

Notice of the Thirty-seventh Annual General Meeting

Notice is hereby given that the Thirty-seventh 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, **September 23, 2024 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, 2024 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 ₹15.80/- per equity share and confirm an interim dividend of ₹53.20/- per equity share already paid for the financial year ended March 31, 2024.

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 2024-25, as it may deem fit."

4. Appointment of Mr. Sachikanta Mishra (DIN 02755068) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Sachikanta Mishra [DIN 02755068] 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. Rahul Bhawe (DIN 09077979) 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. Rahul Bhawe [DIN 09077979] who was appointed as an Additional Director by the Board with effect from January 02, 2024 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. Atul Saxena (DIN 02698585) 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. Atul Saxena [DIN 02698585] who was appointed as an Additional Director by the Board with effect from July 26, 2024 pursuant to Sections 161, 178, other applicable provisions 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 not liable to retire by rotation."

7. Appointment of Mr. Atul Saxena (DIN 02698585) as Managing Director & 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 Stock Holding Corporation of India Limited (Stock Holding), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and the notifications and circulars issued by Central Government relating to appointment and remuneration of Managerial Personnel approval be and is hereby accorded for the appointment of Mr. Atul Saxena, CGM – IFCI Limited, DIN 02698585 as Managing Director & CEO of Stock Holding for a period of 3 years w.e.f. the date of assuming of charge i.e. August 5, 2024 on terms, conditions and remuneration as recommended by Nomination and Remuneration Committee & approved by the Board as set out in the explanatory statement annexed hereto."

“RESOLVED FURTHER THAT the salary and perquisites payable to Mr. Atul Saxena, MD & CEO 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, Government of India (“MCA”) has vide its circular No. 9/2023 dated September 25, 2023, read with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021 and December 28, 2022 (collectively referred to as “MCA Circulars”) allowing, inter-alia, conducting of AGMs through Video Conferencing/Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 05, 2020. In compliance with these Circulars and provisions of the Act, the 37th AGM of the Corporation is being conducted through VC/OAVM facility on Monday, September 23, 2024 at 4.00 p.m. (IST), without the physical presence of Members at a common venue. The deemed venue for the 37th AGM shall be the Registered Office of the Corporation situated at 301, Centre Point, Dr. B. Ambedkar Road, Parel, Mumbai 400012.
2. As the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. 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.
4. Pursuant to Section 113 of the Act, institutional/corporate members (i.e. other than individuals/NRI, etc.) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-Voting/attending AGM to the Scrutinizer by email 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
5. In compliance of the MCA circulars and the provisions of the Companies Act, 2013, the Notice of the AGM is being sent through electronic mode to all the Members whose email addresses are registered with the R & T/Depository Participant for communication purposes. Further, updation, if any, will be provided on the website of the Corporation at www.stockholding.com.
6. In line with the MCA circulars, the Notice calling the AGM has been uploaded 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. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Corporation directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
10. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020, the matters of Special Business as appearing at Item no. 5, 6 & 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
11. 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, Secretarial Standards on General Meetings (SS-2) issued by ICSI and as per MCA Circulars, the Corporation is offering “remote e-voting facility” to its Members in respect of the business to be transacted at the AGM and to those Members participating in the AGM, to cast vote through e-Voting system during the AGM. For this purpose, the Corporation has entered into an agreement with M/s. Link Intime India Private Limited (LinkIntime) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by LinkIntime.
12. The Corporation has appointed Mr. D. A. Kamat (FCS 3843), Partner or failing him Ms. Rachana Kamat (FCS 8227), Partner at M/s. D. A. Kamat & Co., Practicing Company Secretaries as Scrutinizer for conducting the voting process of remote e-Voting and e-Voting during AGM in a fair and transparent manner.
13. 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. Depending on the availability of time, the Corporation reserves the right to restrict the number of speakers at the meeting

14. 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 who have not claimed their dividend for last seven years are requested to write to the Corporation's Registrar and Share Transfer Agents and claim their dividends. 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. All Corporate benefits on such shares including dividend shall be credited to the account of the IEPF Authority. The voting rights on shares lying in IEPF Account shall remain frozen till the rightful owner of such shares establishes his/her title of ownership to claim the shares.

15. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, choice of nomination, contact details, mobile number, complete bank details and specimen signatures are registered. In case of non-updation of PAN or choice of nomination or contact details or mobile number or bank account details or specimen signature in respect of physical folios, dividend/interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

16. To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA – M/s. Link Intime India Private Limited, before the record date.

a. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address

with pin code, and the following details relating to the bank account in which the dividend is to be received:

- i. Name of Bank and Bank Branch;
- ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
- iii. 11 digit IFSC Code and
- iv. 9 digit MICR Code.

- b. Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested copy of the PAN card of all holders and
- d. Self-attested copy of any document (such as Aadhar card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Corporation.
- e. Form ISR2 duly filled signed. The signature of holders should be attested by the Bank Manager
- f. Form SH 13–Nomination form or ISR3 – to opt out from Nomination

17. The above Investor Service Request Forms (ISR) are available at RTA's website at [https://www.linkintime.co.in/Resources/Downloads/KYC Formats for KYC](https://www.linkintime.co.in/Resources/Downloads/KYC_Formats_for_KYC).

18. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form.

19. 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.

20. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories viz., NSDL and CDSL 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. Members holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents.
21. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP.
 22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar and Share Transfer Agents, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
 23. 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.
 24. To support the 'Green Initiative', Members who have not yet registered their email 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.
 25. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Item no. 5, 6 & 7 is annexed hereto. The relevant details, as set out under Item no. 4, 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.
 26. 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.
 27. 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. September 13, 2024), 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.
 28. 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**
29. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 01, 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.
 30. 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 2023-24, 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 2023-24 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 2024-25.
 - 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 M/s. Link Intime India Pvt. Ltd should be done on or before September 23, 2024 (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, 2024 (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

31. The invitation to join the AGM will be sent to the Members on their registered email id 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 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 the 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 the 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.

Remote e-Voting instructions for shareholders

Remote e-voting period starts at (09:00 A.M. IST) on Monday, September 16, 2024 and ends at (05:00 P.M. IST) on Sunday, September 22, 2024. The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

As per the SEBI circular dated December 09, 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.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.

- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN number and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual Shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the 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 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. Visit 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.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour/Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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

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

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

- o If an Individual shareholders holding securities in physical form 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 shareholders is having valid email address, Password will be sent to his / her registered email 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 a minimum of 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.
- o User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.
- o User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”) has forgotten the password:

- o If a Non-Individual Shareholders holding securities in demat 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 ‘Corporate Body/Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.
- o In case shareholders is having valid email address, Password will be sent to his / her registered email 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 a minimum of 8 characters, at least one special character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

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 '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 time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk
Link Intime India Private Limited**

Annexure to the Notice of the 37th AGM of StockHolding

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

ITEM NO.5

Mr. Rahul Bhawe is a MBA in Public Management & Policy from IIM, Ahmedabad and is a Postgraduate in Statistics. He is also a qualified CAIIB professional. Mr. Bhawe has over 24 years of commercial banking experience in various capacities and has served across the country. He has served in National Housing Bank as Executive Director since 2020. He has worked to encourage a sound housing and housing finance system in the country, through effective supervision of HFCs and refinance to strengthen the grassroot credit delivery network. He has the experience of heading a zone in a commercial Bank. Apart from his expertise in retail operations, he also carries experience in the areas of Refinance, Supervision, Recovery, Risk Management and IT. He has also served in Committees established by RBI and IBA on emerging technologies in banking and Risk Management.

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. Rahul Bhawe 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. Rahul Bhawe, 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. Rahul Bhawe being appointee none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

ITEM NO.6

Based on the recommendations of NRCB and approval of the Audit Committee, the Board at its meeting held on July 26, 2024 approved the appointment of Mr. Atul Saxena, Chief General Manager - IFCI Limited as an Additional Director.

