

AHMEDABAD STEELCRAFT LTD.

CIN: L27109GJ1972PLC011500

Regd. Office: Sakar 5, Office No. 213, Bh. Natraj Cinema, Off Ashram Road, Ellisbridge, Ahmedabad, Gujarat 38000

Corporate office.: 16A/2151, 2nd Floor, Sector 16A, Vasundhara, Ghaziabad, Uttar Pradesh - 201012

Phone: +91-9599193755

E-mail: ascsteelad1@gmail.com

Web : www.steelcraft.co.in

Date: September 07, 2024

To,
BSE LIMITED
P.J. Towers,
Dalal Street,
Mumbai-400001

Sub.: Notice of 52nd Annual General Meeting and Integrated Annual Report for the Financial Year 2023-24 in compliance with Regulation 30, 34, 50 and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

This is in furtherance to our communication dated September 02, 2024, wherein we had informed that the 52nd Annual General Meeting ("52nd AGM") of the Company is scheduled to be held on Monday, September 30, 2024 through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM').

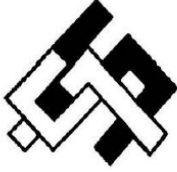
In compliance with Regulations 30, 34, 50 and 53 and other applicable provisions of the Listing Regulations, please find enclosed herewith the following documents for the Financial Year 2023-24:

1. Notice of the 52nd AGM scheduled to be held on Monday, September 30, 2024 at 04:00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM'). The list of the agenda items proposed to be transacted at the 52nd AGM is given in "**Annexure A**" and;
2. Integrated Annual Report for the Financial Year 2023-24.

Further, in compliance with circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars"), the copies of the Annual Report for the Financial Year 2023-24 and Notice of AGM of the Company (including e-voting instructions) is being sent electronically to those Members whose E-mail IDs are registered with the Company's Registrar and Transfer Agent, ("RTA"). The Member who wishes to obtain a hard copy of the Annual Report can send a request for the same at cs@steelcraft.co.in mentioning Folio No/ DP ID and Client ID.

The Notice of 52nd AGM and the Annual Report for the Financial Year 2023-24 can also be accessed or downloaded from the website of the Company at <http://www.steelcraft.co.in/>

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for providing E-voting services and V.C. facility to participate in the AGM. Members may access the same at <https://www.evotingindia.com/> through the same login credentials provided to them for e-voting. Further, the detailed instructions for e-voting, participation in the AGM through VC and remote e-voting have been provided in the Notice of the AGM.



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Book Closure details: Pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules framed thereunder and in compliance with Regulation 42 of the Listing Regulations, Notice is hereby given that the Register of Members and Transfer Books of the Company will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for determining the entitlement of the Shareholders for the purpose of Dividend and AGM.

Cut-off date and E-voting details: The remote e-voting period will commence from Friday, September 27, 2024 (9.00 a.m. IST) and end on Sunday, September 29, 2024 (5:00 p.m. IST). The e-voting module will be disabled by CDSL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialised form as on Monday, September 23, 2024 i.e. Cut-off Date, may cast their vote electronically.

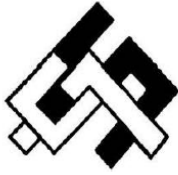
We request you to take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours faithfully,

For, AHMEDABAD STEELCRAFT LIMITED

**SIDDHI SHAH
COMPANY SECRETARY**



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Annexure A

The list of agenda items proposed to be transacted at the 52nd Annual General Meeting of the Company is as under:

Sr. No.	Particulars
Ordinary Business:	
1.	To receive, consider, approve and adopt the Audited Balance sheet as at March 31, 2024, Statement of Profit & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statements") for the year ended on March 31, 2024 and report of the Board Of Directors and Auditors thereon.
2.	To appoint M/s. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C) as a Statutory Auditor for Financial Year 2024-25 to fill Casual Vacancy.
3.	To appoint M/s. Prateek Gupta & Company, Chartered Accountants (FRN: 016512c), as a Statutory Auditor of the Company.
Special Business	
4.	To consider and approve Appointment of Mr. Rohit Pandey (DIN: 03425671) as a Director & Managing Director of The Company.
5.	To appoint Mrs. Preeti Punia (DIN: 10684352) as Non-Executive Director of the Company
6.	To appoint Mr. Sunil Dutt Pandey (DIN: 06972473) as Non-Executive Director of the Company.
7.	To appoint Mr. Rajeev Jain (DIN: 10686749) as an Independent Director of the Company
8.	To appoint Mr. Rajeev Singh (DIN: 10686736) as an Independent Director of the Company
9.	To consider and approve Alteration of Main Object Clause of Memorandum of Association of the Company
10.	To create Mortgage/Charge in terms of Section 180(1)(A) of the Companies Act, 2013
11.	To increase the Borrowing power limit of the Board of Directors upto Rs. 300 crores under Section 180(1) (C) of the Companies Act, 2013



