

Steelman Telecom Limited

(Formerly known as Steelman Telecom Private Limited)



Dated: 13.09.2023

To,
The Manager
Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, New Trading Wing,
Phiroze Jeejeebhoy Tower
Dalal Street, Fort, Mumbai-400001

Scrip Code: BSE: 543622

Dear Sir/Madam,

SUB: CERTIFIED TRUE COPY OF THE MINUTES OF 20TH ANNUAL GENERAL MEETING

Please find enclosed certified true copy of Minutes of 20th Annual General Meeting of the Company held on Saturday, 19th August, 2023.

Kindly take the same on your record.

Thanking You,

Yours faithfully,

FOR STEELMAN TELECOM LIMITED

(Formerly known as Steelman Telecom Pvt Limited)

APARUPA DAS Digitally signed by APARUPA DAS
Date: 2023.09.13 11:36:00 +05'30'

Aparupa Das

(Company Secretary cum Compliance Officer)

Mb No:42450

MINUTES OF THE PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF MEMBERS OF M/S STEELMAN TELECOM LIMITED HELD ON SATURDAY, 19TH AUGUST 2023 AT 12.00 NOON (IST) AT ECOHUB PREMISES, 2F/11, ECOSPACE BUSINESS PARK, AA II, NEW TOWN, WEST BENGAL, KOLKATA – 700160 AND CONCLUDED AT 1.00 P.M.

DIRECTORS AND KMP'S PRESENT AT THE MEETING

MR. GIRISH BINDAL	Executive Director & Chairman
MR. MAHENDRA BINDAL	Managing Director & CFO
MRS. SALONI BINDAL	Non-Executive Director
MR. ATUL KUMAR BAJPAI	Independent Director
MR. PRAVIN PODDAR	Independent Director
MS. APARUPA DAS	Company Secretary & Compliance Officer
MR. MOHIT AGARWAL	CFO

MEMBERS PRESENT AS PER ATTENDANCE SHEET

Total 12 number of Members were present physically at the 20th Annual General Meeting, and the requisite quorum was present throughout the meeting.

BY INVITATION: -

Mr. Saurabh Basu (Practicing Company Secretary)	Proprietor, M/S S. Basu & Associates. (Scrutinizer and Secretarial Auditor)
Mr. Biswajit Kar, and Associates,	Representative, M/s. Gupta Agarwal and Associates,
Mr. Avirup Majumder	(Chartered Accountants Firm, Statutory Auditor)

1. CHAIRMAN OF THE MEETING:

Mr. Girish Bindal (DIN: 00484979) Chairman of the Company, Chaired the Meeting and welcomed all the Shareholders, Directors and other Managerial personnels to the 20th AGM of the Company.

This Annual General Meeting was held physically on Saturday, 19th August 2023 at 12.00 NOON (IST) at Ecohub Premises, 2F/11, Ecospace Business Park, AA II, New Town, West Bengal, Kolkata – 700160. The Registers required under the Act for inspection was kept at the AGM venue.

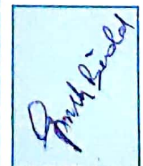
With the consent of the members, the Annual Report and Notice was taken as read.

Thereupon, at the direction of the Chairman, the Auditor's Report dated 30th May, 2023 were read out.

The Chairman then briefed the Members about the affairs and activities of the Company.

The Chairman informed that the Members who had registered themselves as Speakers were given the opportunity to ask questions or seek clarifications on the agenda items. Thereafter, the Chairman/Directors/Secretary/ CFO of the Company responded to the queries raised / clarifications sought by the members who spoke at the Meeting.

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The Chairman informed that pursuant to the provisions of Companies Act, 2013 and SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to cast their votes electronically, on all resolutions set forth in the Notice convening the 20th AGM of the Company. The facility to cast votes through remote e-voting was provided to the Members (i.e., who were members on Friday, 18th August 2023, being the cut-off date of AGM) from Wednesday, 16th August 2023 (9:00am) till Friday, 18th August 2023 (5.00Pm).

Mr. Saurabh Basu, (CP No: 14347 and Mb No: 18686) Practicing Company Secretary and proprietor of M/s. S. BASU & ASSOCIATES (Firm Registration No: S2017WB456500) was appointed as Scrutinizer for conducting the entire e-voting process in a transparent and smooth manner.