Mr. Atul Saxena is a PG Diploma in Business Management, IIM Calcutta (2007) and B. Tech. (Civil), IIT Kanpur (1997). Mr. Saxena has 25 years of extensive experience in Corporate Strategy & Planning, Project & Structured Finance, Resolution of Stressed Financial Assets and Management & Technical

Consultancy of Infrastructure projects. He has been working in the leadership roles for more than a decade and has been one of the Principal Officers of IFCI Ltd. since September 2011. Mr. Saxena's core competencies include: Strategic Business Planning, Budgeting & Cashflow Optimisation, Financial & Contract Negotiation, Problem Solving and Decision Making.

At present, Mr. Saxena is the Chief General Manager of IFCI Limited responsible for Corporate Strategy & Planning and Recovery functions. Prior to joining IFCI, he had worked with Engineers India Limited and PriceWaterHouseCoopers Ltd.,

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. Atul Saxena being appointee none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

ITEM NO.7

Based on the recommendations of NRCB and approval of the Audit Committee, the Board at its meeting held on July 26, 2024 approved the appointment of Mr. Atul Saxena, Chief General Manager - IFCI Limited as an Additional Director and also as a Managing Director & CEO (on deputation) for a period of 3 years from the date of his assuming charge i.e. August 5, 2024 on the following terms, conditions and remuneration.

- 1. Period of Deputation** – The period of deputation shall be for a period of three years from the date of joining. However, IFCI has a right to recall him at any point of time during the period of deputation.
- 2. Pay & allowances:** During the period of deputation, he will draw his pay and allowances in accordance with his compensation in IFCI including deputation allowance. IFCI shall recover the same from StockHolding.
- 3. Deputation allowance:** During the period of deputation, he will also be entitled for deputation allowance @ 4% of the pay subject to a maximum of ₹ 2,300/- per month and StockHolding shall reimburse the same to IFCI.
- 4. Leave:** He will continue to be governed by the leave rules applicable to him in the service of IFCI as amended from time to time for the duration of the deputation. StockHolding is requested to maintain his leave record

and share with IFCI his leave details at the end of the calendar year as also at the end of the deputation period, for its records.

- 5. Leave Salary contribution:** StockHolding shall make a monthly contribution at 12.5% of his pay and allowances (excluding all reimbursements, if any) towards the leave salary. Accordingly, leave salary for any ordinary leave taken during the period of deputation will be borne by IFCI.
- 6. TA for journey on duty during the period of deputation:** To be regulated as per the rules of StockHolding.
- 7. Residential accommodation:** He will be eligible for residential accommodation as per rules of StockHolding. Accordingly, if residential accommodation is provided by StockHolding as per their rules, he will not be entitled to House Rent Allowance which would have been admissible to him if he had not been provided with the residential accommodation.

OR

In case he occupies the IFCI accommodation, the recovery on this account will be made from his salary as per IFCI rules.

- 8. Provident Fund contribution:** StockHolding will remit the Employer's PF contribution to IFCI @10% of his basic pay.
- 9. Gratuity:** StockHolding shall make a proportionate contribution towards Gratuity for the period the Officer concerned remains on deputation. The amount of proportionate Gratuity will be recovered from StockHolding at the end of deputation.

Registered office address:

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

Place : Mumbai
Date : August 05, 2024

10. Group Term Life Assurance Contribution: As a social security measure, IFCI has taken Group Term Life Assurance Policy, covering basic life and accidental death & dismemberment for the entire staff of IFCI. StockHolding shall bear the proportionate insurance premium in respect of the aforesaid policy on account of the Officer concerned for the period he remains on deputation. The proportionate amount towards insurance premium will be advised to StockHolding subsequently.

11. Other facilities: He will continue to avail meal coupons, medical and hospitalization facilities for himself and family as per IFCI rules and the cost towards the same will be recovered from StockHolding. Further, the expenses on account of mobile phone will be recovered from StockHolding.

P.S.: Before extending any other benefit, which may be allowed by StockHolding to its employees, prior approval of IFCI is required to be taken.

The remuneration payable to Mr. Saxena is in accordance with the provisions of Schedule V of the Companies Act, 2013.