NOTICE

NOTICE is hereby given that the **52nd Annual General Meeting (AGM)** of the Members of **Ahmedabad Steelcraft Limited** will be held on **Monday, September 30, 2024** at **4.00 P.M.** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OVAM”) **to transact the following business.**

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2024, STATEMENT OF PROFIT & LOSS TOGETHER WITH CASH FLOW STATEMENT AND NOTES FORMING PART THERETO (“FINANCIAL STATEMENTS”) FOR THE YEAR ENDED ON MARCH 31, 2024 AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 2. TO APPOINT M/S. PRATEEK GUPTA & COMPANY, CHARTERED ACCOUNTANTS (FRN: 016512C) AS A STATUTORY AUDITOR FOR FINANCIAL YEAR 2024-25 TO FILL CASUAL VACANCY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company at their meeting held on September 02, 2024, consent of the members of the Company be and are hereby accorded to appoint M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S. Dhiren Shah & Company, Chartered Accountants (FRN:114633W) and they shall hold office until the conclusion of the 53rd Annual General Meeting at the remuneration as determined by the Board.

“**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

- 3. TO APPOINT M/S. PRATEEK GUPTA & COMPANY, CHARTERED ACCOUNTANTS (FRN: 016512C), AS A STATUTORY AUDITOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 53rd Annual General Meeting (AGM) till the conclusion of the 57th Annual General Meeting of the Company to be held in the year 2029, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

“**RESOLVED FURTHER THAT** any of the director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

- 4. TO CONSIDER AND APPROVE APPOINTMENT OF MR. ROHIT PANDEY(DIN: 03425671) AS A DIRECTOR & MANAGING DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special resolution:** -

“**RESOLVED THAT** on recommendation of nomination and remuneration committee and pursuant to the provisions of Section 161 read with Rules of Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and applicable rules framed there under, including any modification or re-enactment thereof for the time being in force, Mr. Rohit Pandey (DIN: 03425671) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th June, 2024 and who holds office until the date of ensuing Annual General Meeting, and in respect of whom the Company has received from a member a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rohit Pandey(DIN: 03425671) for the office of the Director of the Company, be and is hereby appointed as Director of the Company whose period of office shall not be liable to determination for retirement by rotation.



RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and the provisions of Sections 188, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for Appointment of Mr. Rohit Pandey (DIN: 03425671) as a Managing Director of the Company, for a period of 3 (Three) years with effect from 28th June, 2024, on such terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Mr. Rohit Pandey (DIN: 03425671) subject to the limits as set out under provision of the Act and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to revise from time to time during the tenure of the appointment of Mr. Rohit Pandey (DIN: 03425671), the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

5. TO APPOINT MRS. PREETI PUNIA (DIN: 10684352) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions Section 149, 152, 161 and any other applicable provisions of the Companies Act 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mrs. Preeti Punia (DIN: 10684352) who was appointed as an Additional Director under Promoter Category by the Board of Directors w.e.f. 28th June, 2024 and in respect of whom the Company has received from a member a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Preeti Punia (DIN: 10684352) for the office of the Director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination for retirement by rotation;

RESOLVED FURTHER THAT Mr. Rohit Pandey (DIN: 03425671), Managing Director of the Directors of the Company be and is hereby authorized to digitally sign and submit necessary e-Form with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution "

6. TO APPOINT MR. SUNIL DUTT PANDEY (DIN: 06972473) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions Section 149, 152, 161 and any other applicable provisions of the Companies Act 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mr. Sunil Dutt Pandey (DIN: 06972473) who was appointed as an Additional Director under Promoter Category by the Board of Directors w.e.f. 28th June, 2024 and in respect of whom the Company has received from a member a notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sunil Dutt Pandey (DIN: 06972473) for the office of the Director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination for retirement by rotation;

RESOLVED FURTHER THAT Mr. Rohit Pandey (DIN: 03425671), Managing Director of the Directors of the Company be and is hereby authorized to digitally sign and submit necessary e-Form with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution "

