



STOCK HOLDING CORPORATION OF INDIA LIMITED

Notice of the Thirty-sixth Annual General Meeting

Notice is hereby given that the Thirty-sixth Annual General Meeting (AGM) of the Members of **Stock Holding Corporation of India Limited (hereinafter referred to as 'the Corporation')** will be held on **Monday, December 04, 2023 at 3.00 p.m.** through Video Conference (VC) / Other Audio Video Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1 Adoption of Financial Statements

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Corporation for the financial year ended March 31, 2023 and the Reports of the Board of Directors of the Corporation, the Statutory Auditors and the Comments of Comptroller & Auditor General of India thereon, including Annexures thereto.

2 Declaration of Dividend

To declare a final dividend of ₹18.80/- per equity share and confirm an interim dividend of ₹23.50/- per equity share already paid for the financial year ended March 31, 2023.

3 Appointment and Remuneration of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the Board of Directors of the Corporation be and are hereby authorized to decide and fix the remuneration of the Statutory Auditor (s) of the Corporation to be appointed by Comptroller and Auditor General of India (CAG) for the financial year 2023-24, as it may deem fit."

4 Appointment of Ms. Vasantha Govindan (DIN 02230959) as a Director liable to retire by rotation

To appoint a Director in place of Ms. Vasantha Govindan [DIN 02230959] who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS

5 Appointment of Mr. Prasoon (DIN 03599426) as a Director

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

"RESOLVED THAT Mr. Prasoon [DIN 03599426] who was appointed as an Additional Director by the Board with effect from September 27, 2022 pursuant to Article 135 of Articles of Association of the Corporation read with Section 161 of the Companies Act, 2013 and in respect of whom the Corporation has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Corporation liable to retire by rotation."

6 Appointment of Mr. Bijoy Sankar Mishra (DIN 10056315) as a Director

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

"RESOLVED THAT Mr. Bijoy Sankar Mishra [DIN 10056315] who was appointed as an Additional Director by the Board with effect from April 13, 2023 pursuant to Article 135 of Articles of Association of the Corporation read with Section 161 of the Companies Act, 2013 and in respect of whom the Corporation has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Corporation liable to retire by rotation."

7 Appointment of Mr. Titus Francis Maliakkal (DIN 10124446) as a Director

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

"RESOLVED THAT Mr. Titus Francis Maliakkal [DIN 10124446] who was appointed as an Additional Director by the Board with effect from July 06, 2023 pursuant to Article 135 of Articles of Association of the Corporation read with Section 161 of the Companies Act, 2013 and in respect of whom the Corporation has received a notice in

writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Corporation liable to retire by rotation.”

8. Ratification of the extension in tenure of Mr. Ramesh N.G.S. (DIN No.06932731) as MD & CEO

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

“RESOLVED THAT pursuant to Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act and in terms of Article 158, 159, 160 and 161 of the Articles of Association of the Corporation and the notifications and circulars issued by Central Government relating to appointment and remuneration of Managerial Personnel, extension of tenure of Mr. Ramesh N.G.S. [DIN No.06932731] as Managing Director & CEO of the Corporation be approved / ratified for the period of six months i.e. from October 14, 2022 till April 13, 2023 (on the existing terms, conditions and remuneration as per the explanatory statement annexed hereto).”

“RESOLVED FURTHER THAT the salary and perquisites payable to Mr. Ramesh N.G.S. shall not exceed 5% of the net profits in any financial year and shall be in conformity with the provisions of Schedule V of the Companies Act, 2013.”

NOTES :

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/ 2020 dated April 8, 2020 and No.17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated 8th December 2021, No. 21/2021 dated 14th December 2021, No. 2/2022 dated 5th May 2022 and No.10 dated December 28, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Corporation is being held through VC / OAVM on Monday, December 04, 2023 at 3.00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Corporation situated at 301, Centre Point, Dr. B. Ambedkar Road, Parel, Mumbai 400012.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Corporation. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at office@csdakamat.com with a copy marked to the Corporation email id at agm@stockholding.com, not later than 48 hours before the scheduled time of the commencement of the Meeting.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Corporation will be entitled to vote at the AGM.
5. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Corporation at www.stockholding.com.
6. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Corporation at www.stockholding.com
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5, 6, 7 & 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per MCA Circulars, the Corporation is offering “remote e-voting facility” 6 days prior to the date of AGM and “e- voting facility” during the AGM to its Members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the AGM.

