

ANNUAL REPORT

2018-19

STANDARD CAPITAL MARKETS LIMITED

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS:**

- 1) Mr. Ghanshyam Prasad Gupta – Managing Director
- 2) Mr. Kishore Kargeti – Independent Director
- 3) Ms. Arika Chopra Sarda - Independent Director
- 4) Mr. Deepak Kumar – Chief Financial Officer (CFO)
- 5) Ms. Shyam Lal Aggarwal – Company Secretary (CS)

### **STATUTORY AUDITORS:**

M/s. Krishan Rajesh & Co.  
143, Kohat Enclave, 2<sup>nd</sup> Floor,  
Pitampura, New Delhi - 110034

### **SECRETARIAL AUDITOR:**

M/s. A.K. Nandwani & Associates  
125-126, B.D. Chambers, D.B. Gupta Road,  
Karol Bagh, New Delhi - 110005

### **REGISTERED OFFICE:**

8/28, W.E.A., Abdul Aziz Road,  
Karol Bagh, New Delhi – 110005  
Tel: 011-28759592  
Website: [www.stancap.co.in](http://www.stancap.co.in)  
Email: [stancap.delhi@gmail.com](mailto:stancap.delhi@gmail.com)

### **REGISTRAR AND TRANSFER AGENTS (RTA):**

#### ***SKYLINE FINANCIAL SERVICES PRIVATE LIMITED***

D- 153A, 1<sup>st</sup> 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](mailto:admin@skylinerta.com)

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## **NOTICE**

**Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of Standard Capital Markets Limited (the "Company") will be held as follows:**

(Note: The Company is providing facility of voting by electronic means and business of the Meeting may be transacted through electronic voting system)

**Day:** Monday

**Date:** 30<sup>th</sup> September, 2019

**Time:** 11:00 A.M.

**Place:** BG-223, Sanjay Gandhi Transport Nagar, G.T. Karnal Road, Delhi-110042

to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Auditors and of the Directors thereon.
2. To appoint a Director in place of **Mr. Ghanshyam Prasad Gupta (DIN: 00287019)**, who retires by rotation and being eligible, offers himself for re-appointment as Director.

### **AS SPECIAL BUSINESS:**

3. Appointment of **Mr. Kishore Kargeti (DIN: 00095763)**, as Independent Director on the Board of the Company

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

**"RESOLVED THAT** Mr. Kishore Kargeti (DIN: 00095763), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 2019 to holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 (the 'Act') and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactments thereof and Schedule IV to the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), as amended from time to time, Mr. Kishore Kargeti (DIN: 00095763), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold the office for a term of five years from February 13, 2019 upto February 12, 2024."

**By order of the Board**

**Ghanshyam Prasad Gupta  
(Managing Director)**

**DIN: 00287019**

**Address: 14, Shakti Apartment  
Ashok Vihar, Phase-III,  
Delhi 110052**

**Date: 31.08.2019**

**Place: New Delhi**

**NOTES**

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1. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, setting out the material facts in respect of business under item no. 3 is annexed here to.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the company. A proxy in order to be effective must be lodged at the registered office of the company at least 48 hours before the time of the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (Both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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 shall submit their PAN details to the Company's Registrar and Share Transfer Agent namely **SKYLINE FINANCIAL SERVICES PVT. LTD.**
5. Members/Proxies should bring Attendance Slips duly filled and signed in for attending the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least Seven (7) days before the date of the meeting so as to enable the management to keep the information ready.
9. Members are requested to:
  - a. Notify any change in their address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely:

Members whose shareholding is in electronic mode are requested to direct change of address notifications and bank particulars for receiving the dividend, if declared, through electronic credit under ECS, to their respective Depository participants.

- b. Bring their copies of Annual Report with them to the meeting as the same will not be supplied again at the Meeting as a measure of economy.
- 10.** The Company is implementing the “Green Initiative” as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered email address for serving notices/ documents including those covered under Section 136 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, directors’ report, auditor’s report etc. will also be displayed on the website [www.stancap.co.in](http://www.stancap.co.in) of the Company and the other requirements of the aforesaid MCA circular will be duly complied with.

Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned above quoting their folio number(s).

Copies of the Annual Report 2019 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 including Attendance Slip and Proxy Form are being sent by the permitted mode.

- 11.** The notice of AGM and copy of audited financial statements and annual report will also be available on the website of the company [www.stancap.co.in](http://www.stancap.co.in) and on the website of stock exchange [www.bseindia.com](http://www.bseindia.com)
- 12.** As per Section 136(1) of Companies Act, 2013, Physical copies of the aforesaid documents will also be available for inspection at the registered office of the company during the normal business hours on all working days excluding Saturdays up to the date of Annual General Meeting.

**13. Voting through electronic means:**

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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of

the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer facility of voting through electronic means to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("**remote e-voting**") will be provided by CDSL (Central Depository Services (India) Limited). The remote e-voting rights of the Members /beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on **23<sup>rd</sup> September, 2019** (Cut-off date fixed for determining the eligibility to vote by electronic means or by ballot in the general meeting). Detailed instructions for availing the e-voting facility indicating the process and manner of e-voting are given hereunder.

The e-Voting process to be followed by the shareholders to cast their votes:

- During the voting period, the shareholders can visit the e-Voting website [www.evotingindia.com](http://www.evotingindia.com) and select the relevant EVSN / Company for voting.
- The shareholders having shares in the demat form can login to the e-Voting system using their user-id (i.e. demat account number), PAN and password provided. The shareholders having shares in Physical form can log-in using the folio number of the shares, PAN and the password provided.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical security holders will be provided with a fresh password for every e-voting.
- Security holders can then cast their vote on the resolutions available for voting.
- Security holders can also view the resolution details on the e-Voting website.
- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all the resolutions.

Instructions For E-Voting: The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2019 at 10:00 A.M. and ends on 29<sup>th</sup> September, 2019 at 5:00 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 23<sup>rd</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders".
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant Standard Capital Markets Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (xxii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2019 may obtain login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (xxiii) **The Remote e-voting period commences on 27<sup>th</sup> September, 2019 (10:00 A.M.) and ends on 29<sup>th</sup> September, 2019 (5:00 P.M.).** During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (xxiv) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (xxv) The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote through ballot paper at the meeting in terms of Companies (Management and Administration) Amendment Rules, 2015.
- (xxvi) Mr. Anil Kumar Nandwani, Advocate & failing him Ms. Meenu Sharma of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No ACS 32806), have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xxvii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members present at the AGM but have not cast their vote by availing remote e-voting facility.
- (xxviii) Immediately after the conclusion of voting at the AGM, the scrutinizer will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of company. The scrutinizer will prepare a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who will then declare the result of the voting.
- (xxix) The Results declared along with the Scrutinizer's Report(s) shall be placed on the website of the CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Shares of the Company are listed.
- 14.** The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and the Certificate from Auditors of the Company will be available for inspection at the Annual General Meeting.

- 15.** All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M to 5:30 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.
- 16.** Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been annexed to this notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3.**

Mr. Kishore Kargeti (DIN: 00095763) was appointed as an Additional Director of the Company with effect from February 13, 2019, on the recommendation of Nomination and Remuneration Committee, to hold office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"). The Board has also appointed him as an Independent Non-Executive Director pursuant to the provisions of Section 149 of the Act read with Regulation 16 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), for a period of 5 years with effect from February 13, 2019, subject to approval of the Members. The Company has received a notice pursuant to Section 160 of the Act proposing his candidature for the office of Director of the Company.

The details including the qualification and the list of companies in which Mr. Kishore Kargeti serves as Director and Member/ Chairman of various committees are stated in the annexure attached to the Notice.

Mr. Kishore Kargeti has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. Further, in the opinion of the Board, Mr. Kishore Kargeti fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Non-Executive Director and he is independent of the management. Mr. Kishore Kargeti does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

In compliance with the provisions of Sections 149, 150, 152 and 160 read with Schedule IV to the Act and Regulation 16(1) (b) of the Listing Regulations, the appointment of Mr. Kishore Kargeti, as a Non-Executive Director and Independent Director is now being placed before the Members at this Annual General Meeting ("AGM") for their approval.

The Board recommends the special Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Kishore Kargeti, in any way concerned or interested in passing of the resolution mentioned at Item No. 3 of the Notice.

**By order of the Board**

**Ghanshyam Prasad Gupta**  
**Managing Director**  
**DIN: 00287019**

**Date: 31.08.2019**  
**Place: New Delhi**

**Address: 14, Shakti Apartment,**  
**Ashok Vihar, Phase-III, New Delhi-110052**

**Annexure to the Notice****PROFILE OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING (32<sup>nd</sup>) AGM****Item No. 2**

<b>Name of the Director</b>	Mr. Ghanshyam Prasad Gupta
<b>DIN</b>	00287019
<b>Date of Birth</b>	15.01.1956
<b>Date of Appointment</b>	30.05.2016
<b>Profile/Expertise in Specific functional Areas</b>	Sh. Ghanshyam Prasad Gupta is a Chartered Accountant with 30 years' experience in the field of shares and security market and allied fields.
<b>Qualifications</b>	Chartered Accountant
<b>List of directorships in other Public Companies As on 31<sup>st</sup> March, 2019</b>	1. Sahyog Multibase Limited
<b>Membership of Committee of Board in other Public Companies. (As on 31<sup>st</sup> March, 2019)</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relation with the Company</b>	Nil

**Item No. 3**

<b>Name of the Director</b>	Mr. Kishore Kargeti
<b>DIN</b>	00095763
<b>Date of Birth</b>	20.09.1977
<b>Date of Appointment</b>	13.02.2019
<b>Profile/Expertise in Specific functional Areas</b>	Sh. Kishore Kargeti has more than 20 years' experience in administrative work.
<b>Qualifications</b>	COMMERCE GRAUATE ( B.COM )
<b>List of directorships in other Public Companies As on 31<sup>st</sup> March, 2019</b>	1. Jumbo Exports Limited
<b>Membership of Committee of Board in other Public Companies. (As on 31<sup>st</sup> March,2019)</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relation with the Company</b>	None

By order of the Board

Ghanshyam Prasad Gupta  
(Managing Director)

DIN: 00287019

Address: 14, Shakti Apartment

Ashok Vihar, Phase-III,

Delhi 110052

Date: 31.08.2019

Place: New Delhi

**DIRECTORS' REPORT****To the Members,**

Your Directors are pleased to present the 32<sup>nd</sup> Annual Report together with the Audited Financial Statements of Accounts and Auditor's Report for the year ended 31<sup>st</sup> March, 2019.

**FINANCIAL HIGHLIGHTS**

The summarized financial performance of the Company during the year under review is as under:

	<b>(In Rs.)</b>	
	<b>31.03.2019</b>	<b>31.03.2018</b>
Revenue from Operations:	36,41,339.00	47,79,306.00
Other Income:	4,888.00	18,488.00
Total Revenue:	36,46,227.00	47,97,794.00
Total Expenditure:	26,19,786.00	36,48,754.00
Profit before Exceptional Items and Tax:	10,26,440.98	11,49,039.75
Tax Expenses:	2,74,466.00	3,04,600.00
Profit after Tax:	7,51,974.98	8,44,439.75
Earning Per Share:	0.19	0.21

**DIVIDEND**

In view of the future requirements of funds, your Directors regret their inability to recommend dividend for the year under review.

**PERFORMANCE REVIEW & OUTLOOK**

During the period, the Company earned total revenue of Rs. 36,46,227.00 for the year ended 31<sup>st</sup> March, 2019 as against Rs. 47,97,794.00 for the year ended 31<sup>st</sup> March, 2018. Net profit after tax for the year under review was Rs. 7,51,974.98 against the profits of Rs. 8,44,439.00 in the previous year.

The long term prospects for the economy is optimistic Industry Trends and its future prospects have been summed up in the Management Discussion and Analysis Report which forms part of this report.

**Transfer To Statutory Reserves**

For the financial year ended 31<sup>st</sup> March, 2019, the Company is proposed to carry an amount of Rs. 1,47,700.00 to Statutory Reserve Account as required under the provisions of Section 45-IC of RBI Act, 1934.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

**NON ACCEPTANCE OF PUBLIC DEPOSITS**

Your Company is Non- Deposit taking NBFC and has not accepted public deposits during the year under review in terms of chapter-V of the Companies Act, 2013 and hence there defaults in repayments of amount of principle or interest as on date of Balance Sheet is not applicable.

