

Ref. No.: SCML/2026-27/443

Date: May 30, 2026

To,
Listing Operations,
BSE Ltd.
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrip Code: 511700
ISIN: INE625D01028

SUBJECT: Annual Secretarial Compliance Report for the year ended March 31, 2026 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")

Dear Sir/Madam,

Please find enclosed herewith Annual Secretarial Compliance Report of the Company issued by Virender Kumar & Associates, Practicing Company Secretaries, for Financial Year ended March 31, 2026, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

The above said report also uploaded on Company's website at www.stancap.co.in.

We request you to take the same on your records.

Thanking you,

Yours faithfully,
For Standard Capital Markets Limited

Vineeta Gautam
Company Secretary
M. No. A50221

Encl: As above



Virender Kumar & Associates
Company Secretaries

**SECRETARIAL COMPLIANCE REPORT OF STANDARD CAPITAL MARKETS LIMITED FOR THE YEAR
ENDED MARCH 31, 2026**

**[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing obligations and
Disclosure Requirements) Regulations, 2015]**

To,
The Board of Directors
Standard Capital Markets Limited
Unit 226, 2nd Floor, D Mall, Netaji Subhash Place, Pitampura, Delhi-110034

Dear Sir/Ma'am,

I, **Virender Kumar & Associates**, Company Secretaries in Practice, have examined:

- a) all the documents and records made available to us and the explanation provided by **Standard Capital Markets Limited ("the Listed Entity")**,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **March 31, 2026 ("Review Period")** in respect of compliance with the provisions of:

1. the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, and guidelines issued thereunder; and
2. the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, as amended from time to time, whose provisions and the circulars/ guidelines issued thereunder, have been examined according to their applicability during the period under review, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- During the review period, the Company has increased its Authorised Share Capital to INR 18,00,00,00,000/- (Rupees One Thousand Eight Hundred Crore Only) on April 02, 2025.
- Further, during the review period, the Company, on May 19, 2025, has made a preferential allotment of 72,45,74,640 equity shares at an issue price of INR 1.30/- per share (including a premium of INR .30/- per share) aggregating to INR 94,19,47,032/- (Rupees Ninety-Four Crore Nineteen Lakh Forty-Seven Thousand and Thirty-Two Only) to persons belonging to the non-promoter category:

S. No.	Name of the Proposed Allottees	Number of Equity Shares upto
1.	Flash Merchandise Private Limited	38,46,15,384
2.	YUCCA Merchants Private Limited	33,99,59,256
Total		72,45,74,640

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable during the year under review)*;

g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not Applicable during the year under review)*;

h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021;

During the review period, on April 30, 2025, the Company approved the issuance of Secured, Unlisted, Unrated, Redeemable Non-Convertible Debentures ("NCDs") aggregating up to INR 900 Crores on a private placement basis, in accordance with the terms and conditions of the issue. Pursuant thereto, the Company allotted 89,510 secured, unlisted and unrated NCDs under the said issuance.

i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not Applicable during the year under review)*;

j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, to the extent applicable;

And circulars/ guidelines issued thereunder.

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulation s/ circulars /	Regulation/ Circular No.	Deviations	Action Taken by	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company	Management Response	Remarks
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guidelines including specific clause)							Secretary		
Nil									

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Particulars	Details
Not Applicable	

- c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website; - Timely dissemination of the documents/ information under a separate section on the website; - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website;	Yes	-
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-

5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N/A Yes	The Company does not have any material subsidiaries as on March 31, 2026.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	a) Yes b) N/A	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: On September 02, 2025, there was a delay of one day in uploading the Shareholding Pattern by the Company. Consequently, the Securities and Exchange Board of India (SEBI) imposed a fine of INR 2,360/- on the Company.	Yes	<i>The Company had delayed the submission of the Shareholding Pattern for the quarter by one day on September 02, 2025. Consequently, a penalty of ₹2,360/- was levied by the Stock Exchange/SEBI, which has been duly paid by the Company. Except for the aforesaid instance, the Company has generally complied with</i>

			<i>the applicable provisions of the SEBI (LODR) Regulations, 2015.</i>
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries: The listed entity has complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on Compliance with the provisions of the LODR Regulations by listed entities	N/A	-
13.	Structural Digital Database (SDD) Compliance If the Company is non-compliant with SDD requirement the Company needs to submit quarterly compliance certificate certified by Practicing Company Secretary till the time Company complies.	Yes	-
14.	No Additional Non-compliances observed: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	N/A	-

Assumptions & limitation of scope and review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Virender Kumar & Associates
Company Secretaries



Virender Kumar
ACS No.: A67835
CP No.: 25458
Peer Review No.: 5242/2023
UDIN: A067835H000551001

Place: Haryana
Date: May 30, 2026