11. Pursuant to MCA Circulars, a designated email address viz., agm@stockholding.com has been created by the Corporation so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the R&T/ Depository Participant. The Members will be allowed to post questions during the course of the Meeting. However, the queries can also be given in advance at agm@stockholding.com
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Corporation, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Corporation, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
13. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN power of attorney registration, bank mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
14. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Corporation will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Corporation will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their electronic bank mandate with their respective DPs.
15. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Corporation at email id : agm@stockholding.com in case the shares are held in physical form, quoting their folio no.
16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available at the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Corporation or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Corporation of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form.
20. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item nos. 5-8 is annexed hereto. The relevant details, pursuant to Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
21. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Corporation for inspection by the Members. The same will be shared with the members on receipt of request.
22. Only those shareholders of the Corporation who are holding shares either in physical form or in dematerialized

form, as on the cut-off date (i.e. November 24, 2023), shall be entitled to cast their vote through VC/OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
24. Instructions for procedure to claim exemption on tax deduction at source, procedure for joining the AGM through VC/OAVM and procedure for remote e-voting & e-voting during the AGM are as follows :

Communication in respect of deduction of tax at source on Dividend payout

25. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Corporation is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Corporation / Registrar & Transfer Agent to enable the Corporation to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.
26. Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to update the details with our RTA – M/s. Link Intime India Pvt. Limited.
- a. For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 10%) on the amount of dividend declared and paid by the Corporation during financial year 2022-23, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.
- b. However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the financial year 2022-23 does not exceed ₹5,000/-. Please note that this includes future dividends, if any, which may be declared by the Corporation during the financial year 2023-24.
- c. Separately, in cases where a shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable

to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- d. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.
- e. The forms for tax exemption can be downloaded from M/s. Link Intime's website. The URPL for the same is as under:

<https://www.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the url mentioned below <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page, the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of M/s. Link Intime India Pvt. Ltd should be done on or before December 04, 2023 (record date for the dividend) in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after December 04, 2023 (record date for the dividend), 6:00 PM.

Shareholders may note that in case the tax on said interim/ final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, option is available to shareholder to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

All communications / queries in this respect should be addressed to our RTA, M/s. Link Intime India Pvt. Limited to its email address rnt.helpdesk@linkintime.co.in

27. The invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL : <https://instameet.linkintime.co.in> & Click on **“Login”**.

- ▶ Select the **“Company”** and **‘Event Date’** and register with your following details: -

A. Demat Account No. or Folio No:

Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable).

- C. Mobile No.:** Enter your mobile number.

- D. Email ID:** Enter your email id, as recorded with your DP/Company.

- ▶ Click **“Go to Meeting”** (You are now registered for InstaMeet and your attendance is marked for the meeting).

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS WHO WISH TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id agm@stockholding.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under “Favour/Against”.
5. After selecting the appropriate option i.e. “Favour/Against” as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders / Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on Tel: 022-49186175.

InstaVote Support Desk Link Intime India Pvt. Ltd.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Remote e-Voting instructions for shareholders

Remote e-voting period starts at (09:00 A.M. IST) on November 28, 2023, and ends at (05:00 P.M. IST) on December 03, 2023. The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) & login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode and has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaMeet Support Desk

Link Intime India Pvt. Ltd.

Annexure to the Notice of the 36th AGM of Stock Holding

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO.5

Mr. Prasoon is an Electrical Engineer, PG Diploma in Management (Energy), CAIIB, Fellow Member of the Institute of Engineers and is currently Executive Director of IFCI Limited. Mr. Prasoon has over 14 years of experience in consolidated Treasury and Investments, Corporate Accounts and Taxation and Resources departments. He also has experience in handling IT, Corporate Planning & Consultancy Services, Credit & Collection departments.

The Corporation has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company and Mr. Prasoon has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and accordingly recommend to the shareholders, appointment of Mr. Prasoon, as a Non-Executive Director of the Company, liable to retire by rotation.

Disclosures, as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The Board and the Corporation will immensely benefit from his rich experience and expertise. Accordingly, the Board recommends this resolution for approval of the members of the Corporation.

