

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 31.03.2017, 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 directors are proficient in their field and bring with them decades of rich experience. Mr. Narender Kumar Arora 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 12.05.2017, Mr. Ghanshyam Prashad Gupta 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 non-independent to the Shareholder's at the ensuing Annual General Meeting of the company. On 13.08.2016 resignation of Mr. Durga Parsad Sharma and Mr. Vijay Sehgal has been accepted. They have resigned from The Board of director due to

their personal reasons and the resignation was accepted in the Board meeting held on 13.08.2016. Mr. Kapoor Chand Gupta resigned from the Board of Directors on 26.12.2016.

The Composition of the Board and category of Directors as on 31st March, 2017 is as follows:

Category Name of Directors	Name of Director
Promoter & Executive	Mr. Narender Kumar Arora (Managing Director)
Independent & Non-executive	Ms. Arika Chopra Ms. Neelam Dhingra

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 30th May, 2016, 13th August, 2016, 05th September, 2016, 14th November, 2016, 26th December, 2016, 14th February, 2017 and the gap between two board meetings did not exceed 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. Narender K. Arora	Promoter Executive	1	Nil	Nil	6	6	Yes	1,87,953 (4.70%)
Ms. Neelam Dhingra	Independent & Non Executive	1	Nil	Nil	6	6	Yes	Nil
Ms. Arika Chopra	Independent & Non Executive	2	Nil	Nil	6	5	Yes	Nil

*As on 31.03.2017

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. Accordingly, Mr. Narender Kumar Arora would retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

- The Directorships, held by the Directors as mentioned above, do not include alternate Directorship, and Directorship in foreign Companies.
- In accordance with SEBI Regulations, 2015 Membership / Chairmanship in other Companies (excluding Standard Capital Markets Limited) have been considered.
- 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.

Familiarisation 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. Narender Kumar Arora retires by rotation and being eligible, offers himself for re-appointment. His re-appointment will be considered in the forthcoming Annual General Meeting as non-independent and executive.

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

Name of the Director	Mr. Narender Kumar Arora	Mr. Ghanshyam Prashad Gupta
DIN	00202037	00287019
Date of Birth	08.08.1956	15.01.1956
Date of Appointment	19.02.1987	12.05.2017
Profile/Expertise in Specific functional Areas	He is an FCA with more than 35 years experience in various field including finance and Industry.	Sh. Ghanshyam Prasad Gupta is a Chartered Accountant with 30 years' experience in the field of shares and security market and allied fields.
Qualifications	Chartered Accountant	Chartered Accountant
List of directorships in other Public Companies As on 31 st March,2017	Parthy & Widge Securities Limited	1. Sahyog Multibase Limited 2. Quad Infratech Limited 3. Sheen Enterprises Limited
Membership of Committee of Board in other Public Companies.(As on 31 st March,2017)	Nil	Nil

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, 2103 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 Ms. Neelam Dhingra as its Chairman, Mr. Narender K Arora and Mr. Arika Chopra as its Members. 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 were held during the year under report and the attendance of committee members (presence id marked as Yes/No) was as follows:

Name/Meeting date	30.05.2016	13.08.2016	14.11.2016	14.02.2017
Ms. Arika Chopra	No	Yes	Yes	Yes
Mr. Narender K Arora	Yes	Yes	Yes	Yes
Ms. Neelam Dhingra	Yes	Yes	Yes	Yes

(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 Committee is headed by Ms. Arika Chopra as its Chairman, Mr. Narender Kumar Arora Ms. Neelam Dhingra, as its members. During the year ended on 31st March, 2017, this Committee met on 1(one) occasion i.e. 13th February, 2017 which were attended by all the members.

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. Narender Kumar Arora 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.in

All members of the Board, the executive officers and seniors employees have affirmed compliance to the code of conduct as on 31st March, 2017. 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.