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. Atul Saxena being appointee none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

BY ORDER OF THE BOARD

Shashikant L. Nayak
Company Secretary

Annexure to the Notice

Details of Directors seeking appointment / reappointment at the 37th AGM

Name of Director	Mr. Sachikanta Mishra	Mr. Rahul Bhawe	Mr. Atul Saxena
Director Identification Number (DIN)	02755068	09077979	02698585
Designation / Category of the Director	Non-Executive Director	Non-Executive Director	MD & CEO
Date of Birth & Age	July 15, 1973	June 11, 1973	August 10, 1976
Date of the first appointment	March 16, 2021	January 02, 2024	Inducted as an Additional Director on July 26, 2024 and he assumed charge as MD & CEO w.e.f. August 5, 2024
Qualifications	P.G. Mathematical Economics	MBA in Public Management & Policy from IIM, Ahmedabad, Postgraduate in Statistics, qualified CAIB professional	PG Diploma in Business Management, IIM Calcutta (2007) and B. Tech. (Civil), IIT Kanpur (1997)
Profile, Experience & expertise in specific functional areas	Mr. Sachikanta Mishra has over 20 years of experience in Corporate Finance, Macro-modelling, Corporate-Advisory, Risk Management, Project Financing. Currently, Mr. Mishra is holding the post of Executive Director of IFCI Limited.	Mr. Rahul Bhawe is a senior banker with over 24 years of commercial banking experience in various capacities. Apart from his expertise in retail operations, he also carries experience in the areas of Refinance, Supervision, Recovery, Risk Management, and IT. He has also served in Committees established by RBI and IBA on emerging technologies in banking and Risk Management. Currently, Mr. Bhawe is holding the post of Deputy Managing Director of IFCI Limited.	Mr. Atul Saxena has 25 years of extensive experience in Corporate Strategy & Planning, Project & Structured Finance, Resolution of Stressed Financial Assets and Management & Technical Consultancy of Infrastructure projects.
Directorships held in other companies (excluding foreign companies)	1. IFCI Limited 2. IFCI Infrastructure Development Ltd	1. IFCI Limited 2. IFCI Venture Capital Funds Limited 3. IFCI Factors Ltd 4. IFCI Infrastructure Development Ltd	1. Shiga Energy Pvt. L:td., 2. IFCI Financial Services Limited

Name of Director	Mr. Sachikanta Mishra	Mr. Rahul Bhawe	Mr. Atul Saxena
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	<p>IFCI Factors</p> <ol style="list-style-type: none"> Audit Committee Meeting Nomination & Remuneration Committee Committee of Director Recovery Committee Risk Management & Asset Liability Management Committee Investor Grievance Committee <p>IFCI Infrastructure Development Ltd</p> <ol style="list-style-type: none"> Audit Committee CSR Committee Asset Sale Committee Risk Management Committee Nomination & Remuneration Committee 	<p>IFCI Limited</p> <ol style="list-style-type: none"> Audit Committee of Directors (Member) Stateholder Relationship Committee (Member) Risk and Asset Liability Management Committee (Member) Executive Committee of Directors (Chairman) IT Strategy Committee (Member)) Management Committee of Directors (Member) Review Committee on Non Co-operative Borrowers and Recovery & NPA Management Committee (Chairman) Business Responsibility Reporting Committee (Chairman) <p>IFCI Infrastructure Development Ltd</p> <ol style="list-style-type: none"> Board (Chairman) Audit Committee of Directors (Member) Asset Sale Committee (Chairman) <p>IFCI Venture Capital Funds Limited</p> <ol style="list-style-type: none"> Board (Chairman) 	<p>IFCI Financial Services Limited</p> <ol style="list-style-type: none"> Board [Chairman]
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Terms and Conditions of appointment / re-appointment	Appointment as a Non-Executive Director	Appointment as a Non-Executive Director	Appointment as Director & as MD & CEO [on deputation from IFCI]
Details of Remuneration sought to be paid	The Non-Executive Directors are representing public financial institution and the sitting fees are paid to the institution.		As mentioned at item no. 7 of the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.