Except Mr. Prasoon being appointee none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

ITEM NO.6

Mr. Bijoy Sankar Mishra is a MA in Political Science. Mr. Mishra joined Life Insurance Corporation of India as a Direct Recruit in the year 1986. He has worked in various Departments and in various capacities viz., as Marketing Manager of Cuttack Division, Sr. Divisional Manager of undivided Howrah Division and Kharagpur Division, Regional Manager (Mktg/CLIA) of EZO, Kolkata and Secretary (Mktg/CLIA), Central Office, Regional Manager (E&OS) of ECZ, Patna, Regional Manager (Mktg) of Central Zone, Bhopal and Eastern Zone, Kolkata and on promotion as Executive Director (Mktg/CLIA) on 16th June, 2020 and later as Zonal Manager (I/C) Western Zone on 2nd March 2022 till his retirement in the month of April 2023.

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 of the Company and Mr. Mishra, has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and accordingly recommend

to the shareholders, appointment of Mr. Mishra, as a Non-Executive Director of the Company, liable to retire by rotation.

Disclosures, as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The Board and the Corporation will immensely benefit from his rich experience and expertise. Accordingly, the Board recommends this resolution for approval of the members of the Corporation.

Except Mr. Mishra being appointee none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

ITEM NO.7

Mr. Titus Francis Maliakkal is a Graduate in Commerce and a Chartered Accountant. He is also a Fellow Member of the Insurance Institute of India. Mr. Maliakkal joined The New India Assurance Co. Ltd. (NIA) as a Trainee in year 1987. He has worked at various capacities at Mumbai Regional Office, Central Accounts Dept., Baroda Regional Office, Reinsurance Account Dept., Corporate Finance & Accounts Dept at Head Office of NIA. In the years between 2007 and 2011, Mr. Maliakkal was posted at Tanzania. Currently, he is the Whole Time Director (WTD) and Chief Financial Officer [CFO] at NIA.

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 of the Company and Mr. Maliakkal has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and accordingly recommend to the shareholders, appointment of Mr. Maliakkal as a Non-Executive Director of the Company, liable to retire by rotation.

Disclosures, as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The Board and the Corporation will immensely benefit from his rich experience and expertise. Accordingly, the Board recommends this resolution for approval of the members of the Corporation.

Except Mr. Maliakkal being appointee none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

ITEM NO.8

The shareholders at its meeting held on September 19, 2014 approved the appointment of Mr. Ramesh N.G.S. as Managing

Director & CEO for a period of three years i.e. from July 28, 2014 to July 27, 2017 and the terms and conditions thereof as approved by the Board at its meeting held on July 28, 2014.

The shareholders at its meeting held on September 15, 2017 approved the extension in tenure of Mr. Ramesh N.G.S. as Managing Director & CEO from July 28, 2017 till his superannuation i.e. October 13, 2021 as approved by the Board at its meeting held on May 26, 2017. Further the shareholders at its meetings held on September 24, 2021 and September 23, 2022 approved the extension in tenure of Mr. Ramesh N.G.S. as Managing Director & CEO from October 14, 2021 to April 13, 2022 and April 14, 2022 till October 13, 2022 respectively.

Subject to the approval of the General Body of Shareholders, the Board at its meeting held on October 10, 2022 approved the extension in tenure of Mr. Ramesh N.G.S. as Managing Director & CEO for a further period of six months i.e. from October 14, 2022 till April 13, 2023 or till such time an alternate arrangement is made/a new incumbent is appointed as MD & CEO, whichever is earlier.

The terms and conditions of appointment of Mr. Ramesh N.G.S. are as enumerated below :

1. Term

The post of Managing Director & CEO will be from October 14, 2022 till April 13, 2023.

2. Pay

- a. Proposed basic of ₹2,24,400/- per month (Level 16 as per 7th Pay Commission Report)
- b. Increment – annual increments as provided in the Government scales from time to time, currently @ 3% annually.
- c. Currently, no Dearness Allowance (DA) due to merging of DA with basic in line with 7th pay Commission. DA will apply subsequently as per Government DA announced from time to time
- d. City Compensatory Allowance @ ₹1,000/- p.m.