**PARTICULARS OF LOANS AND INVESTMENTS MADE**

The provisions of Section 186 of the Companies Act, 2013 are not applicable to the Company as the Company is a Non-Banking Finance Company.

**CHANGES IN BUSINESS ACTIVITIES DURING THE YEAR**

There was no change in the business activities of the Company during the year under review.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No orders impacting the going concern status of the company or the future operations of the company have been passed by any regulator, court or Tribunal.

**EXTRACT OF ANNUAL RETURN**

The extract of Annual Return under sub-section (3) of Section 92 of the Companies Act, 2013 in **Form MGT-9** in annexed herewith as "**Annexure A**"

**SHARES**

There was no change in the Share Capital of the company during the period under review.

**MEETINGS OF THE BOARD**

During the year, Six (6) Board Meetings were held on 30/05/2018, 07/07/2018, 14/08/2018, 01/09/2018, 13/11/2018 and 13/02/2019 and the same were convened and held in Compliance with the provisions of the law. The details of the Board Meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



**DIRECTORS' RESPONSIBILITY STATEMENT****As required in terms of Section 134(5) of the Companies Act, 2013, your Directors wish to state as under-**

1. That in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed and there were not material departures;
2. That the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and of the profit or loss of the Company for the year ended on that date;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared the annual accounts of the Company on a 'going concern' basis;
5. The Directors have laid down internal financial controls in the company that are adequate and were operating effectively;
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**NOMINATION AND REMUNERATION POLICY**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy of the Company, inter-alia, includes the aims and objectives, principles of remuneration, criteria for identification of Board Members and senior management has been adopted by the board, and is being followed completely.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

There were no transactions of the Company of material nature with related parties that may have potential conflict with the interest of the Company at large and which fall under the scope of Section 188(1) of the Companies Act, 2013. However, related party disclosure as required by AS-18 had been reported in the notes to the financial statements in this report. Policy on dealing with related party transactions is available on the website of the Company at [www.stancap.co.in](http://www.stancap.co.in).

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN OUTGO**

The particulars under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 with regard to conservation of energy and technology absorption are not applicable to your Company being a Non-banking finance company. During the year under review, there were no earnings or outgo in foreign exchange.

**RISK MANAGEMENT POLICY- DEVELOPMENT AND IMPLEMENTATION**

Your Company has been following the principle of risk minimization as a significant norm in every industry which has now become mandatory under Section 134(3)(n) of the Companies Act, 2013. The Board of Directors has adopted a Risk Management Policy which emphasis on the risk assessment and minimization procedures, steps for framing, implementing and monitoring the risk management plan for the company. The contents of the policy have been included in the "Management Discussion and Analysis" forming part of this report.

**BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of its committees. The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ghanshyam Prasad Gupta, Director of the Company would retire by rotation and being eligible, offers himself for re-appointment. His appointment will be considered at the ensuing Annual General Meeting.

During the Year Ms. Neelam Dhingra (00223535) was resigned from the Board with effect from 13<sup>th</sup> February, 2019 due to personal preoccupation. The Board expressed appreciation for the services rendered by her. Also, Mr. Anil Arora, Chief Financial Officer (CFO) resigned from his office with effect from 07<sup>th</sup> July, 2018 & Mr. Deepak Kumar was appointed as Chief Financial Official w.e.f. 14<sup>th</sup> August, 2018. Mr. Shyam Lal, has been appointed as Company Secretary and Compliance Officer w.e.f. 27<sup>th</sup> April, 2019.

Further, Mr. Kishore Kargeti (DIN: 00095763) was appointed as an Additional Director (Independent Director) on the Board of the Company with effect from 13<sup>th</sup> February, 2019 to hold office upto the date of the Annual General Meeting. Your Directors recommended to regularize the appointment of Mr. Kishore Kargeti as an Independent Non-Executive Director on the Board of the Company.

**(b) Remuneration of the Directors / Key Managerial Personnel (KMP) and Particulars of Employees**

The provisions of Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable, as there are no such employee who were drawing / in receipt of remuneration of prescribed amount during the period under review.

The Company has One Executive Director, Mr. Ghanshyam Prasad Gupta, who is also Managing Director of the Company. No remuneration is paid to him.

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Key Managerial Personnel (KMP) and Employees of the Company is furnished hereunder:

- (i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: NIL
- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: NIL
- (iii) the percentage increase in median remuneration of employees of the financial year: NIL

Sr. No.	Name	Category	Ratio/Time per median of employee remuneration	% Increase in remuneration
1.	Mr. Ghanshyam Prasad Gupta	Managing Director	NIL	NIL
2.	Ms. Neelam Dhingra <sup>^</sup>	Director	NIL	NIL
3.	Mr. Kishore Kargeti <sup>^^</sup>	Director	NIL	NIL
4.	Ms. Arika Chopra Sardar	Director	NIL	NIL
5.	Mr. Anil Arora <sup>*</sup>	CFO	NIL	NIL
6.	Mr. Deepak Kumar <sup>**</sup>	CFO	NIL	NIL

<sup>^</sup>Resigned as Independent Director w.e.f. 13.02.2019

<sup>^^</sup>Appointed as an Additional Independent Director w.e.f. 13.02.2019

<sup>\*</sup>Resigned as CFO w.e.f. 07.07.2018

<sup>\*\*</sup>Appointed CFO w.e.f. 14.08.2018

- (iv) the number of permanent employees on the rolls of Company. **Four (4)**
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. **Nil**
- (vi) The remuneration paid to the Key Managerial Personnel (KMP) is in accordance with the remuneration policy of the Company.

#### **INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

Your Company has adequate system of Internal Controls with reference to financial statements. The detail of the adequacy of Internal Financial Control forms a part of the Management Discussion and Analysis Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

**CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance practices as prevalent in the industry. The report on Corporate Governance as stipulated under the Listing Regulation, 2015 forms an integral part of this Report. The requisite certificate from the Practicing Chartered Accountant confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance as “Annexure B”.

**DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Ventures and Associate Companies.

**STATEMENT PURSUANT TO LISTING AGREEMENT**

The Company's Equity Shares are listed at Bombay Stock Exchange Ltd. (BSE), Mumbai. The listing fee for the year the financial year 2018-19 has been paid to BSE timely.

**AUDITORS & AUDITOR'S REPORT****a) STATUTORY AUDITORS**

At the 30<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2017, M/s Krishan Rakesh & Co., Chartered Accountants were appointed as Statutory Auditors of the Company for period of 5 years commencing from the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company till the conclusion of 35<sup>th</sup> Annual General Meeting.

**b) INTERNAL AUDITOR**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules related thereto, Mr. Deepak Kumar, Chief Financial Officer (CFO) of the Company acts as the Internal Auditors of the Company and their report is duly reviewed by the Audit Committee on quarterly basis.

**c) SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014, the Company has appointed M/s. A. K. Nandwani Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in **Form MR-3** is enclosed as a part of this report as “Annexure C”.

Statutory Auditor's and Secretarial Auditor's observations, if any, in their respective report(s), have been suitably explained by way of appropriate notes to accounts and also in the Directors' Report wherever necessary.

### **DETAIL OF FRAUD AS PER AUDITORS REPORT**

There is no fraud in the company during the F.Y. ended 31st March, 2019. This is also being supported by the report of the auditors of the company as no fraud has been reported in their audit report for the F.Y. ended 31st March, 2019.

### **AUDIT COMMITTEE**

The composition of the Audit Committee and dates on which of the Audit Committee meetings were held during the financial year under review are as follows:

<b>Name/Meeting date</b>	<b>30.05.2018</b>	<b>14.08.2018</b>	<b>13.11.2018</b>	<b>13.02.2019</b>
Ms. Arika Chopra Sarda, Chairperson	Yes	Yes	Yes	Yes
Mr. Ghanshyam Prasad Gupta, Member	Yes	Yes	Yes	Yes
Ms. Neelam Dhingra, Member*	Yes	Yes	Yes	Yes
Mr. Kishore Kargeti, Member^	NA	NA	NA	NA

\*Ceased to be Director w.e.f. 13.02.2019

^Appointed as an Additional Director w.e.f. 13.02.2019

### **VIGIL MECHANISM - WHISTLE BLOWER POLICY**

In terms of the provisions of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the whistle blower policy is in place and is being adhered to. The Whistle Blower Policy duly approved by the Board of Directors has been uploaded on the website of the Company viz. [www.stancap.co.in](http://www.stancap.co.in).

### **RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, has formulated a Policy on Related Party Transaction Policy which is also available on Company's website viz. [www.stancap.co.in](http://www.stancap.co.in). All Related Party Transactions are placed before the Audit Committee for review and approval. None of the Directors has any pecuniary relationships or transactions with the Company during the year under review. All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. There were no materially significant Related Party Transactions entered into by the Company during the year under review.

### **CORPORATE SOCIAL RESPONSIBILITY**

No disclosures on Corporate Social Responsibility are required as provision under Section 135 of the Companies Act, 2013 and Rules made thereunder are not applicable to the Company.

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **MAINTENANCE OF COST RECORDS**

The provisions related to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the Company.

### **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme ESOS.
4. Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees.
5. Bonus Shares.
6. Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company operations in future.
7. Material changes and commitments, affecting the financial position of the Company occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### **ACKNOWLEDGMENT**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government authorities, customers and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**By order of the Board**

**GHANSHYAM PRASAD GUPTA**  
**[Managing Director]**  
**DIN: 00287019**

**Place: New Delhi**  
**Date: 31.08.2019**

**Address: 14, Shakti Apartment**  
**Ashok Vihar, Phase-III, Delhi 110052**

**MANAGEMENT DISCUSSION AND ANALYSIS**

The Company's main object is to carry out Non-banking Financial activities. The market for this activity offers high potential for growth. There have been a number of causes behind growth of Indian economy in last couple of years. A number of market reforms have been instituted by Indian government and there has been significant amount of foreign direct investment made in India. Much of this amount has been invested into several businesses including knowledge process outsourcing industries. India's foreign exchange reserves have gone up in last few years. All these factors have contributed to growth of Indian economy.

**(A) Financial Review:**

The Financial statements of your Company have been prepared in accordance with the compliance of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, your company has earned a profit of Rs. 7.38 Lakhs as compared to Rs. 7.41 lakhs in the previous year. The Loss of Rs. 8.44 lakhs has been carried forward to the Balance Sheet after adjustment of profit after tax for the current year.

**(B) Resources and Liquidity :**

The Company, during the year has expanded the scope of its existing financing activity by arranging loan from other corporate (ICDs) in order to increase its profitability.

**(C) Industry and Business outlook:**

NBFCs have been playing a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. They help to fill the gaps in the availability of financial services that otherwise occur in the unbanked & the underserved areas. The NBFC segment has witnessed considerable growth in the last few years and is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc. NBFCs have been at the forefront of catering to the financial needs and creating livelihood sources of the so-called unbankable masses in the rural and semi-urban areas. Through strong linkage at the grassroots level, they have created a medium of reach and communication and are very effectively serving this segment. Thus, NBFCs have all the key characteristics to enable the government and regulator to achieve the mission of financial inclusion in the given time.

**(D) Opportunities and Threats:**

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience in NBFC sector your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

**(G) Risks and Concern:**

Risk is synonym with NBFCs which is inherent part of their business. Your Company is also subjected to various types of such risks. Your Company has identified these risks and guarded itself by adopting a range of strategies and measures to reduce the impact of such risks. Credit risk is

considered to be major risk being faced by NBFCs. Your Company has evolved various policies and systems for credit risk to closely monitor the same. Your Company is having appropriate pre disbursement and post disbursement monitoring and regular follow up of the collection process.

**(E) Internal control and their adequacy:**

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorized utilization.

As part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as the, an Information Security Assurance Service is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

**(F) Human Resources:**

The Company has adequate human resources which is commensurate with the current volume of activity and is reviewed by the management periodically and the Company would induct competent personnel on increase/expansion of the activity. The relation with the employees remained cordial.

**(G) Disclosure of Accounting Treatment:**

The accounting treatment given in preparation of financial statements represents true and fair view of the state of company affairs. It is in compliance with the Accounting Standards issued by the Institute of Chartered Accountants of India. No different treatment has been followed other than prescribed in the Accounting Standards.

**(H) Cautionary Statement:**

Statements in this "Management's Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include interest rates and changes in the Government regulations, tax regimes, economic developments and other factors such as litigation etc.