7. TO APPOINT MR. RAJEEV JAIN (DIN: 10686749) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, with or without modification(s), to pass the Following resolution as a Special Resolution;

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule



IV to the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Rajeev Jain (DIN: 10686749) who was appointed as the Additional Director under the category of Independent Director w.e.f. 28.06.2024 and who holds office upto 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 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years with effect from 28.06.2024 to 27.06.2029.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

8. **TO APPOINT MR. RAJEEV SINGH (DIN:10686736) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, with or without modification(s), to pass the Following resolution as a Special Resolution;

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Rajeev Singh (DIN:10686736) who was appointed as the Additional Director under the category of Independent Director w.e.f. 28.06.2024 and who holds office upto 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 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years with effect from 28.06.2024 to 28.06.2029.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

9. **TO CONSIDER AND APPROVE ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, with or without modification(s), to pass the Following resolution as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and are hereby accorded to add new objects as sub-clause 1, 2, 3 and 4 in the main object clause of Memorandum Association of Company in replacement of the existing sub-clause 1 to 8, the new sub-clause of Clause III follows as under

III. THE MAIN OBJECT CLAUSE TO BE PURSUED BY THE COMPANY AFTER THE CHANGES ARE:

- 1) To manufacture, trade, import, export, trading and fabrication of iron ,steel metal, all kinds of Jelly Filled Cables, foam filled cables, optical fibre cables, steel reinforced (ACSR) insulated cables ,wires, rubber insulated wires and cables, cab tyre sheeted wires, aluminium cables ,p.v.c cables and flexibles, flexibles cards, cotton or silk braided, conduct wires and cables, low and high tension power cables, electrical wires, power transmission and Power Distribution Conductors and malleable, ferrous and non-ferrous metals, special and alloy steel, spring steel, and of all types of forged components and accessories, alloys, rods, angles, sheets, girders, pipes, channels, nut bolts machineries, accessories, steel rounds, nails, tools, all types of hardware items and it allied products, and to buy take on hire sell, import, export, otherwise deal in such products, by products, machineries, rolling stock, implements, tools, ground tools, materials and conveniences of all kinds Tools
- 2) To engineer, procure, construct, manufacture, build, erect, install, repair, restore, operate, develop, promote, advise on, provide consultancy, research and develop, test, undertake, takeover, execute, deal in, trade, whether independently



or in association with other(s) in any form, in India or elsewhere in the world, projects related to power transmission, power distribution, Utility shifting, sub-stations, generation stations, power houses, telecommunication systems (basic, cellular, paging, wireless, satellite based and others), railways, roads, highways, bridges, flyovers, buildings, structures, canals, airports, dams, docks, harbours, ports and any other projects directly or indirectly associated with infrastructure and infrastructure facilities, power plants (thermal - based on fuel like coal, naphtha, condensate/liquefied natural gas and other petro-products, mini & major hydel; pumped storage scheme, wind and non-conventional energy based), real estate, water, oil & gas and any kind of works or projects whatsoever on engineering, procurement, construction basis for and on behalf of government, semi-government, non-government organizations or bodies corporate or individuals or others

- 3) To undertake, take up, carry on, engage in process designing, supervising, owning, executing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil & gas, refinery, fertilizers, chemicals, petrochemicals; on Build-Operate-Transfer (BOT) or Build-Own-Operate (BOO) or Build-Own-Lease-Transfer (BOLT) basis, Build- Own-Operate-Transfer (BOOT) basis, Build-Own-Operate-Share-Transfer (BOOST) basis or on any other basis.
- 4) To carry on the business of manufacturing, buying, selling, re-selling, altering, importing, exporting, improving, assembling, distributing, leasing, hiring on hire purchase system or otherwise dealing in machinery and equipment for all types of wire cables, conductors, insulators, designs of high tension and low tension machines as hydro-thermal or diesel electric stations, generators, transformers, sub-stations and transformer stations, Low Tension & High Tension switchgear, Low Tension & High Tension networks, electric locomotives, tramway and industrial railway, electric railway lines converters and rectification stations for railways, post and industries, electric motor and electric tubes for all industrial and agricultural purposes, wiping plants, accessories and equipment and electrical medical equipment, industrial and domestic electric appliances and all types of telecommunication and electronic equipment's.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to sign and submit necessary E-Forms forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

10. **TO CREATE MORTGAGE/CHARGE IN TERMS OF SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, with or without modification(s), to pass the Following resolution as a Special Resolution;

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) for the time being in force and any rules and regulations made there under, consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board") to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/ to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed ₹ 300Crores (Rupees three hundred crores Only) at any time.

