

STOCKHOLDING SERVICES LIMITED

(Formerly Known as SHCIL Services Limited)

Registered Office: SHCIL House, P-51, T.T.C. Industrial Area,
MIDC, Mahape, Navi Mumbai 400 710
CIN: U65990MH1995GOI085602

Notice of the Twenty-Eighth Annual General Meeting

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the members of **Stockholding Services Limited** will be held on **Friday, September 15, 2023 at 4.00 pm at registered office of the company at SHCIL House, Plot No. P-51, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Maharashtra 400710** either in-person or through /Video Conference (VC) / Other Audio Video Means (OAVM), to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and reports of Board of Directors of the Company and Statutory Auditors thereon including Annexures thereto.

Item No. 2 - Declaration of Dividend

To declare a final dividend of ₹ 1.50 per equity share and confirm the 1st interim dividend of ₹ 6.50 per equity share for the financial year ended March 31, 2023.

Item No. 3 - Re-appointment of Shri Amit Dassi (DIN – 08499086)

To appoint a Director in place of Shri Amit Dassi (DIN – 08499086) who retires by rotation and being eligible, offers himself for re-appointment

Item No. 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 is 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 2023-24, as may be deemed fit.”

SPECIAL BUSINESS

Item No. 5 – Appointment of Shri Chirag Sapra (DIN: 09436806) as Director

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

“RESOLVED THAT Shri Chirag Sapra (DIN: 09436806) who was appointed as an Additional Director by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee with effect from October 20, 2022, pursuant to Section 161 of the Companies Act, 2013 read with Article 153 of the Articles of Association of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation”

Notes

- i) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself on poll and the proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective must be submitted at the company’s registered office not less than forty-eight hours before the commencement of meeting.
- ii) All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the company during the office hours on all working days except Saturday between 9.30 a.m. and 11.30 a.m. and excluding the date of the Annual General Meeting.
- iii) Corporate members are requested to forward in a scanned copy (PDF/JPEG format) or hard copy a certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- iv) Members/proxies are requested to bring the attendance slip duly filled up for attending the meeting.
- v) The record date for the purpose of determining eligibility for payment of final dividend shall be September 15, 2023
- vi) The route map to the venue of AGM is annexed to the notice.
- vii) The members have the option to participate in the meeting either in person or through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).
- viii) The Ministry of Corporate Affairs (“MCA”) has vide its Circular dated December 28, 2022 permitted

the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue till 30th September, 2023. In compliance with the provisions of the Companies Act, 2013 ("the Act"), and MCA Circulars, the AGM of the Company is being held in a hybrid mode either in-person or through VC / OAVM.

- ix) In compliance with applicable provisions of the Act read with the MCA Circulars, the AGM of the Company is being conducted through VC/OAVM. Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of company which shall be the deemed venue of the AGM.
- x) The Member's log-in to the Video Conferencing platform shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- xi) In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode. Members may note that the Notice will also be available on the Company's website at www.Stockholdingservices.com.
- xii) 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.
- xiii) 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 home WiFi connection to connect to the video conference. Members may please avoid using hotspot or mobile data to connect. Use of headphones is highly recommended.
 - c. Members who need assistance before or during the AGM may contact Shri Rajneesh Singh, Company Secretary by sending an email request at the email id: rajneesh_singh@stockholding.com

ANNEXURE

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

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on Oct 20, 2022 appointed Shri Chirag Sapra as an Additional Director of the Company. Shri Sapra is CA, M.Com, MBA and JAIIB/CAIIB, having more than 16 years of rich experience in areas of resolution of Stressed Assets, Corporate Group Management, Wholesale Banking (Credit – Large Corporates), Project Finance, Corporate Advisory, Financial Controllership, Tax Management etc.

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 Sapra being an appointee, none of the Directors, Key Managerial Personnel and their relatives are interested in this resolution.

By order of the Board

Rajneesh Singh
Company Secretary

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: rajneesh_singh@stockholding.com
Date: August 23, 2023

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ATTENDANCE SLIP **28th ANNUAL GENERAL MEETING**

Regd Folio No : _____ No. of Shares held : _____

Client ID _____ DP ID _____ DP Name _____ No. of Shares held _____

I certify that I am a Registered Member/ Authorised representative of Registered Member under Section 113 of the Companies Act, 2013/ Proxy for Registered Member of the Stockholding Services Ltd.

I hereby record my presence at the 28th Annual General Meeting of the Company held on Friday, September 15, 2023 at 4.00 pm at registered office of the company.

Name of the Member/Authorised signatory _____ Signature _____

Name of the Proxy holder _____ Signature _____

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 & rule 19(3) of Companies
(Management and Administration) Rules, 2014]

Name of the Member(s)
Registered address
Email ID
Folio / DP ID-Client ID No.

I/We, being the member (s) of the above-named company, hereby appoint

1 Name:
Address:
E-Mail Id:
Signature: (or failing him)

2 Name:
Address:
E-Mail Id:
Signature: (or failing him)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual general meeting of the company, to be held on Friday, September 15, 2023 at 4.00 pm at registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional	
Ordinary Business	For	Against
1. Adoption of Financial Statements as at March 31, 2023		
2. Declaration of Dividend		
3. Re-appointment of Shri Amit Dassi		
4. Appointment and Remuneration of Statutory Auditors		
Special Business		
5. Appointment of Shri Chirag Sapra (DIN: 09436806) as Director		

Signed this _____ day of _____ 2023

Signature of Member

Signature of Proxy Holder(s)

Affix
revenue
stamp

Note: This form in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. The proxy need not be a member of the company.
3. The instrument appointing the proxy, in order to be effective must be submitted at the Company's Registered Office not less than forty-eight hours before the commencement of meeting.
4. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or against column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ROUTE MAP

