StockHolding Services Limited
(Formerly Known as SHCIL Services Limited)

StockHolding Services Limited
Notice for Convening of the 31st Annual General Meeting

Notice is hereby given that the Thirty-First (31st) Annual General Meeting of the members of StockHolding Services Limited will be held on Thursday, September 10, 2026, at 4.00 p.m. at the Registered office of Company / through Video Conference (VC) / Other Audio Video Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. **Adoption of Financial Statements**

   To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Statutory Auditor's thereon including Annexures thereto.

2. **Declaration of Dividend**

   To declare a final dividend of Rs. 4.00/- per equity share and confirm payment of 1st & 2nd interim dividend aggregating to Rs.8.00 per equity share for the financial year ended March 31, 2026.

3. **Re-appointment of Shri Manoj Kumar Parida (DIN–09230827) as a Director liable to retire by rotation**

   To appoint a Director in place of Shri Manoj Kumar Parida (DIN–09230827) who retires by rotation and being eligible, offers himself for re-appointment.

4. **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 enactments thereof for the time being in force) the Board of Directors of the Company be and are hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company to be appointed by Comptroller and Auditor General of India (CAG) for the financial Year 2025-26, as it may be deemed fit."

SPECIAL BUSINESS

5. **Appointment of Shri Sunil Kumar Aluchru (DIN –10903829), as Independent Director**

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 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and including the enabling provisions of the Memorandum and Articles of Association of the Company, Consent of the Board be and is hereby accorded, to appoint Shri Sunil Kumar Aluchru (DIN 10903829) as an Additional Director (Non-Executive & Independent) on the Board of the Company with effect from October 15 ,2025 to hold the office upto the date of ensuing Annual General Meeting and subject to the approval of the Exchanges and/ or any other regulatory authorities as may be applicable and members in the ensuing General Meeting, for appointment as an Independent Director for initial term of five years i.e. with effect from October 15, 2025 to October 14, 2030, not being liable to retire by rotation."

6. **Approval of Borrowing Powers Under Section 180(1)(c) of the Companies Act, 2013**

   To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed Rs. 550 crores (Rupees Five Hundred Fifty Crores only).

RESOLVED FURTHER THAT MD & CEO of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and necessary filing with Registrar of Companies (ROC) and any other incidental documents as may be required, and to take all such steps and actions as may be necessary or expedient to give effect to this resolution."

Notes

i) All documents referred to in the accompanying notice are open for inspection at the registered office of the company during the office hours on all working days except Saturday & Sunday between 9.30 a.m. and 11.30 a.m. and excluding the date of the Annual General Meeting.

ii) Details pursuant to Secretarial Standards on General Meetings issued by ICSI in respect of a Director retiring by rotation and seeking appointment or reappointment is annexed hereto.

iii) In terms of the MCA Circulars, physical attendance of members has been dispensed with, and therefore, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 31st AGM.

iv) Corporate Members are required to send a scanned copy (PDF/ JPG Format) or physical copy of the certified Board resolution/ authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote at the AGM.

v) The Ministry of Corporate Affairs (MCA) vide its General Circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024, September 22, 2025 and other circulars issued from time to time (collectively referred to as 'MCA Circulars) has allowed companies to conduct their Annual General Meetings (AGMs) through video conferencing (VC) or other audio visual means (OAVM) upto September 30, 2025 in accordance with the requirements provided in MCA General Circulars. In compliance with these circulars, provisions of the Act, the 31st AGM of the Company is being conducted through VC/OAVM, which does not require the physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.

vi) The attendance of the Members attending the 31st AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

vii) In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode and same is uploaded on the website of the Company at www.stockholdingservices.com.

viii) In terms of the MCA Circulars, the Notice of the 31st AGM and the Annual Report for the financial year ended March 31, 2026 are being sent only through electronic mode to those members whose email addresses are registered with the RTA / Company and will also be available on the website of the Company at www.stockholdingservices.com

ix) Since the AGM will be held through VC/ OAVM, the Attendance Slip and Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at: - SHCIL House, P-551, T.T.C. Industrial Area, M.I.D.C., Mahape, Navi-Mumbai-400710 which shall be the deemed venue of AGM.

x) The record date for the purpose of determining eligibility for payment of final dividend shall be September 10, 2026.

xi) AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform – Life size. Members can join the AGM, 15 minutes before the scheduled time of commencement of the AGM.