RESOLVED FURTHER THAT the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified.



RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

11. TO INCREASE THE BORROWING POWER LIMIT OF THE BOARD OF DIRECTORS UPTO RS. 300 CRORES UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, with or without modification(s), 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 (including any statutory modifications thereof) for the time being in force and any rules and regulations made there under, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“Board”) for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of ₹ **300 Crores** (Rupees three hundred crores Only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Registered office:

Office No.213, Sakar 5,
B/h Natraj Cinema, Off Ashram Road,
Ellisbridge, Ahmedabad – 380009
Gujarat

Date : 02/09/2024
Place : Ghazibad

By order of Board of Directors
AHMEDABAD STEELCRAFT LIMITED

Sd/-
Mr. Rohit Pandey
Managing Director
DIN: 03425671

Sd/-
Mr. Sunil Dutt Pandey
Chairman and Director
DIN: 06972473

**Notes**

1. Pursuant to General Circular Nos. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April 2020, No. 20/2020 dated 5th May, 2020, No.02/2021 dated 13th January 2021, No.21,2021 dated 14th December 2021 and No. 10/2022 dated 28th December 2022 respectively (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. In terms of the said circulars, the 51st Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given hereunder and available at the Company's website www.steelcraft.co.in.
2. The relevant details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (LODR) of person seeking appointment as a Director under Item No. 4, 5, 6, 7 & 8 is also annexed.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. The facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email, through their registered email address with copies marked to the Company at cs@steelcraft.co.in
5. 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.
6. **Registration of email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and/ or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

 - a. Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services> Email/ Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - b. **In the case of Shares held in Demat mode:**

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM along with Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.steelcraft.co.in. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of Central Depository Services (India) Limited at <https://www.evotingindia.com/> (agency for providing the Remote e-Voting facility)
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive).
9. Company wants to conserve the reserves and as there is no profitability, it has been decided not to recommend Dividend by the Directors of the Company for the year under review.
10. Pursuant to section 124 of the Act (as notified on the 7th September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the



Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in.) along with requisite fee as decided by the Authority from time to time.

11. Pursuant to the provisions of section 205C of the Companies Act, 1956 and section 125 of the Companies Act 2013 (with effect from 7th September, 2016), the Company has transferred the unpaid or unclaimed dividend amount upto the financial year ended 31st March, 2014 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical mode should submit their PAN to the Company/Registrar and Transfer Agent, Link Intime India Private Limited (Link Intime).
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Link Intime to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to Link Intime.
14. Members holding shares in physical mode are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime for assistance in this regard.
15. Members holding shares in physical mode in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
16. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Members seeking any information with regard to the Accounts are requested to write to the Company before 11 days (i.e. September 19, 2024) in advance, so as to enable the Management to keep the information ready at the meeting.
18. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website www.steelcraft.co.in and websites of and BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.



In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by SEBI in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services and the e-voting facility at the 39th AGM by Central Depository Services (India) Limited ('CDSL'), e-voting agency, for voting on all the resolutions set out in this Notice.

The instructions to members for voting electronically are as under:-

The remote e-voting period commences on **Friday, September 27, 2024 (9.00 a.m. IST)** and ends on **Sunday, September 29, 2024 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Monday, September 23, 2024** i.e. Cut-off Date, may cast their vote electronically. Person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the 52nd AGM through VC/OAVM facility and have not cast 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 system during the 52nd AGM.

STEP 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting& voting during the meeting. 2) If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting& voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical Issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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



STEP 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-individual Shareholders in demat mode.

Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website: www.evotingindia.com.
- 2) Click on “Shareholders” module
- 3) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID;
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c) Members holding shares in Physical form should enter Folio Number registered with the Company
- 4) Next enter the Image Verification as displayed and Click on “Login”.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Physical Shareholders other than individual shareholders holding shares in demat	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on SUBMIT’ tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the <AHMEDABAD STEELCRAFT LIMITED> on which you choose to vote.
- x. On the voting page, you will see ‘Resolution Description’ and against the same the option ‘YES/NO’ for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the ‘Resolutions File Link ‘if you wish to view the entire resolution details.
- xii. After selecting the resolution you have decided to vote on, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “Confirm” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the voting done by you by clicking on ‘Click here to print’ option on the Voting page.
- xv. If a demat account holder has forgotten the Login Password, then enter the User ID and the image verification code and click on ‘Forgot Password’& enter the details as prompted by the system.
- xvi. There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians-For remote voting only:**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@steelcraft.co.in, if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, Scanned copy of the Share Certificate (front and back), PAN(self-attested scanned copy of PAN card), AADHAR(self-attested scanned copy of Aadhar Card) by email to RTA at rnt.helpdesk@linkintime.co.in or Company at cs@steelcraft.co.in.
2. For Demat shareholders- please update your email id & mobile no. with your Depository Participant (DP).
3. For Individual Demat Shareholders- Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual message through Depository.

Instructions for shareholders attending the 52nd AGM of the Company through VC/OAVM are as under:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders, who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@steelcraft.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@steelcraft.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



ANNEXURE -A

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment/re appointment/regularize at 52nd Annual General Meeting are as follows:

Agenda Item No.	4	5	6	7	8
Name of Director	Mr. Rohit Pandey	Mrs. PreetiaPunia	Mr. Sunil Dutt Pandey	Mr. Rajeev Jain	Mr. Rajeev Singh
DIN	03425671	10684352	06972473	10686749	10686736
Designation	Director & Managing Director	Director & Non-Executive and Non-Independent Women Director	Director & Non-Executive and Non- Independent Director	Director & Independent Director	Director & Independent Director
Age (Date of Birth)	35 Years (27-03-1989)	31 Years (04-02-1993)	56 Years (01-03-1968)	62 Years (01-01-1962)	63 Years (08-09-1960)
Date of First Appointment on Board	28-06-2024	28-06-2024	28-06-2024	28-06-2024	28-06-2024
Qualification and experience in specific functional area	High School Graduate Experience in the field of civil construction, particularly in tower foundation and infrastructure development, ensuring robust and sustainable structures in the field of Power Transmission and Power Distribution related work	High School Graduate Experienced in the field of Human Resources and Administration related work.	High School Graduate Experienced in the field of civil construction, particularly in tower foundation and infrastructure development, ensuring robust and sustainable structures in the field of Power Transmission and Power Distribution related work.	BE(ELECT) IIT Roorkee Expertise in Transmission and distribution field related work.	IIT Roorkee- Mechanical engineering IIT Roorkee – Production Engineering MBA- International Business Expertise in Planning designing Electrical / Mechanical town planning such as 33/11 KV substations, Electrical Distribution networks, water supply system, HVAC, Fire Detection / Fighting, Street Lighting Designing by computer software etc related work.
Directorship held in other companies*	Nil	Nil	Nil	Nil	Nil
Membership / Chairmanships of Committee in other Public Companies	Nil	Nil	Nil	Nil	Nil
Listed entities from which the Director has resigned from Directorship in last 3(Three) years	NA	NA	NA	NA	NA

**AHMEDABAD STEEL CRAFT LIMITED**

Agenda Item No.	4	5	6	7	8
Relationships between directors inter se	Son of Sunil Dutt Pandey, Director and Husband of Mrs. Preeti Punia, Director	Wife of Rohit Pandey, Director and Daughter in Law of Mr. Sunil Dutt Pandey, Director	Father of Rohit Pandey, Director	No relation with the directors	No relation with the directors
No. of Shares held in the Company	0	0	0	0	0
Number of Board Meetings Attended (FY 2023-24)	NIL	NIL	NIL	NIL	NIL
Remuneration last drawn (including sitting fees, if any)	N.A.	N.A.	N.A.	N.A.	N.A.
Remuneration proposed to be paid	₹ 3,50,000 p.m.	Nil	Nil	N.A.	N.A.

*Pvt. Companies exclude

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NO.2& 3 APPOINTMENT OF STATUTORY AUDITOR**

M/s.Dhiren Shah & Company, Chartered Accountants (FRN:114633W), has been the Statutory Auditors of the Company since their appointment at the Annual General Meeting of the Company held on September 20, 2022. However, M/s.Dhiren Shah & Company, Chartered Accountants (FRN:114633W), vide their letter dated 13th August, 2024 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013

The Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on Monday, September 02, 2024 appointed M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Dhiren Shah & Company, Chartered Accountants (FRN: 114633W) till the conclusion of this 53rd AGM, subject to the approval and ratification by the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C) is a firm of Chartered Accountants office situated at Ghaziabad. The firm also holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board of Directors of the Company on the recommendation of the Audit Committee also recommend the appointment of M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C) as the Statutory Auditors of the Company to hold office to fill the casual vacancy till the conclusion of 53rd AGM of the Company, subject to approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Further, The Board of Directors at their meeting held on 02 September, 2024, on the terms of recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C), as Statutory Auditor of the Company to hold office from the conclusion of the 53rd Annual General Meeting, till the conclusion of the 57th Annual General Meeting of the Company to be held in 2029 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received the consent letter and eligibility certificate from M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C), to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fees proposed to be paid to M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C) towards statutory audit from the Financial Year 2024-25 as decided by Board of Directors based on the recommendation of the Audit Committee.
- The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fees as above, and will be decided by the management in consultation with the Statutory Auditor. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.
- There is no material change in the proposed fee for the audit from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C) as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm, proven track record of the firm and eligibility criteria prescribed under the Act.
- M/S. Prateek Gupta & Company, Chartered Accountants (FRN: 016512C) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The firm has a valid Peer Review Certificate.
- The firm is primarily engaged in providing all the Chartered Accounting Services, Financial and Consultancy Services, Internal Auditing Services, Statutory Auditing Services, Business Process Outsourcing Services, Tax Litigation Services, Risk Advisory Services, Special Corporate Advisory Services, Corporate Services, Business Advisory Services & Company Formation and GST Consultancy.



None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 2 & 3 of the accompanying notice.

Your Board recommends the Resolution at Item no. 2 and 3 as Ordinary Resolution for the approval of members.

ITEM NO. 4: TO CONSIDER AND APPROVE APPOINTMENT OF MR. ROHIT PANDEY (DIN : 03425671) AS A DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Rohit Pandey (DIN: 03425671) as an Additional Director of the Company with effect from 28th June, 2024. In terms of the provisions of Section 161(1) of the Act, Mr. Rohit Pandey (DIN: 03425671) would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rohit Pandey (DIN: 03425671) for the office of Director of the Company. Mr. Rohit Pandey (DIN: 03425671) 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.

The Board has also appointed Mr. Rohit Pandey (DIN: 03425671) as Managing Director of the Company, subject to necessary approvals. Under his leadership the Company would be able to reach the enhanced position and will enhance the value of the Company many-folds. He will be responsible for Corporate Planning, Management and Overall Administration and Governance of the Company. Considering several aspects, and on the recommendation of the Nomination and Remuneration committee, the Board of Directors has considered it appropriate and advisable to appoint him as a Managing Director for a period of three years with effect from 28th June, 2024 on the below mentioned terms and conditions.

I. Period:

For a period of 3 years from 28th June, 2024.

II. Salary(Including perquisites):

Upto ₹ 3,50,000/- per month which is eligible for revision.

III. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company

IV. TERMINATION:

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 60 days' Notice to the Company.

V. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VI. Other terms and conditions:

- a) "Family" means the spouse and dependent children of Mr. Rohit Pandey.
- b) Leave with full pay and allowances shall be allowed as per the Company's rules.
- c) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- d) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.



As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Act and 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 Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable w.e.f. April 01, 2019 the appointment of and payment of remuneration to Managing Director requires the approval of the Shareholders in General Meeting by way of Special resolution and hence necessary resolution has been proposed for your approval. The Board of Directors is of the view that the services of Mr. Rohit Pandey (DIN: 03425671) will be of immense value and will be in the interest of the Company. Your directors therefore recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Mr. Rohit Pandey, being an appointee, Mr. Sunil Dutt Pandey and Mrs. Preeti Punia Director of the Company being relatives, none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. General Information:

1. Nature of Industry: Trader, Manufacturer and EPC turnkey contractor.
2. Date of commencement of Commercial production: The Company is already in existence and it started its activities since 1972.
3. In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus: N.A.
4. Financial performance based on given indicators:

[₹ in Lakhs]

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Turnover	300.92	299.73
Profit Before Tax	(259.24)	(62.32)
Profit After Tax	(228.63)	(65.74)