**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31.03.2019**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014)

**I. REGISTRATION & OTHER DETAILS:**

I	CIN	L74899DL1987PLC027057
ii.	Registration Date	19/02/1987
iii.	Name of the company	STANDARD CAPITAL MARKETS LIMITED
Iv.	Category/sub category of the company	Public limited Company having share Capital
v.	Address of the Registered office and contact details	8/28, WEA, Abdul Aziz Road , Karol Bagh, New Delhi-110005 Tel: 011-28759592 Website: <a href="http://www.stancap.co.in">www.stancap.co.in</a> Email: <a href="mailto:stancap.delhi@gmail.com">stancap.delhi@gmail.com</a>
vi.	Whether listed company	Yes, Listed on BSE Limited Code : 511700
vii.	Name Address & contact details of the Registrar & transfer Agent	<b>SKYLINE FINANCIAL SERVICES LTD.</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 <b>Tel. :</b> 011-26812682, 83, 011-64732681 to 88 <b>Fax :</b> 011-26812682 <b>E-mail :</b> <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl No.	Name & Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Finance and Investment	663	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:**

Sl. No.	Name & Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
	NIL				

## IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity):

## (I) Category-wise shareholding:

	No. of shares Held at the beginning of the year				No. of shares Held at the end of the year				% change during year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) Indian									
(a) Individual/HUF	292719	410743	703462	17.59	292719	372644	665363	16.63	(0.96)
(b) Central Government	0	0	0	0	0	0	0	0	0.00
(c) State Government	0	0	0	0	0	0	0	0	0.00
(d) Bodies Corporate	0	0	0	0	0	0	0	0	0.00
(e) Banks/ FI	0	0	0	0	0	0	0	0	0.00
(f) Any Other	0	1054725	1054725	26.37	0	277611	277611	6.94	(19.43)
<b>SUB TOTAL (A) (1)</b>	<b>292719</b>	<b>14,65,468</b>	<b>17,58,187</b>	<b>43.96</b>	<b>292719</b>	<b>650255</b>	<b>942974</b>	<b>23.57</b>	<b>(20.39)</b>
<b>B. FOREIGN</b>				0.00					
(a) NRI-Individuals	0	0	0	0	0	0	0	0	0.00
(b) Other Individuals	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0.00
(d) Banks/FI	0	0	0	0	0	0	0	0	0.00
(e) Any Other	0	0	0	0	0	0	0	0	0.00
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of promoters (A)= (A)(1)+(A)(2)</b>	<b>292719</b>	<b>14,65,468</b>	<b>17,58,187</b>	<b>43.96</b>	<b>292719</b>	<b>650255</b>	<b>942974</b>	<b>23.57</b>	<b>(20.39)</b>
<b>B.PUBLIC SHARE HOLDING</b>									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00

(a) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(b) FIs	0	0	0	0.00	0	0	0	0.00	0.00
(c) Foreign Capital Venture Fund	0	0	0	0.00	0	0	0	0.00	0.00
(d) Others(specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non Institutions</b>									
(a) Bodies Corporate									
(i) Indian	78324	216600	294924	7.37	78024	148100	226124	5.65	(1.72)
(i) overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(i) Individual shareholder holding nominal share capital upto Rs. 2 Lakhs	227451	1137002	1364453	34.11	282485	1069885	1352370	33.81	(0.3)
(i) Individual shareholder holding nominal share capital in excess of Rs. 2 Lakhs	98600	478513	577113	14.43	98600	1375443	1474043	36.85	22.42
(c) Other specify (HUF and clearing House)	5423	0	5423	0.13	4589	0	4589	0.12	(0.01)
<b>SUB TOTAL (B) (2)</b>	<b>409798</b>	<b>1832115</b>	<b>2241913</b>	<b>56.04</b>	<b>463698</b>	<b>2593428</b>	<b>3057126</b>	<b>76.43</b>	<b>20.39</b>
<b>TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)</b>	<b>409798</b>	<b>1832115</b>	<b>2241913</b>	<b>56.04</b>	<b>463698</b>	<b>2593428</b>	<b>3057126</b>	<b>76.43</b>	<b>20.39</b>
C. Shares held by custodian for GDR & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>702517</b>	<b>3297583</b>	<b>4000100</b>	<b>100</b>	<b>756417</b>	<b>3243683</b>	<b>4000100</b>	<b>100</b>	

## II Share Holding of Promoters

Sl. No.	Share Holders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Share Holding during year
		No of Shares	% of Total shares of the company	% of shares pledged/ encumbered To Total Shares	No of Shares	% of Total shares of the company	% of shares pledged/ encumbered To Total Shares	
1	MANOHAR LAL VIJ	111079	2.78	0	111079	2.78	0	-
2	NARENDER KUMAR ARORA	97913	2.45	0	97913	2.45	0	-
3	NARENDER K. ARORA	90040	2.25	0	90040	2.25	0	-
4	REKHA RANI ARORA	55200	1.38	0	55200	1.38	0	-
5	S K KHANNA	50000	1.25	0	50000	1.25	0	-
6	ANIL ARORA	29200	0.73	0	29200	0.73	0	-
7	G K LAMBA	21000	0.52	0	21000	0.52	0	-
8	MADHU VIJ	20000	0.50	0	20000	0.50	0	-
9	MANOHAR LAL VIJ	17600	0.49	0	17600	0.49	0	-
10	SHANTI DEVI LAMBA	17500	0.44	0	17500	0.44	0	-
11	VIRENDER K ARORA	16666	0.42	0	16666	0.42	0	-
12	J K GARG	10000	0.25	0	10000	0.25	0	-
13	S C GARG	10000	0.25	0	10000	0.25	0	-
14	MANAV MALIK	10000	0.25	0	10000	0.25	0	-
15	SANT LAL MALIK	10000	0.25	0	10000	0.25	0	-
16	ISWAR DUTT	10000	0.25	0	10000	0.25	0	-
17	MADHU LAMBA	10000	0.25	0	10000	0.25	0	-
18	HARSHIT LAMBA	7500	0.19	0	7500	0.19	0	-
19	ARJUN DASS KHURANA	10000	0.25	0	0	0	0	(0.25)
20	ROOPALI LAMBA	6500	0.16	0	6500	0.16	0	-
21	MANOHAR LAL ARORA	5933	0.15	0	5933	0.15	0	-
22	PUNAM BALA	5000	0.12	0	5000	0.12	0	-
23	GIRDHARI LAL	4500	0.11	0	4500	0.11	0	-

24	RAMESH	4000	0.10	0	4000	0.10	0	-
25	GULSHAN KATARIA	4000	0.10	0	4000	0.10	0	-
26	KARAM BIR	4000	0.10	0	4000	0.10	0	-
27	VINOD KUMAR KHURANA	3800	0.09	0	3800	0.09	0	-
28	USHA MALIK	3400	0.08	0	3400	0.08	0	-
29	V K BATRA	3000	0.07	0	3000	0.07	0	-
30	J L WADHWA	3000	0.07	0	3000	0.07	0	-
31	BHARAT BHUSHAN	3000	0.07	0	3000	0.07	0	-
32	SATISH KUMAR	2666	0.07	0	0	0	0	(0.07)
33	MEENU TALWAR	2500	0.06	0	2500	0.06	0	-
34	SUDESH TEHRY	2500	0.06	0	2500	0.06	0	-
35	SURINDER PAL SINGH	2500	0.06	0	2500	0.06	0	-
36	ISWAR DEVI	2500	0.06	0	0	0	0	(0.06)
37	GEETA KALRA	2500	0.06	0	2500	0.06	0	-
38	S P MADAN	2500	0.06	0	0	0	0	(0.06)
39	VIJAY KUMAR	2500	0.06	0	2500	0.06	0	-
40	BIMLA RANI	2500	0.06	0	2500	0.06	0	-
41	MANOJ VIJ	2500	0.06	0	2500	0.06	0	-
42	KAMLESH KUMAR	2500	0.06	0	0	0	0	(0.06)
43	NAVEEN KUMAR	2500	0.06	0	0	0	0	(0.06)
44	MANOJ KUMAR	2500	0.06	0	0	0	0	(0.06)
45	DEV RAJ REENA RANI	2500	0.06	0	0	0	0	(0.06)
46	REENA RANI	2500	0.06	0	0	0	0	(0.06)
47	MAHESH KUMAR	2500	0.06	0	0	0	0	(0.06)
48	HARBANS LAL	2500	0.06	0	0	0	0	(0.06)
49	MANGAT MALIK	2000	0.05	0	2000	0.05	0	-
50	VIJAY KAKKAR	1333	0.03	0	0	0	0	(0.03)
51	RAKESH CHADHA	800	0.02	0	0	0	0	(0.02)
52	SANJEEV SACHDEVA	800	0.02	0	0	0	0	(0.02)
53	BIMLA NARANG	666	0.02	0	666	0.02	0	-

54	ASHOK KHURANA	666	0.02	0	666	0.02	0	-
55	NEELAM KHURANA	400	0.01	0	400	0.01	0	-
56	ANIL KUMAR WADHWA	300	0.01	0	300	0.01	0	-
57	CYBER WORX TECHNOLOGIES PVT. LTD.	170830	4.27	0	170830	4.27	0	-
58	MLV FINANCIAL SERVICES PVT. LTD.	55233	1.38	0	55233	1.38	0	-
59	VANI COMMERCIALS LTD.	116666	2.92	0	50000	1.25	0	(1.7)
60	VASU GROWTH FUND PVT. LTD.	1416	0.04	0	1416	0.04	0	-
61	VCA HOLDING PVT. LTD.	56832	1.42	0	132	0	0	(1.42)
62	SIDH AUTOMOBILES LTD.	293333	7.33	0	0	0	0	(7.33)
63	MALIK TRADING & INVESTMENT PVT. LTD.	55800	1.39	0	0	0	0	(1.39)
64	PRAGATI MERCANTILES LTD.	41666	1.04	0	0	0	0	(1.04)
65	VIKAS GROWTH FUND PVT. LTD.	38166	0.95	0	0	0	0	(0.95)
66	JANAK GROWTH FUND PVT. LTD.	35783	0.89	0	0	0	0	(0.89)
67	STAN CORPORATE SERVICES LTD.	35000	0.87	0	0	0	0	(0.87)
68	DEVI GROWTH FUND PVT. LTD.	34953	0.87	0	0	0	0	(0.87)
69	KALKA GROWTH FUND LTD.	32566	0.81	0	0	0	0	(0.81)
70	PRANAV TRADING ENTERPRISES LTD.	26666	0.67	0	0	0	0	(0.67)
71	JASMINE GROWTH FUND PVT. LTD.	15533	0.39	0	0	0	0	(0.39)
72	GROWELL GROWTH FUND PVT. LTD	15183	0.38	0	0	0	0	(0.38)
73	JAI VAISHNO INVESTMENT PVT. LTD.	14133	0.35	0	0	0	0	(0.35)
74	OMEGA GROWTH FUND PVT. LTD.	11633	0.29	0	0	0	0	(0.29)
75	STANDARD SECURITIES INVESTMENT	2100	0.05	0	0	0	0	(0.05)
76	C KANT TRADING & INVESTMENT PVT. LTD.	1233	0.03	0	0	0	0	(0.03)
	<b>TOTAL</b>	<b>1758187</b>	<b>44.0</b>		<b>942974</b>	<b>23.6</b>		

**(III) Change in Promoters Shareholding (Please specify, if there is no change):**

SI No		Shareholding at the beginning of the year		Cumulative shareholding during the year Share	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	At the beginning of the year	1758187	44.00	1758187	44.00
2	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.	(815213)	-	-	-
		<b>Transferred Shares</b>			
3	At the end of the Year	942974	23.6	942974	23.6

**(III) Details of promoters in which there was Change in shareholding during the year (please specify, if there is no change)**

