



STOCK HOLDING CORPORATION OF INDIA LIMITED

Notice of the Thirty-fifth Annual General Meeting

Notice is hereby given that the Thirty-fifth Annual General Meeting (AGM) of the Members of **Stock Holding Corporation of India Limited (hereinafter referred to as 'the Corporation')** will be held on **Friday, September 23, 2022 at 4.00 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, 2022 and the Reports of the Board of Directors of the Corporation and the Statutory Auditors thereon, including Annexures thereto.

2 Declaration of Dividend

To declare a final dividend of ₹11.5/- per equity share and confirm an interim dividend of ₹19/- per equity share already paid for the Financial Year ended March 31, 2022.

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 2022-23, as it may deem fit."

4 Re-appointment of Mr. Manoj Mittal (DIN 01400076) as a Director

To appoint a Director in place of Mr. Manoj Mittal, who retires by rotation and being eligible, offers himself for re-appointment.

5 Re-appointment of Mr. Sachikanta Mishra (DIN 02755068) as a Director

To appoint a Director in place of Mr. Sachikanta Mishra, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

6 Appointment of Ms. Madhulika Bhaskar (DIN 09277012) as a Director

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

"RESOLVED THAT Ms. Madhulika Bhaskar who was appointed as an Additional Director by the Board with effect from February 16, 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Corporation liable to retire by rotation."

7. Extension in tenure of Mr. Ramesh N.G.S. (DIN 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. as Managing Director & CEO of the Corporation be approved for a further period of six months i.e. from April 14, 2022 till October 13, 2022 or till an alternative arrangement is made, whichever is earlier (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 Nos. 14/ 2020 dated April 8, 2020 and No.17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 05, 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 Company is being held through VC / OAVM.
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 Company. 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.) are required to send a scanned copy (PDF/JPEG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to agm@stockholding.com.
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 Company 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 Company 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 Company 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. 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 Company is offering "remote e-voting facility" 3 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.
10. Pursuant to MCA Circulars, a designated email address viz., agm@stockholding.com has been created by the company 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.
11. 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 Company, 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 Company, 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.
12. 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. 6-7 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.
13. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members. The same will be shared with the members on receipt of request.

14. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. August 26, 2022), 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.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. Instructions for updation / registration of email address, bank details, 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 :

Updation of e-mail address

17. The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail / Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
18. For permanent registration of demat shareholders : It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
19. For temporary registration of demat shareholders : The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

Updation of Bank details

20. The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with M/s.Link Intime India Pvt. Ltd., by clicking the link : https://linkintime.co.in/emailreg/email_register.html on their website www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholder's name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important for the shareholder to submit the request letter duly signed. Link Intime will verify the documents uploaded and will only take on record all valid cases. On submission of the shareholders' details an OTP will be received by the shareholder which needs to be entered in the link for verification.

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

21. Members may note that the Income Tax Act, 1961 as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall, therefore be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.
 - 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 Company 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 Company during the Financial Year 2022-23.

- 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 URL 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 Link Intime India Private Ltd should be done on or before September 23, 2022 (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 September 23, 2022 (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, Link Intime India Private Limited to its email address rnt.helpdesk@linkintime.co.in.

22. On successful registration with the Registrar, 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.

Members are encouraged to join the Meeting through tablets/laptops connected through broadband for better experience.

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

Members connecting from mobile devices/tablets/laptops 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 technical glitches.

Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

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>
 - ▶ 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
 - a. Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - b. Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - c. 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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members 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 panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Remote e-voting period starts at (09:00 A.M. IST) on Tuesday, September 20, 2022 and ends at (05:00 P.M. IST) on Thursday, September 22, 2022. 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.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL	<ul 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://eservices.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.

Type of shareholders	Login method
	<p>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.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. • Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on 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) & login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 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.</p>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 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: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. <p><i>* Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <ul style="list-style-type: none"> ▶ 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).

Type of shareholders	Login method
	<ol style="list-style-type: none"> Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. 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). 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 Link Intime India Pvt. Ltd., (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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43.

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

- o If an Individual Shareholder 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".
- o *In case the shareholder 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.*
- o 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 and have forgotten the password:

- Shareholders/ Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned depository/ depository participant's 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 times till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk

Link Intime India Private Limited

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator 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.

InstaMeet Support Desk

Link Intime India Private Limited

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
Or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Registered office address:

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

Place : Mumbai
Date : July 29, 2022

BY ORDER OF THE BOARD

Shashikant L. Nayak
Company Secretary

Annexure to the Notice of the 35th AGM of Stock Holding

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

Item no.6

Ms. Madhulika Bhaskar, Master of Science & Diploma in Computer Management, is currently General Manager of The New India Assurance Company Limited. She has a track record of over 34 years with GIC Re in various technical and administrative capacities. She has also served as a full time faculty in one of the Institution under University of Bombay for one year before joining GIC.

Ms. Bhaskar has overseen RI-property, Pools, ERM, Internal Audit & Data Management functions including MIS besides establishment Dept as General Manager of GIC Re. She has served as CRO for GIC Re for about 8 years. She also has been associated with implementation of core IT software, SAP as subject expert. Apart from her professional work, she has also been closely associated with academics as a visiting faculty with NIA, Pune III, Mumbai, IRDAI & other Management Institutes.

