

## **STOCKHOLDING SERVICES LIMITED** (Formerly 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-Ninth Annual General Meeting**

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the members of **Stockholding Services Limited** will be held on **Wednesday, September 18, 2024, at 4.00 pm at the 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, 2024, and reports of the 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 Rs. 15.00 per equity share and confirm the 1st interim dividend of Rs. 2.50 per equity share for the financial year ended March 31, 2024.

##### **Item No. 3 - Re-appointment of Shri Chirag Sapra (DIN – 09436806)**

To appoint a Director in place of Shri Chirag Sapra (DIN – 09436806) 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 2024-25, as may be deemed fit.”

#### **SPECIAL BUSINESS**

##### **Item No. 5 – Appointment of Shri Manoj Kumar Parida (DIN: 09230827) as Director**

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

“**RESOLVED THAT** Shri Manoj Kumar Parida (DIN:

09230827) who was appointed as an Additional Director and Non-Executive Chairman by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee with effect from January 16, 2024, pursuant to Section 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, not liable to retire by rotation”.

##### **Item No. 6 –Appointment of Shri Prabhat Dubey (DIN: 09327875) as Director**

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

“**RESOLVED THAT** Shri Prabhat Dubey who was appointed as an Additional Director by the Board with effect from August 01, 2024, pursuant to Article 153 of Article of Association of the Company read with Section 160 and 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

##### **Item No. 7 –Appointment of Shri Prabhat Dubey (DIN: 09327875) 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 of the said Act and in terms of Article 150 of the Articles of Association of the Company 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 Shri Prabhat Dubey as Managing Director & CEO of the Company for a period of three years from August 01, 2024 to July 31, 2027 on terms, conditions and remuneration as recommended by Nomination & Remuneration Committee and accorded by the Board as set out in the explanatory statement annexed hereto.”

“**RESOLVED FURTHER THAT** the salary and perquisites payable to Shri Prabhat Dubey 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) 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.  
  
The record date for the purpose of determining eligibility for payment of final dividend shall be September 17, 2024
- v) The route map to the venue of AGM is annexed to the notice.
- vi) The members have the option to participate in the meeting either in person or through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).
- vii) 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, 2024. In compliance with the provisions of the Companies Act, 2013 ("the Act"), and MCA Circulars, the AGM of the Company is being held through VC / OAVM, is being extended by the Company.
- viii) 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.

- ix) 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.
- x) 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](http://www.Stockholdingservices.com).
- xi) AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform – Webex. 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- "Webex". 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 Webex 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. The use of headphones is highly recommended.
  - c. Members who need assistance before or during the AGM may contact Smt Swati Goyal, Company Secretary by sending an email request at the email id: [swati.goyal@stockholdingservices.com](mailto:swati.goyal@stockholdingservices.com)

## ANNEXURE

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

### Item No. 5

Shri Manoj Kumar Parida has been appointed as an Additional Director and Non-Executive Chairman as a nominee of Stock Holding Corporation of India Limited at the meeting of the Board of Directors of the Company held on January 16, 2024. In terms of Section 161 of the Companies Act, 2013 he will hold office up to the date of the 29<sup>th</sup> Annual General Meeting.

Shri Manoj Kumar Parida is B. Tech, CAIIB, DBM (MIT), having 23 years of rich experience, he is a seasoned professional in Banking and Finance Services Industry. He has 23 years of extensive experience in business sourcing, structuring of loan products, project finance including infrastructure projects, financing working capital and term loans to SMEs, Mid-Corporates and Large Corporates besides Stress Assets Management and Resolution through IBC and other channels.

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

### Item No. 6

Shri Prabhat Dubey is a MSC in Physics from IIT Kharagpur. He holds certificate in Executive Program in Risk Management from BSE, Certificate course on Risk Management from The AICP London, also completed Director Education Workshop. He has rich experience in capital market.

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 for Shri Dubey being an appointee, none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

### Item No. 7

StockHolding Corporation of India Ltd. (StockHolding) vide its letter dated June 27, 2024, had communicated its decision to recommend deputation of Shri Prabhat Dubey, Assistant Vice President (AVP), StockHolding as MD & CEO of Stockholding Services Limited with effect from April 1, 2024 for a period of 3 years.