S. No	Name of promoter	Shareholding		Increase/Decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares at the beginning	% of total shares of the company			No. of shares	% of total shares of the company
1.	ARJUN DASS KHURANA	10000	0.25	DECREASE	TRANSFER	-	-
2.	SATISH KUMAR	2666	0.07	DECREASE	TRANSFER	-	-
3.	ISWAR DEVI	2500	0.06	DECREASE	TRANSFER	-	-
4.	S P MADAN	2500	0.06	DECREASE	TRANSFER	-	-
5.	KAMLESH KUMAR	2500	0.06	DECREASE	TRANSFER	-	-
6.	NAVEEN KUMAR	2500	0.06	DECREASE	TRANSFER	-	-
7.	MANOJ KUMAR	2500	0.06	DECREASE	TRANSFER	-	-
8.	DEV RAJ REENA RANI	2500	0.06	DECREASE	TRANSFER	-	-
9.	REENA RANI	2500	0.06	DECREASE	TRANSFER	-	-
10.	MAHESH KUMAR	2500	0.06	DECREASE	TRANSFER	-	-
11.	HARBANS LAL	2500	0.06	DECREASE	TRANSFER	-	-
12.	VIJAY KAKKAR	1333	0.03	DECREASE	TRANSFER	-	-
13.	RAKESH CHADHA	800	0.02	DECREASE	TRANSFER	-	-
14.	SANJEEV SACHDEVA	800	0.02	DECREASE	TRANSFER	-	-
15.	SIDH AUTOMOBILES LTD	293333	7.33	DECREASE	TRANSFER	-	-
16.	VANI COMMERCIALS LTD	116666	2.92	DECREASE	TRANSFER	50000	(1.25)
17.	VCA HOLDING PVT LTD	56832	1.42	DECREASE	TRANSFER	132	(0.04)

18.	MALIK TRADING & INVESTMENT PVT LTD	55800	1.39	DECREASE	TRANSFER	-	-
19.	PRAGATI MERCANTILES LTD	41666	1.04	DECREASE	TRANSFER	-	-
20.	VIKAS GROWTH FUND PVT LTD	38166	0.95	DECREASE	TRANSFER	-	-
21.	JANAK GROWTH FUND LTD	35783	0.89	DECREASE	TRANSFER	-	-
22.	STAN CORPORATE SERVICES LTD	35000	0.87	DECREASE	TRANSFER	-	-
23.	DEVI GROWTH FUND PVT LTD	34953	0.87	DECREASE	TRANSFER	-	-
24.	KALKA GROWTH FUND PVT LTD	32566	0.81	DECREASE	TRANSFER	-	-
25.	PRANAV TRADING ENTERPRISES LTD	26666	0.67	DECREASE	TRANSFER	-	-
26.	JASMINE GROWTH FUND PVT LTD	15533	0.39	DECREASE	TRANSFER	-	-
27.	GROWEL GROWTH FUND PVT LTD	15183	0.38	DECREASE	TRANSFER	-	-
28.	JAI VAISHNO INVESTMENTS PVT LTD	14133	0.35	DECREASE	TRANSFER	-	-
29.	OMEGA GROWTH FUND PVT LTD	11633	0.29	DECREASE	TRANSFER	-	-
30.	STANDARD SECURITIES INVESTMENT	2100	0.05	DECREASE	TRANSFER	-	-
31.	C KANT TRADING & INVESTMENT PVT LTD	1233	0.03	DECREASE	TRANSFER		-



**(IV) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters & Holders of GDRs & ADRs:**

SI No	Name	Shareholding at the beginning of the year		Cumulative shareholding during the year Share	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
<b>1</b>	<b>VIMAL KHANDWALA</b>				
	At the beginning of the year	102600	2.56	102600	2.56
	At the end of the Year			102600	2.56
<b>2</b>	<b>SUMIT MAKKAR</b>				
	At the beginning of the year	-	-	-	-
	At the end of the Year	-	-	73333	1.83
<b>3</b>	<b>JOGINDER CHANANA</b>				
	At the beginning of the year	-	-		
	At the end of the Year	-	-	70000	1.74
<b>4</b>	<b>SANTOSH KUMARI</b>				
	At the beginning of the year	-	-	-	-
	At the end of the Year	-	-	68332	1.70
<b>5</b>	<b>DEEPAK</b>				
	At the beginning of the year	-	-	-	-
	At the end of the Year	-	-	66666	1.67
<b>6</b>	<b>MUKESH CHANDER JUYAL</b>				
	At the beginning of the year	65900		65900	1.65
	At the end of the Year	-	-	65900	1.65
<b>7</b>	<b>ASHOK KUMAR</b>				
	At the beginning of the year	-	-	-	-
	At the end of the Year			62500	1.56
<b>8</b>	<b>SATISH MANOCHA</b>				
	At the beginning of the year	61799	-	61799	1.54
	At the end of the Year			61799	1.54
<b>9</b>	<b>ARJUN VIJ</b>				

	At the beginning of the year	-	-	-	-
	At the end of the Year	-	-	61333	1.53
<b>10</b>	<b>YOGESH KUMAR GOYAL</b>				
	At the beginning of the year	61066		61066	1.52
	At the end of the Year			61066	1.52

**(V) Share Holding of Directors and Key Personnel**

SI No.	For each of the Directors & KMP	Share Holding at the beginning of the year		Share Holding at the end of the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	NIL				

**VI. INDEBTEDNESS:**

Amount in Rs.

Indebtedness of the company including interest outstanding/accrued but not due for payment:				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	84,95,475.00	-	84,95,475.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	84,95,475.00	-	84,95,475.00
<b>Changes in Indebtedness during the financial year</b>				
• Addition	-	7,64,593.00	-	7,64,593.00
• Reduction	-	-	-	-
Net Change	-	7,64,593.00	-	7,64,593.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	92,60,068.00	-	92,60,068.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	92,60,068.00	-	92,60,068.00

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A). Remuneration to Managing Director, Whole-Time Directors and / or Manager:

Amount in Rs.

Sl. No.	Particulars of Remuneration	
1	Gross Salary	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- As percentage of Profits	-
	- Others specify	-
5	Others, please specify	-
	<b>Total (A)</b>	-
	Ceiling as per the Act	5% of the Net Profits / As per Schedule V of the Companies Act, 2013 in case of absence or inadequacy of profits.

## B) Remuneration to Other Directors

Sl No.	Particulars of Remuneration	Name of the Director		Total Amount (In Rs.)
<b>1</b>	<b>Independent Directors</b>	-		
	Fee for attending board /committee meetings	-	-	-
	Commission	-	-	-
	Others ,Please specify	-	-	-
	<b>Total (1)</b>	-	-	-
<b>2</b>	<b>Other Non- Executive Directors</b>	-	-	-
	Fee for attending board /committee meetings	-	-	-
	Commission	-	-	-

	Others ,Please specify	-	-	-
	<b>Total (2)</b>	-	-	-
		-	-	-
	<b>Total Managerial Remuneration (1)+(2)</b>	-	-	-
	<b>Overall ceiling as per the Act</b>	As per the Companies Act, 2013		

**C) Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD:**

SI No.	Particulars of Remuneration	Key Managerial Person		Total Amount (In Rs.)
		Mr. Anil Arora <sup>^</sup>	Mr. Deepak Kumar <sup>*</sup>	
		Chief Financial Officer		
		Mr. Anil Arora <sup>^</sup>	Mr. Deepak Kumar <sup>*</sup>	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	75,000	1,50,000	2,25,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As percentage of Profits	-	-	-
	-Others specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	75,000	1,50,000	2,25,000

<sup>^</sup> Resigned w.e.f. 07/07/2018

<sup>\*</sup>Appointed w.e.f.14/08/2018

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority RD/NCLT Court	Appeal made if any (Give Details)
<b>A. COMPANY</b>					
Penalty/Punishment/Compounding			None		
<b>B. DIRECTORS</b>					
Penalty/Punishment/Compounding			None		
<b>C. Other officer in Default</b>					
Penalty/Punishment/Compounding			None		

## **CORPORATE GOVERNANCE REPORT**

### **1. STANDARD CAPITAL MARKETS LIMITED - PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company is committed to excellence in Corporate Governance practices and recognizes that good Corporate Governance is a continuous exercise. Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. We are committed to meet the aspirations of all our stakeholders.

The Governance framework gives due importance towards regulatory compliance under the guardianship of a strong Board of Directors and executed by a committed management.

Given below is a brief report by the Director(s) on the practices followed at Standard Capital Markets Limited to strive towards achievement of goal of Good 'Corporate Governance'.

#### **Appropriate Governance Structure with defined roles and responsibilities**

The Company has put in place internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's Shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established various Committees to discharge its responsibilities in an effective manner. The Managing Director provides overall direction and guidance to the Board.

#### **Ethics and Governance Policies**

In line with the Company's philosophy on code of Governance the company strives to conduct its business and strengthen its relationship in a manner that is dignified, distinctive and responsible. The company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. It has adopted various codes and policies to carry out its duties in an ethical manner. Some of the codes and policies are:

- Code of Conduct
- Code of conduct for prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related party Transactions and on Dealing with Related Party.
- Remuneration policy for Directors, Key Managerial Personnel and other Employees.

### **2. BOARD OF DIRECTORS:**

#### **SIZE AND COMPOSITION OF THE BOARD OF DIRECTORS**

As on 31.03.2019, the Board of Directors of your Company comprises of Three (3) directors out of whom Two (2) are Non-executive Independent directors. The Non-executive Independent directors are proficient in their field and bring with them decades of rich experience. Mr. Ghanshyam Prasad Gupta is the Managing Director of your Company. He has more than 30 years of experience. He is responsible for overall management of the Company. The composition of the Board is in conformity

with the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 and Section 152 of the Companies Act, 2013.

None of the Directors is a Member of more than 10 Committees and more than 5 Committees as specified by SEBI (Listing obligations and disclosure requirement) Regulations 2015.

On 13<sup>th</sup> February, 2019, Mr. Kishore Kargeti has been appointed as an additional director (Independent and Non-executive) by the Board of Directors, now the Board has recommended to appoint him as Independent Non-Executive Director to the Shareholder's at the ensuing Annual General Meeting of the Company. Ms. Neelam Dhingra has resigned from the Board and her resignation was accepted by the Board of Directors in their meeting held on 13<sup>th</sup> February, 2019.

The Composition of the Board and category of Directors as on 31st March, 2019 is as follows:

Category Name of Directors	Name of Director
Executive	Mr. Ghanshyam Prasad Gupta (Managing Director)
Independent & Non-executive	Ms. Arika Chopra Sarda Mr. Kishore Kargeti

The necessary disclosures regarding committee positions have been made by all the Directors. None of the Directors are related to any other Director on the Board.

#### Number of Board Meetings held with date:

Six (6) Board meetings were held during the year under review on 30<sup>th</sup> May, 2018, 07<sup>th</sup> July, 2019, 14<sup>th</sup> August, 2018, 01<sup>st</sup> September, 2018, 13<sup>th</sup> November, 2018 & 13<sup>th</sup> February, 2019 and the gap between two board meetings did not exceeds 120 days. The particulars regarding composition of the Board of Directors and its Meetings held during the year are given hereunder:-

Name of the Director	Category	Directorships in Other Public Companies	Committee Membership held in Other Public Companies		No. of Board Meetings held during the Year		Attended Last AGM	Shares Held
			Member	Chairman	Held	Attended		
Mr. Ghanshyam Prasad Gupta	Executive	1	Nil	Nil	6	6	Yes	Nil
Ms. Neelam Dhingra*	Independent & Non Executive	1	Nil	Nil	6	6	Yes	Nil
Ms. Arika Chopra	Independent & Non Executive	Nil	Nil	Nil	6	5	Yes	Nil
Mr. Kishore Kargeti	Independent & Non Executive	1	Nil	Nil	1	1	NA	Nil

\*Ceased to be Director w.e.f. 13.02.2019

^Appointed as an Additional Director w.e.f. 13.02.2019

In terms of the provisions of Companies Act, 2013 and the Articles of Association of the Company, two-third of the rotational directors of the Company retires at every Annual General Meeting. Presently, there is only one Executive Director and liable to retire by rotation. Accordingly, Mr. Ghanshyam Prasad Gupta, would retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

- a) The Directorships, held by the Directors as mentioned above, do not include alternate Directorship, and Directorship in foreign Companies.
- b) In accordance with SEBI Regulations, 2015 Membership / Chairmanship in other Companies (excluding Standard Capital Markets Limited) have been considered.
- c) None of the Directors is a Member of more than 10 Board-level Committees or a Chairman of more than 5 such committees, across all Companies in which he /she is a Director.

#### **Familiarization Programme / Training to Independent Directors:**

To familiarize the new Independent Directors with the strategy, operations and functions of our Company, the Executive Directors / Senior Managerial Personnel make presentations to the Directors about the Company's strategy, operations, service offerings, markets, organization structure, finance and risk management. Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities as a Director.

#### **Appointment/ Re-appointment of Directors:**

In accordance to the provision of Section 152 of the Companies Act, 2013, Mr. Ghanshyam Prasad Gupta retires by rotation and being eligible, offers himself for re-appointment. His re-appointment will be considered in the forthcoming Annual General Meeting as an executive director.