The Committee comprises of Ms. Arika Chopra, as its Chairman, Mr. Narender Kumar Arora and Ms. Neelam Dhingra as the members of the Committee. During the year under report, Two (2) Nomination and Remuneration Committee Meetings were held on 30th May, 2016 and 13th February, 2017 and the same were attended by all the committee members.

(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.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. Committee comprises of Ms. Neelam Dhingra as Chairperson, Ms. Arika Chopra and Mr. Narender Kumar Arora as members.

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
2013-2014	AGM	94/16, Mukhmelpur Road, Zindpur, Alipur Delhi-110036	30.09.2014	10.00 A.M.
2014-2015	AGM	As Above	30.09.2015	10.00 A.M.
2015-2016	AGM	As Above	30.09.2016	10.00 A.M.

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

Year	Resolution(s)
2013-2014	2013-14 To consider and approve the appointment of Mr. Narender KUMar Arora (DIN 00202037) as Managing Director.
2014-2015	NIL
2015-2016	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. There are no such instances

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.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 31st, 2017 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. Tiwari & Associates, 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: The Pioneer (English) & Vir Arjun (Hindi).

III. Website where displayed: www.stancap.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	30.09.2017	10.00 A.M.

II. **Financial Year:** 1st April 2016 to 31st March 2017.

III. **Date of Book Closure:** 24th September, 2017 to 30th September, 2017. (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 Bombay Stock Exchange Limited (BSE), 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. 26th February 2001 in terms of the SEBI-Notification No.SMDRP/ POLICY/CIR - 23 / 2000 dated 29th 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 31st March 2017, 6,95,417 Equity Shares of the Company are held in dematerialized form constituting 17.38% 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-16	2.7	2.7	2.7	1,000
Jul-16	3	2.83	3	2,500
Aug-16	3.3	3	3.3	1,791
Sep-16	3.14	2.47	2.58	7,691
Oct-16	2.57	1.81	1.81	6,261
Nov-16	1.72	1.72	1.72	51
Dec-16	2.23	1.8	2.23	294
Jan-17	2.45	2.34	2.45	1,001
Feb-17	2.33	2.22	2.22	552
Mar-17	2.95	2.22	2.95	7,029

IX. Stock Performance-Absolute returns

	1 YEAR %
Standard Capital	6.88
BSE Sensex	16.89
BSE 200	22.46

X. Share Transfer System

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 as per the resolution of the Board of directors. 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 01.04.2016 to 31.03.2017 is as under:

Nature of Grievance	Received	Cleared
Non receipt of Dividend	1	1

XII. The distribution of shareholdings of the Company as on 31st March, 2017 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	3292	86.18	6189800	15.47
5001 To 10,000	212	5.55	1820350	4.55
10001 To 20,000	115	3.01	1779020	4.45
20001 To 30,000	61	1.6	1532550	3.83
30001 To 40,000	35	0.92	1286000	3.21
40001 To 50,000	18	0.47	813920	2.03
50001 To 1,00,000	29	0.76	2213330	5.53
1,00,000 and Above	58	1.52	24366030	60.91
Total	3820	100	40001000	100

The category-wise distribution of Shareholders is as follows:

Category	Number of Shares Held	% of Shareholding
A. PROMOTERS HOLDING		
• Indian Promoter	19,33,335	48.33
• Foreign Promoters	0	0
B. Public Shareholding (Institutions)		
• Mutual Funds and UTI	0	0
• Banks/Financial Institutions	0	0
• Foreign Institutional Investors	0	0
C. Public Shareholding (Non Institutions)		
• Bodies Corporate	2,93,274	7.33
• NRIs	0	0
• Indian Public	17,73,191	44.34
• Clearing Member/ Intermediary	300	0.007
Total	4000100	100

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.

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

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, Narender Kumar Arora, 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 31st March, 2017.

For Standard Capital Markets Limited.

Place: New Delhi
Date: 30.05.2017

Sd/-
Narender K Arora
(Managing Director)
(DIN: 00202037)