The Company has received a notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of Director of the Company and Ms. Bhaskar 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 recommended to the shareholders, appointment of Ms. Bhaskar, 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 her rich experience and expertise. Accordingly, the Board recommends this resolution for approval of the members of the Corporation.

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

Item No.7

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 meeting held on September 24, 2021 approved the extension in tenure of Mr. Ramesh N.G.S. as Managing Director & CEO from October 14, 2021 to April 13, 2022.

Subject to the approval of the General Body of Shareholders, the Board at its meeting held on March 24, 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 April 14, 2022 till October 13, 2022 or till an alternative arrangement is made, whichever is earlier (on the existing terms, conditions and remuneration).

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 April 14, 2022 till October 13, 2022 or till an alternative arrangement is made, whichever is earlier.

2. Pay

- Proposed basic of ₹2,24,400/- per month (Level 16 as per 7th Pay Commission Report).
- Increment - annual increments as provided in the Government scales from time to time, currently @ 3% annually.
- 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.
- City Compensatory Allowance @ ₹1,000/- p.m.

3. Perquisites

a. Housing

Rent free furnished accommodation to be provided by Stock Holding. 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.

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. Ramesh N.G.S, being appointee none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

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BY ORDER OF THE BOARD

Shashikant L. Nayak
Company Secretary

Annexure to the Notice

Details of Directors seeking appointment / reappointment at the 35th AGM

Name of Director	Ms. Madhulika Bhaskar	Mr.Sachikanta Mishra	Mr. Manoj Mittal	Mr. Ramesh N.G.S.
Director Identification Number (DIN)	09277012	02755068	01400076	06932731
Designation / Category of the Director	Non Executive Director	Non Executive Director	Non Executive Director	MD & CEO
Date of Birth & Age	June 09, 1963	July 15, 1973	October 28, 1967	October 14, 1961
Date of the first appointment	February 16, 2022	March 16, 2021	June 17, 2021	July 28, 2014
Qualifications	M. Sc., Diploma in Computer Management	P.G. Mathematical Economics	B. Tech, MA Economics, PGDBM, CAIIB	BSc, PGDIFM-Finance
Profile, Experience & expertise in specific functional areas	<p>Ms. Bhaskar has over 34 years experience in GIC Re in various technical and administrative capacities. She has overseen RI-property, Pools, ERM, Internal Audit & Data Management functions including MIS besides establishment Dept as General Manager of GIC Re. She has served as CRO for GIC Re for about 8 years. She also has been associated with implementation of core IT software, SAP as subject expert. Apart from her professional work, she has also been closely associated with academics as a visiting faculty with NIA, Pune III, Mumbai, IRDAI & other Management Institutes.</p>	<p>Mr. Mishra is currently Chief General Manager of IFCI Ltd. Mr. Mishra has over 20 years of professional experience in various fields like Corporate Finance, Macro-modelling, Corporate Advisory, Risk Management, Project Financing, etc.</p>	<p>Mr. Mittal is the MD & CEO of IFCI Ltd. Mr. Mittal had played a lead role in restructuring of dues of Banks to MFIs during the A.P. MFI Crisis in 2010 and implementation of responsible lending initiatives. He also has comprehensive experience in design, management and impact evaluation of various sustainability and developmental programs funded by multilateral agencies / Government of India. He is a Strong Votary of Credit Plus approach for holistic development with expertise in extending capital (Debt and Equity) and development support to MSMEs / Startups, financial intermediaries - Banks / NonBanking Finance Companies / Micro Finance Institutions, Alternate Investment Funds</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. Madhulika Bhaskar	Mr.Sachikanta Mishra	Mr. Manoj Mittal	Mr. Ramesh N.G.S.
Directorships held in other companies (excluding foreign companies)	Nil	IFCI Factors Limited	<ul style="list-style-type: none"> ➤ IFCI ➤ IFCI Infrastructure Development Limited ➤ IFCI Venture Capital Fund ➤ IFCI Factors Limited 	<ul style="list-style-type: none"> ➤ StockHolding Document Management Services Limited ➤ SHCIL Services Limited ➤ StockHolding Securities IFSC Limited ➤ Wonder Home Finance Limited ➤ IFIN Securities Finance Limited ➤ IFIN Credit Limited ➤ IFCI Financial Services Limited ➤ IFIN Commodities Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	Nil	IFCI Factors Limited Member of NRC, Audit, Recovery Committee, Risk Management & Asset Liability Management Committee and Committee of Directors	IFCI Limited Member of Audit, Nomination & Remuneration, Stakeholder Relationship, Business Responsibility Reporting, Risk & Asset Liability Management, Review Committee on wilful defaulters, Review Committee on Non Cooperative Borrowers & Recovery & NPA management, Executive Committee & IT Strategy Committee IFCI Ventures Capital Ltd. Review Committee on Wilful Defaulter & Recovery of NPA Management Committee IFCI Factors Ltd. Recovery Committee	Indian Clearing Corporation Limited Member of Advisory Committee Wonder Home Finance Limited Member of IT, NRC & Audit Committee
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil
Shareholding in the Company	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 MD & CEO
Details of Remuneration sought to be paid	Sitting Fees as approved by the Board from time to time	Sitting Fees as approved by the Board from time to time	Sitting Fees as approved by the Board from time to time	Managerial Remuneration as recommended by the Board

Note: For other details such as number of meetings of the Board attended during FY 2021-22 and remuneration paid in FY 2021-22, please refer to the Corporate Governance Report which is a part of the Annual Report.