Brief resume, nature of expertise and other details of the directors being appointed/reappointed is as under:

<b>Name of the Director</b>	Mr. Ghanshyam Prasad Gupta
<b>DIN</b>	00287019
<b>Date of Birth</b>	15.01.1956
<b>Date of Appointment</b>	30.05.2016
<b>Profile/Expertise in Specific functional Areas</b>	Sh. Ghanshyam Prasad Gupta is a Chartered Accountant with 30 years' experience in the field of shares and security market and allied fields.
<b>Qualifications</b>	Chartered Accountant
<b>List of directorships in other Public Companies As on 31<sup>st</sup> March, 2019</b>	1. Sahyog Multibase Limited
<b>Membership of Committee of Board in other Public Companies. (As on 31<sup>st</sup> March,2019)</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relation with the Company</b>	Nil



<b>Name of the Director</b>	Mr. Kishore Kargeti
<b>DIN</b>	00095763
<b>Date of Birth</b>	20.09.1977
<b>Date of Appointment</b>	13.02.2019
<b>Profile/Expertise in Specific functional Areas</b>	Sh. Kishore Kargeti has more than 20 years' experience in administrative work.
<b>Qualifications</b>	COMMERCE GRAUATE ( B.COM )
<b>List of directorships in other Public Companies As on 31<sup>st</sup> March, 2019</b>	1. Jumbo Exports Limited
<b>Membership of Committee of Board in other Public Companies. (As on 31<sup>st</sup> March,2019)</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relation with the Company</b>	None

### **3. BOARD COMMITTEES AND REMUNERATION TO DIRECTORS**

#### **(A) AUDIT COMMITTEE**

The powers and functions of the Audit Committee are in alignment with those mentioned in Section 177 of the Companies Act, 2013 and the Listing Regulations/Agreement and include examination of financial statements and the auditor's report thereon, approval and subsequent modification of transactions of the company with the Related parties, evaluation of internal financial controls and risk management systems.

The Audit Committee comprises of members as mentioned below. Majority of members are Independent Directors. All the members are well qualified and have vast experience in their respective field. The minutes of the Audit committee are placed before the Board of Directors in the subsequent Board Meeting.

The dates on which the Audit Committees meeting were held during the year under report and the attendance of committee members (presence is marked as Yes/No) was as follows:

<b>Name/Meeting date</b>	<b>30.05.2018</b>	<b>14.08.2018</b>	<b>13.11.2018</b>	<b>13.02.2019</b>
Ms. Arika Chopra Sarda, Chairperson	Yes	Yes	Yes	Yes
Mr. Ghanshyam Prasad Gupta, Member	Yes	Yes	Yes	Yes
Ms. Neelam Dhingra, Member*	Yes	Yes	Yes	Yes
Mr. Kishore Kargeti, Member^	NA	NA	NA	NA

\*Ceased to be Director w.e.f. 13.02.2019

^Appointed as an Additional Director w.e.f. 13.02.2019

**(B) STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Committee meets on regular basis to provide quality and efficient services to the investors and to align & streamline the process of share transfer / transmission, Committee is responsible for transfer / transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

**Composition and Meeting**

The Stakeholders Relationship Committee is comprises of the following members:

<b>Name/Meeting date</b>	<b>13.11.2018</b>	<b>13.02.2019</b>
Ms. Arika Chopra Sarda, Chairperson	Yes	Yes
Mr. Ghanshyam Prashad Gupta, Member	Yes	Yes
Ms. Neelam Dhingra, Member*	Yes	Yes
Mr. Kishore Kargeti, Member^	NA	NA

\*Ceased to be Director w.e.f. 13.02.2019

^Appointed as an Additional Director w.e.f. 13.02.2019

**Terms of Reference of the Committee, inter alia, includes the following:**

- Approve issue of the Company's duplicate share certificates;
- Consider, resolve and monitor redressal of investor's / shareholder's / security holder's grievances related to transfer of securities, non-receipt of Annual Report etc;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable;
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

**Name and Designation of Compliance Officer:**

Mr. Shyam Lal, Company Secretary is Compliance Officer of the Company for complying with requirements of Securities Laws and Listing Regulations, 2015 with Stock Exchanges.

**Code of Conduct**

In compliance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for all the Directors and Senior Management ("the Code"). The Code is applicable to all the members of the Board, the executive officers and all employees of the Company. The Code is available on our website, [www.stancap.co.in](http://www.stancap.co.in)

All members of the Board, the executive officers and seniors employees have affirmed compliance to the code of conduct as on 31<sup>st</sup> March, 2019. A declaration to this effect, signed by Managing Director forms part of this Annual Report.

**(C) NOMINATION AND REMUNERATION COMMITTEE**

The functions/powers of the Nomination & Remuneration Committee are in tune with provisions of the Companies Act, 2013 and The Listing Regulation/Agreement and include recommendation to

the Board appointment and removal of Directors and evaluation of their performance and recommendation/approval of remuneration of key personnel.

### Composition and Meeting

The Nomination and Remuneration Committee is comprises of the following members:

<b>Name/Meeting date</b>	<b>14.08.2018</b>	<b>13.02.2019</b>
Ms. Arika Chopra Sarda, Chairperson	Yes	Yes
Mr. Ghanshyam Prashad Gupta, Member	Yes	Yes
Ms. Neelam Dhingra, Member*	Yes	Yes
Mr. Kishore Kargeti, Member^	NA	NA

\*Ceased to be Director w.e.f. 13.02.2019

^Appointed as an Additional Director w.e.f. 13.02.2019

### (D). NOMINATION AND REMUNERATION POLICY

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees, is displayed on website of the company [www.stancap.co.in](http://www.stancap.co.in). The remuneration policy is in consonance with the existing industry practice.

### DIRECTOR'S REMUNERATION

#### Sitting Fees

None of the Directors of your Company are paid remuneration and during the year no director has been paid sitting fees for attending board meeting and committee meetings constituted by the Board.

### (E). INTERNAL COMPLAINT COMMITTEE

No Complaints were received by the Internal Complaint Committee from any Woman Employee with respect to Sexual Harassment. A declaration to this effect has been submitted to the Board by the Internal Complaint Committee.

### Composition and Meeting

The Internal Complaint Committee is comprises of the following members:

<b>Name/Meeting date</b>	<b>13.02.2019</b>
Ms. Arika Chopra Sarda, Chairperson	Yes
Mr. Ghanshyam Prashad Gupta, Member	Yes
Ms. Neelam Dhingra, Member*	Yes
Mr. Kishore Kargeti, Member^	NA

\*Ceased to be Director w.e.f. 13.02.2019

^Appointed as an Additional Director w.e.f. 13.02.2019

**4. GENERAL BODY MEETINGS****(A) Details of Annual General Meetings:**

(i) Location and time where the last 3 AGM's were held:

Financial Year	Type	Location	Date	Time
2015-2016	AGM	94/16, Mukhmelpur Road, Zindpur, Alipur Delhi-110036	30.09.2016	10.00 A.M.
2016-2017	AGM	BG 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042	30.09.2017	10.00 A.M.
2017-2018	AGM	BG 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042	28.09.2018	11:30 A.M.

(ii) List of Special Resolutions passed in the previous 3 AGMs:

Year	Resolution(s)
2015-2016	NIL
2016-2017	Appointment of Mr. Ghanshyam Prasad Gupta as Managing Director
2017-2018	NIL

(iii) Whether Special Resolutions were put through postal ballot last year: No

(iv) Are polls proposed to be conducted through postal ballot this year: No

**5. DISCLOSURES**

5.1. Disclosures on materially significant related party transaction i.e. transactions of the company of material nature, with its promoters, the directors of the management, their subsidiaries or relatives, etc that may have potential conflict with the interests of the company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company.

5.2. Details of non-compliance by the Company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matters related to capital markets, during the last three years.

The Company has received notice/letter no. LIST/COMP/511700/Reg. 6(1)-Dec18/1113/2018-19 dated February 12, 2019 regarding Non-appointment of Compliance Officer for the Quarter ended December, 2018 from BSE Limited.

5.3. Whistle Blower Policy:

In terms Listing Agreement /Listing Regulations, the Company has established a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct. No personnel have been denied access to the Audit committee. The details of establishment of such mechanism have been uploaded at the website of the company [www.stancap.co.in](http://www.stancap.co.in).

5.4. The Management Discussion and Analysis report is included elsewhere in the Annual Report.

5.5. Compliance Certificate of the Practicing Chartered Accountant During the financial year ended March 31<sup>st</sup>, 2019 your Company has complied with the conditions of corporate governance as prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). Further, Certificate from the Practicing Chartered Accountant, M/s. Krishan Rakesh & Co., confirming compliance with conditions of Corporate Governance as stipulated under Schedule V of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report.

5.6 Details of compliance with mandatory and discretionary (non-mandatory) requirements of SEBI (Listing obligations and disclosure requirement) Regulations 2015 and adoption of the non-mandatory requirements thereof.

All the mandatory requirements of the listing Regulations have been complied with by the company.

## 6. MEANS OF COMMUNICATION

I. Quarterly Results: Dissemination through Stock Exchange, Company's Website and through publication in newspaper as required under Listing Agreement.

II. Newspaper wherein results normally published: FINANCIAL EXPRESS (English) & JANSATTA (Hindi).

III. Website where displayed: [www.stancap.co.in](http://www.stancap.co.in)

IV. The website also displays official news releases and important communications made to Stock Exchange. As and when any presentation is made to institutional investors the same would be simultaneously uploaded on the Company's Website.

V. Reconciliation of Share Capital Audit:

M/s. A.K. Nandwani & Associates, Company Secretary in Practice, carries out quarterly reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities and Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total Issued and Listed Capital. The audit Confirms that the total / paid up Capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized shares held with NSDL and CDSL.

## 7. GENERAL SHAREHOLDER INFORMATION:

### I. Ensuing Annual General Meeting Date, time and venue:

Location	Date	Time
BG-223, Sanjay Gandhi Transport Nagar, G.T. Karnal Road, Delhi-110042	30.09.2019	11.00 A.M.

II. Financial Year: 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019.

III. Date of Book Closure: 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019. (Both days inclusive)

IV. Dividend Payment Date: No dividend is being declared for year under review.

V. Listing on Stock Exchanges: The Company's Equity Shares are listed at BSE Limited, Mumbai.

VI. Stock Code: The Company's Scrip Code at BSE is 511700.

### VII. Dematerialization of Share and Liquidity:

The trading in the Equity Shares of the Company has come under compulsory dematerialization w.e.f. 26<sup>th</sup> February 2001 in terms of the SEBI-Notification No. SMDRP/ POLICY/CIR - 23 / 2000 dated 29<sup>th</sup> May 2000. The Company has joined the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The ISIN No. allotted to the Company is **INE625D01010**. As at 31<sup>st</sup> March 2019, 7,56,417 Equity Shares of the Company are held in dematerialized form constituting 18.91% of the Company's subscribed share capital.

**VIII. Market Price Data:** The monthly High, Low price of the Company during each month in the last financial year at BSE is as under:

Month	High Price	Low Price	Close Price	Volume
Apr-18	1.72	1.60	1.60	1,934
May-18	1.60	1.60	1.60	1,011
Jun-18	1.55	1.36	1.36	1,765
Oct-18	1.36	1.36	1.36	600
Jan-19	1.36	1.36	1.36	2
Feb-19	1.30	1.18	1.18	4,000
Mar-19	1.18	1.18	1.18	2,000

#### IX. Stock Performance-Absolute returns

	1 YEAR %
Standard Capital	26.65
BSE Sensex	17.08
BSE 200	10.45

#### X. Share Transfer System

During the year under review, Share Transfers are registered and returned within stipulated period from the date of receipt, if the documents are clear in all respects. The authority for transfer of shares has been delegated to the Managing Director for transfer of shares up to a fixed number beyond which the matters are placed before the shareholders Committee, which meets as and when required. As reported by Company's RTA all valid requests for transfer during the year under review were transferred within stipulated time limit.