xii) Instructions for Members for Attending the AGM through VC/OAVM are as under:

   a. Attending the AGM: Members will be provided with a facility to attend the AGM through the video conferencing platform – "Life size". The Login credentials will be shared separately.

   b. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Minimum 2 Mbps Internet speed is required to connect to the Life Size video conference. It is suggested to use a home WiFi connection to connect to the video conference. Members may please avoid using hotspot or mobile data to connect. The use of headphones is highly recommended.

   c. Members who need assistance before or during the AGM may contact Company Secretary / Secretarial department by sending an email request at the email id: ssl.legal@stockholdingservices.com

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

Item No. 5 – Appointment of Shri Sunil Kumar Aluchru (DIN –10903829), as Independent Director

Based on the recommendation of Nomination and Remuneration Committee, the Board appointed Shri Sunil Kumar Aluchru as an Independent Director of the Company. Shri Sunil Kumar Aluchru holds a degree of Cost Accountant from the Institute of Cost Accountants of India, Masters' Degree in Commerce and is a Certified Associate of Indian Institute of Bankers. He had commenced his regulatory career in 1994, served SEBI in several leadership roles and made significant contributions towards surveillance, investigations and enforcement functions of SEBI. In course of working in several prominent departments in SEBI, such as Corporation Finance, Investment Management, Market Intermediaries, etc. and discharging responsibilities as Adjudication Authority, gained deep insights and regulatory perspective behind several regulations of SEBI, such as ICDR, LODR (Corporate Governance), SAST (Takeovers), FUTP, PIT, Mutual Funds, etc. He has retired as an Executive Director in February 2023, culminating 29 years of dedicated commitment to regulatory excellence.

Shri Sunil Kumar Aluchru is member of Corporate Social Responsibility Committee, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee.

In the opinion of the Board, Shri Sunil Kumar Aluchru fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. Copy of appointment letter of Shri Sunil Kumar Aluchru as an Independent Director setting out the terms and conditions would be available for inspection by the Members without any fee at the Registered Office of the Company during normal business working hours.

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

Except Shri Sunil Kumar Aluchru being an appointee, none of the Directors, Key Managerial Personnel and their relatives are interested in this resolution

Item No. 6 – Approval of Borrowing Powers Under Section 180(1)(c) of the Companies Act, 2013

The Company, in the ordinary course of its business, may require additional financial assistance from its Holding Company, banks, financial institutions and/or other lending agencies to meet its business requirements, capital expenditure plans, working capital requirements and future growth opportunities.

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow money, where the amount to be borrowed together with the amount already borrowed by the Company exceeds the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, except with the consent of the Members by way of a Special Resolution.

Considering the present and future funding requirements of the Company, the Board of Directors at its meeting held on July 22, 2026, subject to approval of the Members, approved enhancement of the borrowing limits up to Rs. 550 crores (Rupees Five Hundred Fifty Crores only).

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Registered Office:

SHCIL House,
P-51, TTC Industrial Area,
MIDC, Mahape, Navi Mumbai - 400710
CIN : U65990MH1995GOI085602
Tel : 022-61778605
Website: www.Stockholdingservices.com
Email id: Prabhat.dubey@stockholdingservices.com

By order of the Board

(Prabhat Kumar Dubey)
MD & CEO

Date: August 19, 2026

StockHolding Services Limited
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Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Secretarial Standard - 2 on General Meetings:

Name of Director	**Shri Manoj Kumar Parida**
Director Identification Number	09230827
Item No.	3
Date of Birth/ Age	18-04-1976
Date of FirstAppointment	26/07/2019
Brief Resume	Shri Manoj Kumar Parida holds a B.Tech. degree, Diploma in Business Management from IMT and is a Certified Associate of Indian Institute of Bankers (CAIIB). He has more than 27 years of rich experience in Banking and Financial Services, covering business sourcing, project finance, SME/Mid-Corporate/Large Corporate lending, working capital and term loans, and Stress Assets Management.
Expertise in specific functional area	Business Operations, Banking & Financial Services, Credit & Project Finance, Risk Management, Lending, Recovery and Stress Assets Management.
Number of Board meetings attended during the Financial Year 2025-26	5
Other Directorships (excludes Private / Foreign companies / Section 8 Companies)	NIL
Chairman/Member of the Committees of the Board of Directors of other Public Limited companies in which he is a Director.	Nill
No. of Equity shares held in the Company	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related with any Director and Key Managerial Personnel of the Company.
Remuneration drawn, if any	Nill
Terms and Conditions of appointment / re-appointment.	Appointed as Nominee Director liable to retire by rotation.