Further, facility for e-voting was also provided during the Meeting to those Members who had not cast their votes to exercise their right to vote on all the Resolutions as set out in the notice of 20th Annual General Meeting, held through remote e-voting. The e-voting window for such shareholders was active throughout the meeting and remained so till 15 minutes after the conclusion of the meeting.

The Members were informed that the Results would be declared after considering the Remote e-voting. They were also informed that the results would be submitted to the Stock Exchange not later than 2 working days of conclusion of the AGM and the Scrutinizers' Report shall be placed on the website of the Company for public dimension and shall also be forwarded to the stock exchanges and the NSDL facilitating the e-voting platform.

The Company Secretary cum compliance officer announced that the said Scrutinizers' report shall be treated as a part of the concluding proceedings of this Annual General Meeting only and results on the resolutions in terms of the Scrutinizers' Report shall be construed as the passing of the respective resolutions accordingly in this Annual General Meeting itself.

The meeting concluded with a vote of thanks at 01.00P.M

All the Resolutions proposed vide Notice dated 12.07.2023, and in terms of the report dated 19.08.2023 as submitted by Mr. Saurabh Basu, Practicing Company Secretary, the Scrutinizer appointed for the said purpose are hereby construed to be passed or failed in this Annual General Meeting in the manner as written herein under:

ORDINARY BUSINESS:


ITEM NO:1

Resolution Required: Ordinary Resolution

Mode of Voting: E-Voting

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.

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"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 (both Standalone and Consolidated basis), containing the Audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss account and Cash Flow Statement for the Financial Year ended 31st March, 2023 together with the Reports of the Directors' and Auditors' thereon be and are hereby received, considered and adopted by the Shareholders."

ITEM NO:2

Resolution Required: Ordinary Resolution
Mode of Voting: E-Voting

To appoint a Director in place of Mr. Girish Bindal (DIN-00484979), who retires by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT Mr. Girish Bindal (DIN-00484979), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed a Director of the Company."

ITEM NO:3

SPECIAL BUSINESS

Resolution Required: Special Resolution
Mode of Voting: E-Voting

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED INTO BY THE SUBSIDIARY COMPANIES i.e. M/S EC WHEELS INDIA PVT LIMITED AND STEELMAN INSTALLATION SERVICES PLC FOR THE FY-2023-2024.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded that all the Related Party contract(s)/arrangement(s)/ transaction(s) to be entered into by the Subsidiary Companies, M/S EC WHEELS INDIA PVT LIMITED and M/S STEELMAN INSTALLATION SERVICES PLC in the FY-2023-2024 whether by way of an individual transaction or transactions taken together or series of transactions in the form of loans, investments, guarantees, subscriptions in securities as may be required with its Directors/Promoters/ Associate Companies/ Group Companies together with previous transactions entered into during any Financial Year may exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company but cannot exceed the amount of Rs.50 crores (Fifty crores) during the FY-2023-2024, provided that the said transactions to be entered into shall be on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors and Audit Committee.

"RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964), Managing Director, Mr. Girish Bindal (DIN:00484979) Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

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ITEM NO:4

SPECIAL BUSINESS

Resolution Required: Special Resolution

Mode of Voting: E-Voting

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH ITS RELATED PARTIES FOR THE FY-2023-2024.

"RESOLVED THAT pursuant to the applicable provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time being in force, and based on the recommendation of the Audit Committee of Directors, consent of the members be and is hereby accorded to enter into future Related Party Transaction(s), contracts(s) and agreement(s) in the form of borrowings/availing of loans and advances/ Investment(s),/guarantee(s) /subscription(s) in securities as may be required time to time by the Company with its Related Parties i.e. Subsidiary Companies and or Associate Companies where the Promoters/Directors are the interested parties within the meaning of Section 2(76) of the Companies Act, 2013 and or individually with its Directors/Promoters/Shareholders during the FY 2023- 2024, where the total value of transactions exceeds ten percent Annual Consolidated Turnover of the listed entity or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof together with previous transactions entered into during any Financial Year but shall not exceed the maximum aggregate value of Rs. 50 crores (Fifty crores) for the Financial Year 2023-2024. provided that the said transactions to be entered into shall be on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors and Audit Committee.