#### XI. The status of Investor's Grievance Redressal from 01.04.2018 to 31.03.2019 is as under:

Nature of Grievance	Received	Cleared
0	0	0

#### XII. The distribution of shareholdings of the Company as on 31st March, 2019 is as under:

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	3222	86.57	6043860	15.11
5001 To 10,000	207	5.56	1775320	4.44
10001 To 20,000	113	3.04	1755730	4.39
20001 To 30,000	50	1.34	1255890	3.14
30001 To 40,000	29	0.78	1050000	2.62
40001 To 50,000	15	0.40	687000	1.72
50001 To 1,00,000	27	0.73	2099330	5.25
1,00,000 and Above	59	1.52	25333870	63.33
<b>Total</b>	<b>3722</b>	<b>100</b>	<b>40001000</b>	<b>100</b>

The category-wise distribution of Shareholders is as follows:

Category	Number of Shares Held	% of Shareholding
<b>A. PROMOTERS HOLDING</b>		
• Indian Promoter	9,42,974	23.57
• Foreign Promoters	0	0
<b>B. Public Shareholding (Institutions)</b>		
• Mutual Funds and UTI	0	0
• Banks/Financial Institutions	0	0
• Foreign Institutional Investors	0	0
<b>C. Public Shareholding (Non Institutions)</b>		
• Bodies Corporate	2,26,124	5.65
• NRIs	0	0
• Indian Public	28,26,413	70.67
• Clearing Member/ Intermediary	0	0
• Resident Indian HUF	4,589	0.11
<b>Total</b>	<b>4000100</b>	<b>100</b>

**XIII. The Company has no outstanding GDRs/ ADRs/ Warrants or any other instruments convertible into equity.**

**XIV. Compliance Officer:** Managing Director of the Company acts as the Compliance Officer. However, Mr. Shyam Lal, Company Secretary of the Company was appointed as Compliance Officer of the Company w.e.f. 27.04.2019.

**XV. Registrar and Transfer Agents:**

**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

D-153 A, 1st Floor, Okhla Industrial Area,  
Phase - I, New Delhi - 110 020  
Tel. : 011-26812682, 83, 011-64732681 to 88  
Fax : 011-26812682  
E-mail : [admin@skylinerta.com](mailto:admin@skylinerta.com)

**XVI. Address for Correspondence:**

STANDARD CAPITAL MARKETS LTD.  
8/28, W.E.A., ABDUL AZIZ ROAD  
KAROL BAGH, NEW DELHI-110 005  
Stancap.delhi@gmail.com  
Tel. No. 011- 28759592

**MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT**

The Members of

**Standard Capital Markets Limited.**

I, Ghanshyam Prasad Gupta, Managing Director of the Company, hereby declares that all the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2019.

**For Standard Capital Markets Limited.**

**Place: New Delhi  
Date: 30.05.2019**

**Sd/-  
Ghanshyam Prasad Gupta  
(Managing Director)  
(DIN: 00287019)**



**CEO/ CFO CERTIFICATION**

The Managing Director and CFO of your Company have submitted to the Board a Certificate regarding compliance of Internal Control System over Financial Reporting as required by SEBI (Listing obligations and disclosure requirement) Regulation, 2015.

**CERTIFICATE**

We, hereby, certify to the best of our knowledge and belief certify to the board that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) (i) There has not been any significant change in internal control over financial reporting during the year under reference.
- (ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
- (iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For Standard Capital Markets Limited**

Sd/-  
**Ghanshyam Prasad Gupta**  
**(Managing Director)**

Sd/-  
**Deepak Kumar**  
**(Chief Financial Officer)**

**Place: New Delhi**  
**Date: 30.05.2019**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Company has obtained a Certificate from the Auditors of the Company regarding compliance of Corporate Governance as stipulated in the Listing Regulations of SEBI.

To  
The Members  
STANDARD CAPITAL MARKETS LTD.  
NEW DELHI

We have examined the compliance of conditions of Corporate Governance by STANDARD CAPITAL MARKETS LTD. for the year ended 31<sup>st</sup> March, 2019 as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2019, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn No. 009088N**

**PLACE: DELHI  
DATED: 30.05.2019**

**(K.K.GUPTA)  
PARTNER  
M No. 087891**

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

For the financial year ended 31.03.2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Standard Capital Markets Limited**  
8/28, WEA Abdul Aziz Road, Karol Bagh,  
New Delhi-110005

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Standard Capital Markets Limited** (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified w.e.f. 15.05.2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 & The Securities Exchange Board of India (Shares Based employee benefits ) Regulation 2014; (Not applicable to the Company during the Audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable the Company during the Audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period) and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period);
- (i) Securities Exchange Board of India (Listing Obligations and Disclosures requirements) Regulation 2015 notified w.e.f. 01.12.2015;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange(s) read with the Securities Exchange Board of India (Listing Obligations and Disclosures requirements) Regulation 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except provisions of Companies Act, relating to appointment of Company Secretary.

We further report that:

1. The Board of Directors of the Company comprises of an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within stipulated time in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decision at Board Meetings and Committee Meetings were carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.
4. As explained and undertaken by the management, the Company has complied with the applicable RBI Guidelines in respect of its NBFC business, as amended from time to time.
5. The Company has not appointed Company Secretary for the period ended 31<sup>st</sup> March, 2019.
6. The Company has not timely intimated to BSE regarding shareholding pattern for quarter ended 31<sup>st</sup> March, 2018.
7. The 100% Shareholding of promoter(s) and promoter group is not in dematerialized form.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Place: New Delhi**  
**Date: 31.08.2019**

**For A.K. Nandwani & Associates**  
**Company Secretaries**

**Sd/-**  
**(Kavita)**  
**Partner**  
**FCS 9115**  
**C P No.: 10641**

*'Annexure A'*

To,  
The Members,  
**Standard Capital Markets Limited**  
8/28, WEA Abdul Aziz Road, Karol Bagh,  
New Delhi-110005

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which management has conducted the affairs of the company.

**For A.K. Nandwani & Associates**  
**Company Secretaries**

**Place: New Delhi**  
**Date: 31.08.2019**

**Sd/-**  
**(Kavita)**  
**Partner**  
**FCS 9115**  
**C P No.: 10641**

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF STANDARD CAPITAL MARKETS LIMITED****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **STANDARD CAPITAL MARKETS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and statement of Cash Flow Statement for the year then ended, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its Profit, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibility of Management's for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### **Other Matter**

We did not audit the financial statements/ information of NIL branches included in the standalone financial statements of the company whose financial statements/financial information reflect total assets of Rs. NIL as at 31st March 2019 and the total revenue of Rs. NIL for the year ended on that date, as considered in the standalone financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such branch auditors. **N.A.**

Our opinion is not modified in respect of these matters.

### **Report on Other Legal and Regulatory Requirements**

1. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), we give in the Annexure 'I' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) In our opinion, the company has, in all material respects reasonably adequate internal financial controls system over financial reporting, keeping in view the size of the company, and nature of its business. Such Internal financial controls over the financial reporting were operating effectively as on 31.03.2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note " Audit of Internal Financial Controls Over Financial Reporting " issued by The Institute of Chartered Accountants of India.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations on its financial position in its financial statements.
  - ii. According to the information and explanations provided to us, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn No. 009088N**

**PLACE: DELHI  
DATED: 30.05.2019**

**(K.K.GUPTA)  
PARTNER  
M No. 087891**

**ANNEXURE - I REFERRED TO IN PARAGRAPH 1 OF THE AUDITORS' REPORT ON ACCOUNTS  
FOR THE YEAR ENDED 31st MARCH, 2019**

1. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.  
  
c) According to information & explanation given to us, company does not have any immovable property.
2. As explained to us physical verification has been conducted by the management at reasonable intervals in respect of its inventories. The discrepancies noticed on such verification between the physical stocks and book records were not significant and the same have been properly dealt with in the books of account.
3. As informed to us the company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
4. According to the information and explanations given to us, the company, the provisions of section 186, are not applicable to the company. We are informed that the company has not provided any security during the year.
5. According to the information and explanations given to us the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. In respect of business activities of the company, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
7. a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees 'state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.

- b) We According to information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess, Octroi, entry tax and other statutory dues which have not been deposited on account of any dispute.
8. The company has not obtained any loan from Financial Institution, Banks, and Government during the period under Audit. The Company has not issued any debentures.
  9. The company has not obtained any Term Loans during the year under audit .The company has not raised any money during the year by way initial or further public offer.
  10. Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit for the year ended 31.03.2019.
  11. According to the information and explanations given to us, the company has not provided any managerial remuneration for the period under audit.
  12. The provisions of clause (xii) of the order are not applicable as the company is not a Nidhi Company as specified in the clause.
  13. According to information and explanations given to us we are of the opinion that Company has not entered into any related party transaction for the period under audit.
  14. According to information and explanations given to us the company has not made any preferential allotment or private placement of shares or debentures during the year.
  15. According to information and explanation given to us the company has not entered into any non-cash transaction with the director or any person connected with him during the year.
  16. According to the information and explanations given to us, In view of its business activities, the company has obtained registration under section 45IA of Reserve Bank of India Act, 1934.

**FOR KRISHAN RAKESH & CO.**  
**CHARTERED ACCOUNTANTS**  
**Firm Regn. No. 009088N**

**PLACE: DELHI**  
**DATED: 30.05.2019**

**(K.K. GUPTA)**  
**PARTNER**  
**M. No. 087891**

**STANDARD CAPITAL MARKETS LIMITED****BALANCE SHEET AS AT 31st MARCH, 2019**

<b>PARTICULARS</b>	<b>Notes</b>	<b>AS AT 31.03.2019 Rs.</b>	<b>AS AT 31.03.2018 Rs.</b>
<b><u>EQUITY &amp; LIABILITIES</u></b>			
<b><u>SHAREHOLDERS' FUNDS</u></b>			
SHARE CAPITAL	2	40,001,000.00	40,001,000.00
RESERVES & SURPLUS	3	191,205.94	(547,269.04)
		<b>40,192,205.94</b>	<b>39,453,730.96</b>
<b><u>NON CURRENT LIABILITIES</u></b>			
Long Term Provision	4	116,400.00	102,900.00
		<b>116,400.00</b>	<b>102,900.00</b>
<b><u>CURRENT LIABILITIES</u></b>			
SHORT TERM BORROWINGS	5	9,260,068.00	8,495,475.00
OTHER CURRENT LIABILITIES	6	719,807.00	509,904.00
SHORT TERM PROVISIONS	7	0.00	0.00
		<b>9,979,875.00</b>	<b>9,005,379.00</b>
<b>TOTAL</b>		<b>50,288,480.94</b>	<b>48,562,009.96</b>
<b><u>ASSET</u></b>			
<b><u>NON CURRENT ASSETS</u></b>			
FIXED ASSETS			
TANGIBLE ASSETS	8	14,988.00	15,429.00
INVESTMENTS	9	770,000.00	770,000.00
LONG TERM LOANS AND ADVANCES	10	37,491.00	59,420.00
		<b>822,479.00</b>	<b>844,849.00</b>
<b><u>CURRENT ASSETS</u></b>			
INVENTORY	11	7,200.00	7,200.00
CASH & CASH EQUIVALENTS	12	2,850,209.94	6,484,618.96
SHORT TERM LOANS & ADVANCES	13	46,608,592.00	41,225,342.00
		<b>49,466,001.94</b>	<b>47,717,160.96</b>
<b>TOTAL</b>		<b>50,288,480.94</b>	<b>48,562,009.96</b>
<b>Significant Accounting Policies</b>	1		

The accompanying NOTES form an integral part of these financial statements.