3. Perquisites

a. Housing

Rent free furnished accommodation to be provided by StockHolding. The cost of furniture / furnishings shall not exceed ₹3 lakh every 3 years or in case the stay is in own accommodation or private arrangements are made for stay, a compensation comprising 10% of the pay and admissible house rent allowance @ 30% of actual pay drawn per month.

b. Medical expenses

Actual expenses incurred for self and dependent family members in India. For expenditure to be

incurred relating to treatment abroad, specific approval of the Board is required.

c. Conveyance

Entitled to free use of company car.

d. Performance linked Incentive

As decided by the Board, based on the recommendations of the Nomination and Remuneration Committee from time to time.

e. Traveling & Halting Allowance

Actual expenditure to be reimbursed for outstation journeys to be undertaken for official work as per rules of StockHolding.

f. Leave

As per staff regulations of StockHolding.

g. Encashment of leave on completion of tenure

Entitled to encash earned leave at the time of completion of tenure which may be lying to his credit. The amount of leave salary will be calculated on the last salary drawn.

h. Leave Travel Allowance

Entitled to travel for self and family, by any mode, once in a block of two years for visiting any place in India as per entitled class as applicable for official tour.

i. Provident Fund

Provident Fund as per StockHolding rules i.e. a sum equivalent to 12% of monthly pay (Basic) will be deducted towards Provident Fund and an equivalent contribution will be made by StockHolding.

j. Gratuity

Entitled to Gratuity at a rate of half month's pay for each completed year of service irrespective of completion of 5 years. Part service in excess of 6 months shall be reckoned as a completed year of service. The service would be deemed to be continuous and commenced from July 28, 2014. Gratuity is subject to the maximum payable under the provisions of Gratuity Act from time to time.

k. National Pension System

MD & CEO can opt for a contribution of 10% of basic + DA to be adjusted against allowances paid to him.

l. Entertainment Allowance & Club Fees

Actual entertainment expenses subject to a ceiling of ₹24,000/- p.a. Membership fees of clubs as applicable at StockHolding.

m. Retirement fare concession / shifting of household goods

Single fare journey by entitled class for self and family and cost of shifting of household goods to hometown at the time of retirement from StockHolding.

n. Foreign visits

To be undertaken with prior approval of the Board.

o. Telephone

Company shall provide telephone at residence for office use. Mobile phone and laptop shall also be provided as per StockHolding rules.

p. Other Terms and Conditions

MD & CEO shall be entitled to Group Accident & Life Insurance Scheme and all other facilities, amenities and perquisites which may be applicable to the staff of StockHolding from time to time.

The other terms and conditions of appointment, to the extent not specified herein, shall be governed by the Service Manual of StockHolding. The Managing Director & CEO will also be governed by such other terms relating to service conditions as StockHolding may issue from time to time.

Disclosures, as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Mr. Ramesh N.G.S. demitted office at the close of business hours on April 13, 2023.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

Registered office address:

301, Centre Point
Dr. B. Ambedkar Road
Parel, Mumbai – 400012.
CIN : U67190MH1986GOI040506
Website : www.stockholding.com