5. Foreign investments or collaborations, if any: N.A.

B. Information about the appointee:

1. Background details: Mr. Rohit Pandey (DIN: 03425671) is an Intermediate, a high school graduate. He has an experience of 13 Years and specializes in managing turnkey projects, handling all aspects from planning to execution with a focus on quality and efficiency. He is experienced in civil construction, particularly in tower foundation and infrastructure development, ensuring robust and sustainable structures in the field of Power Transmission and Power Distribution. Mr. Rohit Pandey (DIN: 03425671) would have immense contribution in the growth of the Company.
2. Past Remuneration: NA
3. Recognition and awards: Nil.
4. Job profile and his suitability: Mr. Rohit Pandey (DIN: 03425671) will be responsible for overall in-charge of the business and day to day administration of the Company. He would be mainly involved in the corporate planning of the Company, policy decisions, administration, overall management, formulations of strategies and other related matters.
5. Remuneration proposed: Upto ₹ 3,50,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to him is commensurate with the remuneration paid to similar appointee in other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Except for the proposed remuneration Mr. Rohit Pandey (DIN: 03425671) does not have any pecuniary relationship directly



or indirectly with the Company or managerial personnel of the Company and except Mr. Sunil Dutt Pandey, Director and Mrs. Preeti Punia are Director non of the other directors and KMP of the Company are interested in this resolution.

C. Other information:

The Company is engaged in the business of trade in all types of MS Steel Window and Other Steel item. The Company is exploring the available business opportunities and accordingly proposed to do addition of some new line of business activities in its main object of Memorandum of Association and hopeful to for good financials in coming years.

Brief profile of Mr. Rohit Pandey (DIN: 03425671) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mr. Rohit Pandey (DIN: 03425671) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. Rohit Pandey himself and Mr. Sunil Dutt Pandey and Mrs. Preeti Punia, no other Directors or key managerial personnel of the company and their relatives are concerned or interested in the said Resolution except to the extent of their shareholding.

The Board commends the passing of the resolution set out at Item No. 4 for the approval of the Members of the Company by an Ordinary Resolution.

ITEM NO. 5: TO APPOINT MRS. PREETI PUNIA (DIN: 10684352) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors at their meeting held on June 28, 2024 have appointed Mrs. Preeti Punia (DIN: 10684352) as an Additional Director under Non-Executive, promoter category of the Company w.e.f. June 28, 2024 who holds office upto the date of the ensuing Annual General Meeting.

Mrs. Preeti Punia 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.

Mrs. Preeti Punia is Intermediate, a high school graduate. She is having experience of 2 years in the field of Human Resources and administration Department.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Preeti Punia for the office of Director of the Company.

The Nomination and Remuneration Committee has recommended the appointment of Mrs. Preeti Punia as a Director.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company that, Mrs. Preeti Punia be appointed as a Director of the Company.

Details of Mrs. Preeti Punia, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this notice.

Except Mrs. Preeti Punia, being the appointee and Mr. Rohit Pandey and Mr. Sunil Dutt Pandey, relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 5 of the accompanying notice.

Your Board recommends the Resolution at Item no. 5 as Ordinary Resolution for the approval of members.

ITEM NO. 6: TO APPOINT MR. SUNIL DUTT PANDEY (DIN: 06972473) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors at their meeting held on June 28, 2024 have appointed Mr. Sunil Dutt Pandey (DIN: 06972473) as an Additional Director under Non-Executive, promoter category of the Company w.e.f. June 28, 2024 who holds office upto the date of the ensuing Annual General Meeting.

Mr. Sunil Dutt Pandey 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.

Mr. Sunil Dutt Pandey is Intermediate, a high school graduate. He is having experience of 9 Years and specializes in managing turnkey projects, handling all aspects from planning to execution with a focus on quality and efficiency. He is experienced in civil construction, particularly in tower foundation and infrastructure development, ensuring robust and sustainable structures in the field of Power Transmission and Power Distribution.



The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sunil Dutt Pandey for the office of Director of the Company.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Sunil Dutt Pandey as a Director.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company that, Mr. Sunil Dutt Pandey be appointed as a Director of the Company.

Details of Mr. Sunil Dutt Pandey, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this notice.

Except Mr. Sunil Dutt Pandey, being the appointee and Mr. Rohit Pandey and Mrs. Preeti Punia, relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 6 of the accompanying notice.

Your Board recommends the Resolution at Item no. 6 as Ordinary Resolution for the approval of members.