"RESOLVED FURTHER THAT Mr. Mahendra Bindal,(DIN-00484964), Managing Director, Mr. Girish Bindal, (DIN-00484979), Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

ITEM NO:5

SPECIAL BUSINESS

Resolution Required: Special Resolution

Mode of Voting: E-Voting

ALTERATION IN THE OBJECT CLAUSE OF THE COMPANY AND ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN RESPECT THEREOF AS PER PROVISIONS OF COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of sections 4, 13, 15 and other applicable provisions, if any of the Companies Act, 2013 ("The Act") read with the Companies (Management & Administrations) Rules, 2014, (including any statutory modification(s) or re-enactment thereof from time to time, and subject to necessary approvals as may be required in this regard from appropriate Authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded to append following sub clause (3) after sub clause (2) of Clause iii (A) of the Memorandum of Association of the Company.

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The following new clause iii (A) (3) be and is hereby added to the existing main object clause iii (A).

"To carry on the business as civil, electrical and mechanical contractors, designers and engineers, structural, contractors, earthwork contractors, consulting engineers, architects, developers, builders, general construction contractors, contractors for repairs, reconstructions, renovation, demolitions and construction canals, irrigation projects, roads, dams, bridges, culverts, ropeways, residential, industrial, commercial buildings, factories, shops and offices, theatres, cinema houses, indoor and outdoor auditorial, stadium, hotels, motels, clubs, restaurants, cafes, bars, wood houses, holiday inns, tourist resort centres, guest houses, rest houses, water sheds, drains and receivers , other conveniences and to take up contracts and jobs on Turnkeys basis or otherwise within and/or outside India for any type of business or industry."

"RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for alteration and adoption of the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause iii (A) - "The main objects for which the Company to be pursued on incorporation" and consequently changing the object numbering by adding new object with the existing object clause as may be appropriate."

"RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause iii (A) of the Memorandum of Association of the Company, be extend by adding new object which will be named as under Clause iii (A)(3) after Clause iii (A)(2):

Clause iii (A)(3) - Matters which are necessary for furtherance of the objects specified in Clause iii (A).

"RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964), Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO:6

SPECIAL BUSINESS

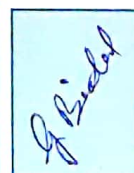
Resolution Required: Special Resolution

Mode of Voting: E-Voting

APPROVAL UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 FOR INCREASING THE BORROWING LIMIT OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the approval of the members of the Company, be and is hereby accorded to the Board of Directors of the Company in supersession of the earlier resolution passed by the members at the EGM dated 17.05.2022 to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks,

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Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 200 Crores (Rupees Two Hundred Crores Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Mahendra Bindal(DIN:00484964), Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

ITEM NO:7

SPECIAL BUSINESS

Resolution Required: Special Resolution

Mode of Voting: E-Voting

APPROVAL OF NECESSARY AUTHORITIES PURSUANT TO PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the approval of the members of the Company, be and is hereby accorded in supersession of the earlier resolution passed by the members at the EGM dated 17.05.2022 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, 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 moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the

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Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

"RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / paripassu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties."

"RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

ITEM NO:8

SPECIAL BUSINESS

Resolution Required: Special Resolution

Mode of Voting: E-Voting

APPROVAL FOR MAKING INVESTMENT, GIVING GUARANTEE OR ISSUE SECURITIES ETC. UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of shareholders of the Company be and is hereby accorded in supersession of the earlier resolution passed by the members at the EGM dated 17.05.2022 to the Board of Directors of the Company hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), for increasing the limits pursuant to section 186 of the Companies Act, 2013 and to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to anybody corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of Rs. 200 Crores (Rupees Two hundred Crores Only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/ guarantees, securities/ investments so far made together with the proposed loans/ guarantees/ securities/ investments to be made, exceeds the limits set by this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to above loans/ guarantees/ securities/ investments, as aforesaid."