In terms of our report of even date  
annexed

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS**

**GHANSHYAM PRASAD  
GUPTA  
Managing Director  
00287019**

**KISHORE KARGETI  
DIRECTOR  
00095763**

**K.K. GUPTA  
PARTNER**

**PLACE : DELHI**

**DATED :30.05.2019**

**Deepak Kumar  
CFO  
BBLPK9753M**

**SHYAM LAL  
Company  
Secretary  
ADSPL0029K**

**STANDARD CAPITAL MARKETS LIMITED****STATEMENT OF PROFIT & LOSS FOR THE  
YEAR ENDED 31st MARCH,2019**

<b>PARTICULARS</b>	<b>Notes</b>	<b>YEAR ENDED 31.03.2019 Rs.</b>	<b>YEAR ENDED 31.03.2018 Rs.</b>
<b><u>REVENUE</u></b>			
REVENUE FROM OPERATIONS	14	3,641,339.00	4,779,306.00
OTHER INCOME	15	4,888.00	18,488.00
<b>TOTAL REVENUE</b>		<b>3,646,227.00</b>	<b>4,797,794.00</b>
<b><u>EXPENDITURE</u></b>			
FINANCE COST		849,548.00	779,837.00
CHANGE IN INVENTORY	16	0.00	850,000.00
EMPLOYEE BENEFITS EXPENSES	17	740,279.00	820,054.00
DEPRECIATION & AMORTIZATION EXPENSE	8	441.00	441.00
OTHER EXPENSES	18	1,029,518.02	1,198,422.25
<b>TOTAL EXPENSES</b>		<b>2,619,786.02</b>	<b>3,648,754.25</b>
<b>PROFIT / ( LOSS ) BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>		<b>1,026,440.98</b>	<b>1,149,039.75</b>
<b>TAX EXPENSES:</b>			
<b><u>CURRENT TAX</u></b>			
CURRENT YEAR		274,500.00	304,600.00
INCOME TAX ADJ EARLIER YEAR		(34.00)	0.00
<b><u>DEFERRED TAX</u></b>			
CURRENT YEAR		0.00	0.00
<b>PROFIT FOR THE YEAR</b>		<b>751,974.98</b>	<b>844,439.75</b>
Add: Contingent Provisions against Standard Assets		102,900.00	0.00
Less: Contingent Provisions against Standard Assets		116,400.00	102,900.00
Profit T/F to Balance Sheet		<b>738,474.98</b>	<b>741,539.75</b>

**STANDARD CAPITAL MARKETS LIMITED**  
**EARNING PER SHARE (BASIC / DILUTED) (Rs.)**  
**(After Contingent Provisions)**

**ANNUAL REPORT 2018-19**  
**0.18**

**0.19**

**Significant Accounting Policies**

**1**

The accompanying NOTES form an integral part of these financial statements.

**For KRISHAN RAKESH & CO.**  
**CHARTERED ACCOUNTANTS**

**GHANSHYAM KISHORE**  
**PRASAD KARGETI**  
**GUPTA DIRECTOR**  
**Managing 00095763**  
**Director**  
**00287019**

**K.K. GUPTA**  
**PARTNER**

**PLACE : DELHI**

**DATED :30.05.2019**

**For KRISHAN RAKESH & CO.**

**DEEPAK KUMAR**  
**CFO**  
**BBLPK9753M**

**SHYAM LAL**  
**Company**  
**Secretary**  
**ADSPL0029K**

**STANDARD CAPITAL MARKETS LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31-3-2019**

PARTICULARS	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
<b>A. <u>CASH FLOW FROM OPERATING ACTIVITIES :</u></b>		
Net Profit before tax and extraordinary items	1,026,440.98	1,149,039.75
Adjustments for :		
Depreciation & Amortisations	441.00	441.00
<b>Operating profit before working capital changes</b>	<b>1,026,881.98</b>	<b>1,149,480.75</b>
Adjustments for :		
Trade and other receivables	21,929.00	20,391,300.00
Inventories	0.00	850,000.00
Short Term Loans	(5,383,250.00)	(19,798,147.00)
Other Current Liabilities	209,903.00	130,017.00
<b>Cash generated from operations</b>	<b>(4,124,536.02)</b>	<b>2,722,650.75</b>
Direct taxes paid (net of refunds)	(274,466.00)	(721,200.00)
<b>Net cash inflow/(outflow) in course of operating activities</b>	<b>(4,399,002.02)</b>	<b>2,001,450.75</b>
<b>B. <u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
(Purchase)/sale of fixed assets	0.00	0.00
(Purchase)/sale of investments	0.00	0.00
<b>Net cash inflow/(outflow) in course of investing activities</b>	<b>0.00</b>	<b>0.00</b>
<b>C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from issue of share capital(including share premium & net of share issue expenses)	0.00	0.00
Proceeds from Other Borrowings	764,593.00	
Share application money received	0.00	0.00



**Net cash inflow/(outflow) in course of financing activities**

<b>764,593.00</b>	<b>0.00</b>
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**Net increase in Cash and Cash Equivalents**

**(3,634,409.02)**      2,001,450.75

Add: cash & cash equivalents at the beginning of year

**6,484,618.96**      4,483,168.21

**Cash & cash equivalents at the close of the year**

<b>2,850,209.94</b>	<b>6,484,618.96</b>
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**Notes:**

1) Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard 3 (AS-3)-" Cash Flow Statements".

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS**

**K.K. GUPTA  
PARTNER**

**GHANSHYAM      KISHORE  
PRASAD          KARGETI  
GUPTA          DIRECTOR  
Managing        00095763  
Director  
00287019**

**PLACE : DELHI**

**Deepak Kumar**

**SHYAM LAL**

**DATED :30.05.2019**

**CFO**

**Company  
Secretary**

**STANDARD CAPITAL MARKETS LIMITED****NOTE – 1: SIGNIFICANT ACCOUNTING POLICIES****I. Basis of preparation of financial statements:**

These financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees.

**II. Use of estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. The management believes that the estimates made in the preparation of the financial statements are prudent and reasonable

**II. Income and Expenditure**

Income and Expenditure are accounted for on accrual basis except finance charges and interest on bad & doubtful debts which is recognized as per IRAC norms of RBI guidelines.

**III. Tangible Fixed Assets & Depreciation**

- a) Fixed Assets are stated at their original cost of acquisition inclusive of inward freight, duties and expenditure incurred in their acquisition, construction / installation.
- b) Depreciation is calculated on pro-rata basis from the date of additions, except in case of assets costing Rs. 5,000 or less, where each such asset is fully depreciated in the year of purchase. Depreciation on assets sold / discarded during the year is provided till the date of such sale / disposal.

**IV. Investments**

Investment has been bifurcated into 'long term' and 'current' categories as per RBI Norms. Long term investment is valued at cost and current investment at cost or market value whichever is less. However, provision is being made where diminution in the value of long term investment other than temporary.

**V. INVENTORIES**

Inventories of shares have been valued at cost.

**VI. LOANS & ADVANCES**

Loans and Advances are classified in accordance with IRAC norms issued by RBI.

**VII.** Dividend is accounted for as and when it is declared.

**VIII. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

**IX. Provision, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**a. Provision for Non-Performing Assets**

Provision for standard and non-performing assets

- In accordance with Prudential Norms, contingent provision at 0.25% has been created on outstanding standard assets
- In accordance with Para 10 of Prudential Norms, the Company has shown provision for loans under 'Provisions' forming part of 'Current liabilities and provisions'

Provision for non-performing assets is recorded at rates which are equal to or higher than the rates specified by Reserve Bank of India in their guidelines on prudential norms. The rates used by the Company are as follows:

Asset Classification	Period of Arrears (in Months)	Rates as per Company percentage of Portfolio
Standard	0 - 1	0.25
Substandard	1 - 2	10
Substandard	2 - 3	25
Doubtful	3 - 4	50
Loss	Above 4	100

**X.** Unless specifically stated to be otherwise, these policies are consistently followed.

**STANDARD CAPITAL MARKETS LIMITED**

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
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**NOTE - 2 : SHARE CAPITAL****Authorised**

50,00,000 Equity Shares of Par Value of Rs. 10/- each (Previous Year 50,00,000 Shares of Par Value of Rs.10/- each)	<b>50,000,000.00</b>	50,000,000.00
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**Issued, Subscribed & paid up**

4,00,0100 Equity Shares of Par Value of Rs 10/- each (Previous Year 4,00,0100 Shares of Par Value of Rs.10/- each)	<b>40,001,000.00</b>	40,001,000.00
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<b>40,001,000.00</b>	40,001,000.00
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a) The reconciliation of number of shares outstanding and the amount of Share Capital as at the opening and closing dates is set out below:

PARTICULARS	No. of Shares	No. of Shares
<b>No. of Shares outstanding at the beginning of the period</b>	<b>4,000,100</b>	4,000,100
Addition during the year	<b>0</b>	0
<b>No. of Shares outstanding at the end of the period</b>	<b>4,000,100</b>	4,000,100

b) The Company has one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts) in the proportion of equity shares held by the shareholders.

c) Following Shareholders hold equity shares more than 5% of the total equity shares of the company at the end of the period :

Person	% age No. of shares	% age No. of shares
Sidh Automobiles Ltd.	<b>0.00</b>	2,93,333 (7.33%)

d) Bonus Shares issued during the last 5 Years:-

The company has not issued any bonus shares during the period of last 5 years

**STANDARD CAPITAL MARKETS LIMITED**

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
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**NOTE - 3 : RESERVES & SURPLUS****General Reserve**

Opening Balance	129,094.99	129,094.99
	<b>129,094.99</b>	129,094.99

**Statutory Reserve**

As per Last balance Sheet		
Transferred During The Year	758,251.73	609,851.73
	<b>147,700.00</b>	148,400.00
	<b>905,951.73</b>	758,251.73

**Surplus**

As per Last balance Sheet	(1,434,615.76)	(2,027,755.51)
Add: Net Profit after Tax transferred from Statement of Profit & Loss	738,474.98	741,539.75
	<b>(696,140.78)</b>	(1,286,215.76)
Less: Transferred to Statutory Reserve	147,700.00	148,400.00
	<b>(843,840.78)</b>	(1,434,615.76)
Balance c/f	<b>191,205.94</b>	(547,269.04)

**NOTE -4 LONG TERM PROVISION****Contingent Provision Against Standard Assets**

At the beginning of the year	102,900.00	
Add: during the year	116,400.00	102,900.00
Less Earlier year Transfer (opening)	102,900.00	0.00
	<b>116,400.00</b>	102,900.00

**NOTE - 5 : SHORT TERM BORROWINGS**

Appnit Technology Private Limited	9,260,068.00	8,495,475.00
	<b>9,260,068.00</b>	8,495,475.00

STANDARD CAPITAL MARKETS LIMITED  
**NOTE - 6 : OTHER CURRENT LIABILITIES**

ANNUAL REPORT 2018-19

Expenses Payable	<b>430,078.00</b>	431,920.00
Amount Payable	<b>204,585.00</b>	
TDS Payable	<b>85,144.00</b>	77,984.00
	<b>719,807.00</b>	509,904.00

**NOTE - 7: SHORT TERM PROVISION**

**For Income tax**

Opening Balance	<b>0.00</b>	416,600.00
Provided during the year	<b>274,500.00</b>	304,600.00
Adjusted during the year	<b>0.00</b>	416,600.00
Paid during the year	<b>274,500.00</b>	304,600.00
	<b>0.00</b>	0.00

**STANDARD CAPITAL MARKETS LIMITED**

**NOTES - 8 TO FINANCIAL STATEMENT**

**TANGIBLE ASSET**

DESCRIPTION	C O S T				D E P R E C I A T I O N				W. D. V.	
	AS ON 1/04/2018	ADDITIONS DURING THE YEAR	SALES/ ADJUSTMENTS	TOTAL AS ON 31/03/2019	UPTO 31/03/2018	FOR THE YEAR	ADJUSTMENTS	TOTAL AS ON 31/03/2019	AS ON 31/03/2019	AS ON 31/03/2018
Computer & Printer	15,650.00	0.00	0.00	15,650.00	14,900.00	0.00	0.00	14,900.00	750.00	750.00
Office Equipment	293,577.00	0.00	0.00	293,577.00	278,898.00	441.00	0.00	279,339.00	14,238.00	14,679.00
<b>CURRENT YEAR</b>	<b>309,227.00</b>	<b>0.00</b>	<b>0.00</b>	<b>309,227.00</b>	<b>293,798.00</b>	<b>441.00</b>	<b>0.00</b>	<b>294,239.00</b>	<b>14,988.00</b>	<b>15,429.00</b>
PREVIOUS YEAR	309,227.00	0.00	0.00	309,227.00	293,357.00	441.00	0.00	293,798.00	15,429.00	15,870.00

**NOTE - 9 : INVESTMENTS****Unquoted Investments**

77,000(PY 77,000) Shares in Hari Creations Pvt. Ltd.  
Rs.10/- each fully paid up

770,000.00 770,000.00

770,000.00	770,000.00
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**Unquoted Investments**

Book Value

770,000.00 770,000.00

a) Non-Current investments have been valued considering the significant accounting policy no.1 (iv) disclosed in Note no. 1 to these financial statement.

**NOTE - 10 : LONG TERM LOANS & ADVANCES**

( Unsecured Considered Good )

Income tax advance

37,491.00 59,420.00

37,491.00	59,420.00
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**NOTE - 11 : INVENTORY**

Shares Stock

7,200.00 7,200.00

7,200.00	7,200.00
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a) Inventory have been valued considering the significant accounting policy no.1 (v) disclosed in Note no. 1 to these financial statement.

