

## StockHolding Services Limited

### Notice of the Thirtieth Annual General Meeting

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of the members of StockHolding Services Limited will be held on Friday, September 12, 2025, 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 receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 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. 10.50/- 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, 2025.

##### 3. Re-appointment of Smt. Sarala Menon (DIN-08499105) as a Director liable to retire by rotation

To appoint a Director in place of Smt. Sarala Menon (DIN – 08499105) who retires by rotation and being eligible, offers herself 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

##### Item No. 5 – Appointment of Shri Atul Saxena (DIN – 02698585), as Director

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

**“RESOLVED THAT** pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Shri Atul Saxena (DIN – 02698585), who was appointed as an

Additional Director and Non-Executive Chairman in terms of Section 161 of the Companies Act, 2013 by the Board of Directors with effect from September 23, 2024, and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing, under section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director, be and is hereby appointed as a Director and Non-Executive Chairman of the Company, not being liable to retire by rotation”.

#### 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 re-appointment 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 30th 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 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 30th 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 30th AGM shall be the Registered Office of the Company.
- vi) The attendance of the Members attending the 30th 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](http://www.stockholdingservices.com).
- viii) In terms of the MCA Circulars, the Notice of the 30th AGM and the Annual Report for the financial year ended March 31, 2025 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](http://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 06, 2025.
- 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 Ms. Poonam Chhikara, Company Secretary by sending an email request at the email id: [Poonam.Chhikara@stockholdingservices.com](mailto:Poonam.Chhikara@stockholdingservices.com)

## EXPLANATORY STATEMENT

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

### Item No. 5 – Appointment of Shri Atul Saxena (DIN – 02698585), as Director

Shri Atul Saxena has been appointed as an Additional Director and Non-Executive Chairman as a nominee of Stock Holding Corporation of India Limited by Board by passing circular resolution dated September 23, 2024 on the recommendation of the Nomination and Remuneration Committee. In terms of Section 161 of the Companies Act, 2013, he will hold office up to the date of the 30th Annual General Meeting.

Shri Atul Saxena has more than 25 years of rich and diverse experience in the areas of management and technical consulting, corporate finance and capital markets. He has held senior level positions across functions such as Credit & Recovery, Corporate Planning, Secretary to the Board, Internal Audit etc. for more than a decade in IFCI Limited. He has also served as the Managing Director of IFCI Infrastructure Development Limited, a company engaged in development and operations of infrastructure, real estate and hospitality projects. He was designated as Chief General Manager and was among one of the Principal Officers of IFCI Limited. Presently, Mr. Saxena is holding charge as MD & CEO of Stock Holding Corporation of India Limited. He has extensive Board experience and has served as a Nominee / Non-Executive Director on the Board of Directors of various companies for more than a decade. Prior to joining IFCI, he worked with Engineers India Limited and PwC. He holds a degree in Civil Engineering from IIT Kanpur and PG Diploma in Management from IIM Calcutta.

As per applicable provisions of the Companies Act, 2013 Shri Atul Saxena has offered himself for appointment as Director not liable to retire by rotation.

The Company has also received a declaration from Shri Atul Saxena confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The Board is of the view that the appointment of Shri Atul Saxena as a director is desirable and would be beneficial in terms of his expertise to the Company and hence it recommends regularization of the Shri. Atul Saxena by appointing him as director and Non-Executive Chairman of the Company.

Except for Shri Atul Saxena, none of the Directors or key managerial personnel, or their relatives is concerned or interested, financially or otherwise, in this resolution

The Board of Directors recommends the resolution set forth in Item No. 5 for the approval of the Members as an Ordinary Resolution.

#### 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: [Poonam.Chhikara@stockholdingservices.com](mailto:Poonam.Chhikara@stockholdingservices.com)

By order of the Board

**(Poonam Chhikara)**  
Company Secretary

Date: August 19, 2025  
Place: Navi Mumbai

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

**01.**

Name of Director	<b>Smt. Sarala Menon</b>
Director Identification Number	08499105
Item No.	3
Date of Birth/ Age	22-11-1966
Date of First Appointment	26/07/2019
Brief Resume	Smt. Sarala Menon holds Post Graduate degree in Science from Mumbai University. Smt. Menon, Assistant Vice President in Stock Holding Corporation of India Ltd. has a rich and vast experience of over 30 years and currently she is handling the portfolio of National Sales Head (Retail)
Expertise in specific functional area	Product development, Retail, Government Business.
Number of Board meetings attended during the Financial Year 2024-25	6
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.	NIL
No. of Equity shares held in the Company	1
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is not related with any Director and Key Managerial Personnel of the Company.
Remuneration drawn, if any	NIL
Terms and Conditions of appointment / re-appointment.	Appointed as Nominee Director liable to retire by rotation.

**02.**

Name of Director	<b>Shri Atul Saxena</b>
Director Identification Number	02698585
Item No.	5
Date of Birth/ Age	10-08-1976
Date of First Appointment	23-09-2024
Brief Resume	Shri Atul Saxena has more than 25 years of rich and diverse experience in the areas of management and technical consulting, corporate finance and capital markets. He has held senior level positions across functions such as Credit & Recovery, Corporate Planning, Secretary to the Board, Internal Audit etc for more than a decade in IFCI Limited.
Expertise in specific functional area	Management and technical consulting, corporate finance and capital markets.
Number of Board meetings attended during the Financial Year 2024-25	5
Other Directorships (excludes Private / Foreign companies / Section 8 Companies)	<ul style="list-style-type: none"> <li>• StockHolding Corporation of India Limited- Director &amp; MD &amp; CEO</li> <li>• StockHolding Document Management Services Limited- Additional Director</li> <li>• StockHolding Securities IFSC Limited- Additional Director</li> <li>• IFCI Financial Services Limited- Nominee Director</li> </ul>
Chairman / Member of the Committees of the Board of Directors of other Public Limited Companies in which he is a Director.	Stock Holding Corporation of India Limited: 1. Committee for New Initiatives: Member 2. ESG Committee: Member 3. Committee for transfer of shares: Member
No. of Equity shares held in the Company	NIL
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	NIL
Terms and Conditions of appointment/ re- appointment.	Appointed as a Director and Non- Executive Chairman not liable to retire by rotation.

**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: [Poonam.Chhikara@stockholdingservices.com](mailto:Poonam.Chhikara@stockholdingservices.com)

By order of the Board

**(Poonam Chhikara)**  
 Company Secretary

Date: August 19, 2025  
 Place: Navi Mumbai