not	<p>The said investment is in line with Company’s strategy on external financial investments that</p>



	limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	are focused on value creation in medium to long term prospects of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Obtaining “in-principle” approval from the DFSA And RBI approval
6.	Indicative time period for completion of the acquisition;	After obtaining “in-principle” approval from the DFSA And RBI approval
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash
8.	Cost of acquisition and/or the price at which the shares are acquired	Face Value
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Wholly Owned Subsidiary 100% Control
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Standard Capital Markets Limited proposed to incorporate a DFSA Category 2 Firm in DIFC, Dubai Standard Global Finance, once incorporated, become a wholly owned company of standard capital markets limited and will be the related party of the Company. Having Object of Secured and Unsecured Lending Including Trade Finance to HNIs And Corporates.



Annexure D
Details on Preferential Allotment in terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

S. No.	Particulars	Disclosures																			
1.	Type of securities proposed to be issued	Equity Shares																			
2.	Type of issuance	Preferential Issue																			
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Issue and allotment of up to 72,45,74,641 Equity Shares of the face value of Re. 1/- (Rupees One Only) each, upon conversion of loan, for cash, aggregating up to Rs. 94,19,47,033/- (Rupees Ninety Four Crore and Nineteen Lakh Forty Seven Thousand and Thirty Three Only), at an issue price of Rs. 1.30/- per Equity Share, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of Companies Act, 2013.																			
4.	Name and number of the Investor(s)	1. Flash Merchandise Private Limited 2. YUCCA Merchants Private Limited																			
5.	Post allotment of securities- outcome of the subscription	<table border="1"> <thead> <tr> <th rowspan="2">Name of Investors</th> <th colspan="2">Pre-Preferential</th> <th colspan="2">Post Preferential</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Flash Merchandise Private Limited</td> <td>0</td> <td>0.00</td> <td>38,46,15,385</td> <td>15.67</td> </tr> <tr> <td>YUCCA Merchants Private Limited</td> <td>0</td> <td>0.00</td> <td>33,99,59,256</td> <td>13.85</td> </tr> </tbody> </table>	Name of Investors	Pre-Preferential		Post Preferential		No. of Shares	%	No. of Shares	%	Flash Merchandise Private Limited	0	0.00	38,46,15,385	15.67	YUCCA Merchants Private Limited	0	0.00	33,99,59,256	13.85
Name of Investors	Pre-Preferential			Post Preferential																	
	No. of Shares	%	No. of Shares	%																	
Flash Merchandise Private Limited	0	0.00	38,46,15,385	15.67																	
YUCCA Merchants Private Limited	0	0.00	33,99,59,256	13.85																	
6.	Issue price	Rs. 1.30/- per Equity Share																			
7.	In case of convertibles, Intimation on conversion of securities or on lapse of the tenure of the instrument.	Not Applicable																			
8.	Nature of Consideration (Whether cash or consideration other than	Cash (conversion of outstanding loan into equity)																			



	cash)	
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

Thanking You,
Yours Sincerely,
For **Standard Capital Markets Limited**

Vineeta Gautam
Company Secretary & Compliance Officer