Place : Mumbai
Date : September 26, 2023

BY ORDER OF THE BOARD

Shashikant L. Nayak
Company Secretary

Annexure to the Notice

Details of Directors seeking appointment / reappointment at the 36th AGM

Name of Director	Ms. Vasantha Govindan	Mr. Prasoon	Mr. Bijoy Sankar Mishra	Mr. Titus Francis Maliakkal	Mr. Ramesh N.G.S.
Director Identification Number (DIN)	02230959	03599426	10056315	10124446	06932731
Designation / Category of the Director	Non Executive Director	Non Executive Director	Non Executive Director	Non Executive Director	MD & CEO
Date of Birth & Age	May 27, 1978	June 29, 1974	April 10, 1963	October 03, 1964	October 14, 1961
Date of the first appointment	May 26, 2020	September 27, 2022	April 13, 2023	July 06, 2023	July 28, 2014
Qualifications	Bachelor degree in Commerce & PG in Business Management	Electrical Engineer, PG Diploma in Management (Energy) CAIIB, Fellow Member of the Institute of Engineers	MA in Political Science	B.Com, CA, FIII	BSc, PGDIFM-Finance
Profile, Experience & expertise in specific functional areas	<p>Ms. Vasantha Govindan has more than two decades of experience in the area of Finance, Capital Markets and Fund Management in UTI Asset Management Co. Ltd.</p> <p>She is currently in her role as CEO (SUUTI) managing the activities of the Specified Undertaking of UTI (SUUTI) owned by the Government of India</p> <p>During her career in UTI, she has handled various assignments and extensively worked in the areas of Investment Management, Venture Capital, resolution of stressed assets and investor relations. She has also represented the interests of the SUUTI on the Board of Directors of SUUTI promoted companies.</p>	<p>Mr. Prasoon, Executive Director, IFCI Ltd. has over 14 years of experience in consolidated Treasury and Investments, Corporate Accounts and Taxation departments. He also has experience in handling IT, Corporate Planning & Consultancy Services, Credit & Collection departments.</p>	<p>Mr. Mishra joined Life Insurance Corporation of India as a Direct Recruit in the year 1986. He has worked in various Departments and in various capacities viz., as Marketing Manager of Cuttack Division, Sr. Divisional Manager of undivided Howrah Division and Kharagpur Division, Regional Manager (Mktg/CLIA) of EZO, Kolkata and Secretary (Mktg/CLIA), Central Office, Regional Manager (E&OS) of ECZ, Patna, Regional Manager (Mktg) of Central Zone, Bhopal and Eastern Zone, Kolkata and on promotion as Executive Director (Mktg/CLIA) on 16th June, 2020 and later as Zonal Manager (I/C) Western Zone on 2nd March 2022 till his retirement in the month of April 2023.</p>	<p>Mr. Titus Francis Maliakkal is a Graduate in Commerce and a Chartered Accountant. He is also a Fellow Member of the Insurance Institute of India. Mr. Maliakkal joined The New India Assurance Co. Ltd. (NIA) as a Trainee in year 1987. He has worked at various capacities at Mumbai Regional Office, Central Accounts Dept., Baroda Regional Office, Reinsurance Account Dept., Corporate Finance & Accounts Dept. at Head Office of NIA. In the years between 2007 and 2011, Mr. Maliakkal was posted at Tanzania. Currently, he is the Whole Time Director (WTD) and Chief Financial Officer [CFO] at NIA.</p>	<p>Mr. Ramesh has an overall experience of 30 + years in Retail Business, Resource PMS & Training, HR, Operations and Vigilance. Prior to joining Stock Holding, he worked with prominent institutions such as IDBI Bank, HDFC Bank, Times Bank, IndusInd Bank & Syndicate Bank. He holds a Bachelor's Degree in Science from the University of Pune and has also completed a Post-Graduate Diploma in Investment & Financial Management from the University of Pune.</p>

Name of Director	Ms. Vasantha Govindan	Mr. Prasoon	Mr. Bijoy Sankar Mishra	Mr. Titus Francis Maliakkal	Mr. Ramesh N.G.S.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> ➤ UTI Infrastructure Technology and Services Limited ➤ National Financial Holdings Company Limited 	<ul style="list-style-type: none"> ➤ MPCON ➤ IFCI Venture Capital Funds Limited ➤ IFCI Sycamore Capital Advisors Private Limited (under voluntary liquidation) – Director 	Nil	The New India Assurance Co. Ltd	Wonder Home Finance Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	Nil	Rashtriya Gramin Vikas Nidhi Board of Governors	Nil	Nil	Wonder Home Finance Limited Member of IT, NRC & Audit Committee
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil
Terms and Conditions of appointment / re-appointment	Appointment as a Non Executive Director	Appointment as a Non Executive Director	Appointment as a Non Executive Director	Appointment as a Non Executive Director	Ratification / approval for appointment as MD & CEO
Details of Remuneration sought to be paid	The Non-Executive Directors are representing various public financial institutions and normally the sitting fees are paid to the institutions. Post superannuation, Mr. Bijoy Mishra, Director, continues to represent LIC of India on the Board and the sitting fees are paid to him.				Managerial Remuneration as recommended by the NRCB / Board

Note: For other details such as number of meetings of the Board attended during FY 2022-23 and remuneration paid in FY 2022-23, please refer to the Corporate Governance Report which is a part of the Annual Report.