Based on the recommendations of Nomination and Remuneration Committee, the Board at its meeting held on July 23, 2024 approved the appointment of Shri Prabhat Dubey as MD & CEO for a period of three years i.e. from August 01, 2024 till July 31, 2027 on the following terms, conditions and remuneration:

- During the period of deputation Shri Prabhat Dubey will be eligible for compensation perquisites and other facilities including leave as applicable to his grade in StockHolding. His deputation allowance will be Rs. 5,000/- per month.
- The emoluments of Shri Prabhat Dubey are detailed below:

Allowances	Amount (Rs.)
Basic	1,44,000.00
HRA	86,400.00
Special Allowance	57,600.00
Local	28,800.00
Conveyance (Cash Comp) *	20,842.00
Prof.Upgrd.	2,400.00
Medical Allowance	1,250.00
LTA	2,666.67
Driver Allowance	12,000.00
Deputation Allowance	5,000.00
<b>Monthly Gross</b>	<b>3,60,958.67</b>
Driver's 1 month Bonus	12,000.00
Pantry Facilities	41,369.00
Gratuity	1,43,942.40
Superannuation	2,59,200.00
PF (Employer)	2,07,360.00
<b>Annual CTC</b>	<b>49,95,375.40</b>

\* Car facility as per AVP grade

\* Petrol @ 200 litres p.m. (Petrol rate is indicative - based on Mumbai petrol rate as on date).

**Other Benefits and Perks:**

1. Annual Increment: @ 6 - 18% based on performance (applicable w.e.f. 1st April every year)
  2. Performance Linked Incentive: Variable pay would be as per his grade in the Stockholding (parent company) and would be paid by SSL.
  3. Leave Encashment: Maximum 15 days once in a financial year
  4. Personal Loan: Rs. 7,00,000/- at an interest rate @ 7% p.a.
  5. Personal Accident Insurance: As applicable to AVP grade (currently Rs. 28,50,000/-)
  6. Group Life Insurance: As applicable to AVP grade (currently Rs. 9,50,000/-)
  7. Housing Loan Interest Subsidy of 2% : As per grade wise limits (Limit for AVP grade : Rs. 48,000/-).
  8. Diwali gift upto Rs. 5,000/- p.a.
  9. Other benefits applicable in the grade of AVP grade are :
    - i. Holiday Home Facility: As per the rules of the Corporation
    - ii. Annual Medical Check-up: As per the rules of the Corporation
  10. Mediclaim cover based on grade wise eligibility for self, spouse and 2 dependant children (upto 25 years age) Sum assured for AVP grade is Rs. 8 lakhs. Facility to opt for Top up cover (premium to be borne by the employee)
    - i) Mobile, Laptop, iPad and Telephone facility and Mobile/telephone reimbursement:  
Corporation provides mobile handsets, iPad, Laptop etc. and reimbursement of telephone bills.
  11. All other benefits like leave, transfer, etc. will be applicable as per the AVP grade.
3. Mobile / Telephone reimbursement:  
Mobile, Laptop, iPad and Telephone facility and Mobile/telephone reimbursement from SSL
4. Other Benefits  
As applicable to him in StockHolding, payment /expenses on account of Shri Prabhat Dubey will be borne/ reimbursed by SSL.
5. Residual matter  
As decided by the Board of SSL.

The remuneration payable to Shri Prabhat Dubey is in accordance with the provisions of Schedule V of the Companies Act, 2013.

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

Apart from Shri Dubey being an appointee, none of the Directors, Key Managerial Personnel and their relatives are interested in the resolution.

By order of the Board

**Swati Goyal**  
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](http://www.Stockholdingservices.com)  
Email id: [swati.goyal@stockholdingservices.com](mailto:swati.goyal@stockholdingservices.com)

Date: August 27,2024

**STOCKHOLDING SERVICES LIMITED**

**(Formerly SHCIL Services Limited)**

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

**ATTENDANCE SLIP**

**29<sup>th</sup> ANNUAL GENERAL MEETING**

**Regd Folio No:** ..... **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 29th Annual General Meeting of the Company held on Wednesday, September 18, 2024 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.

**STOCKHOLDING SERVICES LIMITED**  
**(Formerly SHCIL Services Limited)**

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

**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)

3 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 29th Annual general meeting of the company, to be held on Wednesday, September 18, 2024 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	
	For	Against
<b>Ordinary Business</b>		
1. Adoption of Financial Statements as at March 31, 2024		
2. Declaration of Dividend		
3. Re-appointment of Shri Chirag Sapra		
4. Appointment and Remuneration of Statutory Auditors		
<b>Special Business</b>		
5. Appointment of Shri Manoj Kumar Parida (DIN: 09230827) as Director		
6. Appointment of Shri Prabhat Dubey (DIN: 09327875) as Director		
7. Appointment of Shri Prabhat Dubey (DIN: 09327875) as MD & CEO		

Signed this..... day of..... 2024

Signature of Member

Signature of Proxy Holder(s)



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.

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.

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.

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