**NOTE - 12 : CASH & BANK BALANCES****Cash & Cash Equivalent**

Balances With Banks

- in current accounts

2,261,048.94 6,478,246.96

Cash on hand

589,161.00 6,372.00

2,850,209.94	6,484,618.96
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**NOTE - 13 : SHORT TERM LOANS AND ADVANCES**

(Unsecured Considered good unless otherwise stated)

Advances

46,557,917.00 41,148,211.00

Less: Provision for doubtful debts

0.00 0.00

46,557,917.00	41,148,211.00
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I. Tax Advances

50,675.00 77,131.00

46,608,592.00	41,225,342.00
---------------	---------------



**NOTE - 14 : REVENUE FROM OPERATIONS**

Sale of Shares	0.00	854,000.00
Interest Income	3,641,339.00	3,925,306.00
	<b>3,641,339.00</b>	<b>4,779,306.00</b>

**NOTE - 15 : OTHER INCOME**

Interest on IT Refund	4,888.00	18,488.00
	<b>4,888.00</b>	<b>18,488.00</b>

**NOTE - 16 : CHANGE IN INVENTORIES****Opening Stock**

Shares	7,200.00	857,200.00
	<b>7,200.00</b>	<b>857,200.00</b>

TOTAL 'A'

**Closing Stock**

Shares	7,200.00	7,200.00
	<b>7,200.00</b>	<b>7,200.00</b>

TOTAL 'B'

	<b>7,200.00</b>	<b>7,200.00</b>
	<b>0.00</b>	<b>850,000.00</b>

**NOTE - 17 : EMPLOYEE BENEFITS EXPENSE**

Salaries, Wages & Allowances	685,000.00	750,000.00
Staff Welfare & Amenities	55,279.00	70,054.00
	<b>740,279.00</b>	<b>820,054.00</b>

**NOTE - 18 : OTHER EXPENSES****Administrative Expenses**

Printing and stationery	60,190.00	117,202.00
Communication Expenses	90,763.00	59,197.00
Computer Expenses	57,980.00	23,595.00
Books & Periodicals	0.00	31,426.00
Miscellaneous Expenses	464,293.00	514,664.00

**Auditors Remuneration**

- Audit Fees	27,140.00	26,550.00
- Other Matters	17,700.00	11,800.00
Bank charges	872.02	710.25
Advertisement	49,982.00	48,899.00
Business promotion expenses	52,230.00	52,460.00
Electricity and water expenses	68,463.00	72,400.00
Internal Audit Fees	17,250.00	17,250.00
Professional Charges	64,900.00	29,500.00
Travelling & conveyance	55,040.00	84,185.00
Interest on TDS	2,715.00	1,034.00
Sundry Balance W/off	0.00	107,550.00
	<b>1,029,518.02</b>	<b>1,198,422.25</b>

**STANDARD CAPITAL MARKETS LIMITED****OTHER NOTES ON ACCOUNTS**

	AS AT 31.03.2019	AS AT 31.03.2018
	<u>(Rs. In Lacs)</u>	<u>(Rs. In Lacs)</u>
19. <b><u>COMMITMENTS</u></b>		
a) Estimated amount of contracts Remaining to be executed on Capital Account and not provided for :	NIL	NIL
b) Letters of Credit opened in favour of inland/overseas suppliers	NIL	NIL
20. <b><u>Contingent Liabilities not provided for :-</u></b> (excluding matters separately dealt with in other notes)		
a) Counter guarantees issued to Bankers in respect of guarantees issued by them	NIL	NIL
b) Guarantees issued on behalf of Ltd. Co's	NIL	NIL
21. Value of Imports on CIF Basis	NIL	NIL
22. Earning in Foreign Currency	NIL	NIL
23. Expenditure in Foreign Currency	NIL	NIL
24. <b><u>PARTICULARS OF SALES &amp; STOCKS</u></b>		

	<u>CURRENT YEAR</u> <u>Value</u>	<u>PREVIOUS YEAR</u> <u>Value</u>
<b><u>OPENING STOCK</u></b>		
Shares	7,200	8,57,200
<b><u>PURCHASE</u></b>		
Shares	0	0
<b><u>SALES</u></b>		
Shares	0	8,54,000
<b><u>CLOSING STOCK</u></b>		
Shares	7,200	7,200

25. In the opinion of the Board, all Current Assets, Loans & Advances (Except where indicated otherwise) collectively have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
26. Balance confirmation certificates from parties, as appearing in the Balance Sheet under the heads '**Loans & Advances**' on the assets side of the Balance Sheet are subject to confirmations of balances to the extent received have been reconciled/under reconciliation.
26. Provision regarding Provident fund and Gratuity Act, 1972 are not applicable to the company during the year under reference.
27. The company is engaged in the business of non-banking financial activity. Since all the activities relate to main activity, in the opinion of the management, there is only one business segment in terms of AS-17 on segment reporting issued by ICAI.
28. **Related Party Disclosures:**  
In accordance with the Accounting Standards (AS-18) on Related Party Disclosure, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below:-

**A. Key Managerial Personnel**

- Mr. Ghanshyam Prasad Gupta- Managing Director  
Mr. Anil Arora- Chief Financial Officer (Part of the Year)  
Mr. Deepak Kumar- Chief Financial Officer (Part of the Year)

**The related parties with whom transaction taken place during the year and nature of related party relationship:-**

S. No.	Name of the related party	Relationship	Nature of Transaction	For the year ended 2018-19	For the year ended 2017-18
1.	Anil Arora ( Part of the Year)	CFO	Salary	75,000	3,00,000
2.	Deepak Kumar ( Part of the Year)	CFO	Salary	150,000	0

29. Earnings per share (EPS) – The numerators and denominators used to calculate Basic and Diluted Earning per share:

	Year Ended 31.03.2019	Year Ended 31.03.2018
Profit attributable to the Equity Shareholders – (A) (Rs )	7,38,475	7,41,540
Basic/ Weighted average number of Equity Shares outstanding during the year (B)	40,00,100	40,00,100
Nominal value of Equity Shares (Rs)	10	10
Basic/Diluted Earnings per share (Rs) – (A)/(B)	0.18	0.19
<b>Calculation of profit attributable to Shareholders</b>		
Profit Before Tax	10,26,441	11,49,040
Less : Provision for Tax/FBT/Deferred Tax	2,74,500	3,04,600
Less : Income Tax Adjustment	(34)	0
Less: Contingent Provisions against Standard Assets	13500	1,02,900
Add: Deferred Tax Asset	0	
Profit attributable to Shareholders	7,38,475	7,41,540

30. Figures for the previous year have been regrouped or recasted wherever necessary.
31. Disclosure of details as required by revised para 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier para 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

**Liabilities Side:**

		<b>(Rs. In Lacs)</b>			
Particulars		Year ending 31.03.2019		Year ending 31.03.2018	
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :	Amount	Amount	Amount	Amount
		outstandin g	overdue	outstandin g	overdue
a)	Debentures : Secured : Unsecured (other than falling within the meaning of public (deposits)	-	-	-	-
(b)	Deferred Credits	-	-	-	-
(c)	Term Loans	0	-	0	-
(d)	Inter-corporate loans and borrowing	92.60	-	84.95	-
(e)	Commercial Paper	-	-	-	-

(f)	Other Loans (specify nature)	-	-	-	-
	- Loans from Bank	-	-	-	-

**Assets Side**

		Amount outstanding	Amount outstanding
(2)	Break-up of loans and advances including bills receivables (other than those included in (4) below :-		
	a) Secured	-	-
	b) Unsecured	465.58	411.48
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	-	-
	(b) Operating lease	-	-
	Stock on hire including hire charges under		
	(ii) sundry debtors :		
	(a) Assets on hire	-	-
	(b) Repossessed Assets	-	-
	Other loans counting towards AFC activities		
	(iii) (a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-

(4)	Break-up of Investments :		
	Current Investments :		
	1. <u>Quoted</u> :		
	(I) Shares : (a) Equity	-	-
	(b) Preference	-	-
	Debentures and		
	(ii) Bonds	-	-
	(iii) Units of mutual funds	-	-
	Government		
	(iv) Securities	-	-
	(v) Others (please specify)	-	-

1. <u>Unquoted</u> :		
(I) Shares : (a) Equity	-	-
(b) Preference	-	-
Debentures and		
(ii) Bonds	-	-
(iii) Units of mutual funds	-	-
Government		
(iv) Securities	-	-
(v) Others (please specify)	-	-
Long Term investments :		
(I) Shares : (a) Equity	-	-
(b) Preference	-	-
Debentures and		
(ii) Bonds	-	-
(iii) Units of mutual funds	-	-
Government		
(iv) Securities	-	-
(v) Silver	-	-
2. <u>Unquoted</u> :		
(a)		
(i) Shares : Equity	7.70	7.70
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

## (5) Borrower group-wise classification of assets financed as in (2) and (3) above :-

Category	Amount net of provision			Amount net of provision		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
a) Subsidiaries	-	-	-	-	-	-
Companies in the same						
b) group	-	0	0	-	0	0
c) Other related parties	-	-	-	-	-	-
2. Other than related parties	-	465.58	465.58	-	408.55	408.55
Total	-	465.58	465.58	-	411.48	411.48

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Current Year		Previous Year	
	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	0	0	0	0
(c) Other related parties	-	-	0	0
2. Other than related parties	0	0	0	0

7 Other Information

Particulars	Current Year Amount	Previous Year Amount
(i) Gross Non-Performing Assets		
a) Related parties	-	-
b) Other than related parties	-	-
ii) Net Non-Performing Assets		
a) Related parties	-	-
b) Other than related parties	-	-
iii) Assets acquired in satisfaction of debt	-	-

Note: In case of Investments in unquoted shares, it is assumed that market value is same as book value.

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS**

**GHANSHYAM PRASAD  
GUPTA  
Managing Director  
00287019**

**KISHORE KARGETI  
DIRECTOR  
00095763**

**K.K. GUPTA  
PARTNER**

**PLACE : DELHI**

**DATED :30.05.2019**

**Deepak Kumar  
CFO  
BBLPK9753M**

**SHYAM LAL  
Company  
Secretary  
ADSPL0029K**

**Form No. MGT-11****Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L74899DL1987PLC027057

**Name of the Company:** STANDARD CAPITAL MARKETS LIMITED

**Venue of the Meeting:** BG 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042

**Date and Time:** Monday, 30<sup>th</sup> September, 2019 at 11:00 A.M.

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 11:00 a.m. at BG 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
<b>ORDINARY BUSINESS:</b>				
1.	Adoption of Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a director in place of Mr. Ghanshyam Prasad Gupta (DIN:00287019) who retires by rotation and being eligible, offers herself for re-appointment as Director.			
<b>SPECIAL BUSINESS:</b>				
3.	Appointment of <b>Mr. Kishore Kargeti (DIN: 00095763)</b> , as Independent Director on the Board of the Company To consider and, if thought fit, to pass with or without modification/s, the following resolution as an Ordinary Resolution <b>"RESOLVED THAT</b> Mr. Kishore Kargeti (DIN: 00095763), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 2019 to holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 (the 'Act') and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office			



	<p>of Director, be and is hereby appointed as a Director of the Company;  <b>RESOLVED FURTHER THAT</b> pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactments thereof and Schedule IV to the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), as amended from time to time, Mr. Kishore Kargeti (DIN: 00095763), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold the office for a term of five years from February 13, 2019 upto February 12, 2024."</p>			
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\*\* This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this ..... Day of ..... 2019

Signature of shareholder.....

Signature of Proxy holder(s) .....

Affix One Rupee Revenue Stamp
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**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**ATTENDANCE SLIP**

<b>Registered Folio / DP ID &amp; Client ID</b>
<b>Name and Address of the Shareholder</b>

- I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company being held on Monday, 30<sup>th</sup> September, 2019 at 11:00 A.M. at BG 223, Sanjay Gandhi Transport Nagar, GT Karnal Road, New Delhi-110042.
- Signature of the Shareholder/Proxy Present
- Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

*NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.*

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E Voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>

**Note:** Please read the instructions printed under the Note to the Notice dated 31<sup>st</sup> August, 2019 of the 32<sup>nd</sup> Annual General Meeting of the Company. The E-Voting period starts from 10:00 A.M on Friday, 27<sup>th</sup> September, 2019 and ends at 5:00 P.M on Sunday, 29<sup>th</sup> September, 2019. The e-Voting module shall be disabled by CDSL for voting thereafter.

**Route Map for AGM of Standard Capital Markets Limited to be held on Monday, 30<sup>th</sup> September, 2019 at 11:00 P.M.**