ITEM NO. 7: TO APPOINT MR. RAJEEV JAIN (DIN:10686749) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") at its meeting held on 28th June, 2024 had appointed Mr. Rajeev Jain (DIN:10686749) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and applicable provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from 28th June, 2024 subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Rajeev Jain (DIN:10686749) as a Director. Mr. Rajeev Jain (DIN:10686749) as given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors Mr. Rajeev Jain (DIN:10686749) fulfils the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Mr. Rajeev Jain (DIN:10686749) has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Rajeev Jain (DIN:10686749) has Confirm that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Rajeev Jain (DIN:10686749) will not be liable to determination by retirement of directors by rotation at the General Meeting.

The NRC has reviewed the capabilities of Mr. Rajeev Jain (DIN:10686749) vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Rajeev Jain (DIN:10686749) as an Independent Director, for a term of 5 (five) consecutive years effective from 28th June, 2024.

In the opinion of NRC and the Board, Mr. Rajeev Jain (DIN:10686749) possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.



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Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Rajeev Jain (DIN:10686749) as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 28th June, 2024 on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Rajeev Jain (DIN:10686749) setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send a request to Mr. Rajeev Singh.

The Board commends the resolution as set out in the Notice for approval of the members as Special Resolution.

Except Mr. Rajeev Jain (DIN:10686749) whom this resolution relates alongwith and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

TEM NO.8: TO APPOINT MR. RAJEEV SINGH (DIN:10686736) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") at its meeting held on 28th June, 2024 had appointed Mr. Rajeev Singh (DIN:10686736) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and applicable provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from 28th June, 2024 subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Rajeev Singh (DIN:10686736) as a Director. Mr. Rajeev Singh (DIN:10686736) as given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors Mr. Rajeev Singh (DIN:10686736) fulfils the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Mr. Rajeev Singh (DIN:10686736) has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Rajeev Singh (DIN:10686736) has Confirm that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Rajeev Singh (DIN:10686736) will not be liable to determination by retirement of directors by rotation at the General Meeting.

The NRC has reviewed the capabilities of Mr. Rajeev Singh (DIN:10686736) vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Rajeev Singh (DIN:10686736) as an Independent Director, for a term of 5 (five) consecutive years effective from 28th June, 2024.

In the opinion of NRC and the Board, Mr. Rajeev Singh (DIN:10686736) possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.



Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Rajeev Singh (DIN:10686736) as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 28th June, 2024 on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Rajeev Singh (DIN:10686736) setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send a request to Mr. Rajeev Singh.

The Board commends the resolution as set out in the Notice for approval of the members as Special Resolution.

Except Mr. Rajeev Singh whom this resolution relates along with and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 9: TO CONSIDER AND APPROVE ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive after the conclusion of open offer of the company and to include new activities to be undertaken by Company as main object as mentioned in the resolution above, it is proposed to add new objects in the main object clause of the Memorandum of Association of the Company in replacement of the existing sub-clause I to 8. Therefore, there is need to alter the present objects mentioned in Main Object Clause III of MOA by adding in the main object Clause of the Memorandum of Association of the Company.

The New Management proposes to carry out new business activities in new sectors as stated in the above resolution for the growth and expansion of its business, which are presently not covered in the Main Object Clause of the Company and hence alteration in Main Object Clause of the Company is proposed by way of replacement of existing sub-clause 1 to 8 with new sub-clause 1,2,3 and 4 in Main Object Clause III of the Memorandum of Company.

To enable the Company to commence the aforesaid new business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice which would be subject to the approval of Members. The Board has approved alteration of the object clause of MOA of the Company and the Board now seeks Members' approval for the same through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 9 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 10&11 :TO INCREASE THE BORROWING POWER LIMIT OF THE BOARD OF DIRECTORS UPTO RS. 300 CRORES UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013 AND TO CREATE MORTGAGE/CHARGE IN TERMS OF SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

Keeping in view of the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, your Company is desirous of raising funds from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules there under.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorised Committee of the Company from time to time, in consultation with the lender(s).



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It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 10 and Item No. 11 of the Notice, to enable the Board of Directors to borrow money upto ₹ 300 Crores (Rupees three hundred crores Only) and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Board recommends the Special Resolution as per the accompanying notice for approval by the Shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Registered office:

Office No.213, Sakar 5,
B/h Natraj Cinema, Off Ashram Road,
Ellisbridge, Ahmedabad – 380009
Gujarat

Date : 02/09/2024
Place : Ghazibad

By order of Board of Directors
AHMEDABAD STEELCRAFT LIMITED

Sd/-
Mr. Rohit Pandey
Managing Director
DIN: 03425671

Sd/-
Mr. Sunil Dutt Pandey
Chairman and Director
DIN: 06972473