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ITEM NO:9

SPECIAL BUSINESS

Resolution Required: Special Resolution

Mode of Voting: E-Voting

"RESOLVED THAT pursuant to provisions of section 185 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded in supersession of the earlier resolution passed at the EGM dated 17.05.2022 by the members to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for advancing of loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, up to a loan amount of or guarantee or security amount of up to Rs. 75 Crores (Rupees Seventy Five Crores only) to following group companies in which Directors are interested:

1. EDP SOFTWARE LIMITED (Rupees 25 Crores)
2. EC WHEELS INDIA PVT LIMITED (Rupees 25 Crores)
3. STEELMAN INSTALLATION SERVICES PLC (Rupees 25 Crores)

"RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to sign and submit all the necessary documents and papers in this regards, to authorize any person and delegate any authority in this regards to that person, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions for and on behalf of the Company in the matter of compliance of section 185 of the Companies Act, 2013 and to give effect to the above resolution."

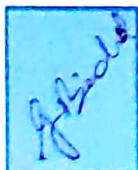
As the business before the 20th Annual General Meeting of the Company had been transacted successfully, Chairman thanked all those present and concluded the meeting with a vote of thanks to the Chair at 1.00 P.M.


COMPANY SECRETARY

Date of entry:

Place: Kolkata


CHAIRMAN

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ADDENDUM TO THE 20TH ANNUAL GENERAL MEETING MINUTES

PARTICULARS	Type	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
ORDINARY BUSINESS			
Item No. 1 Ordinary Resolution) <u>To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.</u> "RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2023 (both Standalone and Consolidated basis), containing the Audited Balance Sheet as at 31 st March, 2023 and the Statement of Profit and Loss account and Cash Flow Statement for the Financial Year ended 31 st March, 2023 together with the Reports of the Directors' and Auditors' thereon be and are hereby received, considered and adopted by the Shareholders."	In favour of the resolution	7029000	84.43
	Against the Resolution	1296000	15.57
	Invalid votes	0	0
THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY			
Item No. 2 (Ordinary Resolution) <u>To appoint a director in place of Mr. Girish Bindal (DIN-00484979), who retires by rotation and being eligible, offers himself for reappointment.</u> "RESOLVED THAT Mr. Girish Bindal (DIN-00484979), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed a Director of the Company."	In favour of the resolution	7029000	84.75
	Against the Resolution	1264800	15.25
	Invalid votes	0	0
THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY			
SPECIAL BUSINESS			
Item No. 3 (Special Resolution) <u>Approval of Material Related Party Transaction to be entered into by the Subsidiary Companies i.e. M/S EC WHEELS INDIA PVT LIMITED and STEELMAN INSTALLATION SERVICES PLC for the FY-2023-2024.</u> "RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and	In favour of the resolution	57600	4.24
	Against the Resolution	1302000	95.76
	Invalid votes	6965400	-

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Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded that all the Related Party contract(s)/ arrangement(s)/ transaction(s) to be entered into by the Subsidiary Companies, M/S EC WHEELS INDIA PVT LIMITED and M/S STEELMAN INSTALLATION SERVICES PLC in the FY-2023-2024 whether by way of an individual transaction or transactions taken together or series of transactions in the form of loans, investments, guarantees, subscriptions in securities as may be required with its Directors/Promoters/ Associate Companies/ Group Companies together with previous transactions entered into during any Financial Year may exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company but cannot exceed the amount of Rs.50 crores (Fifty crores) during the FY-2023-2024, provided that the said transactions to be entered into shall be on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors and Audit Committee.

"RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964), Managing Director, Mr. Girish Bindal (DIN:00484979) Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

THE RESOLUTION HAS NOT BEEN PASSED BY 2/3 MAJORITY AND RESCINDED DUE TO NON-RECEIVED OF REQUISITE MAJORITY.

Item No. 4 (Special Resolution)

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH ITS RELATED PARTIES FOR THE FY-2023-2024.

In favour of the resolution	57600	4.24
Against the Resolution	1302000	95.76
Invalid votes	6965400	0

"RESOLVED THAT pursuant to the applicable provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable rules

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issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time being in force, and based on the recommendation of the Audit Committee of Directors, consent of the members be and is hereby accorded to enter into future Related Party Transaction(s), contracts(s) and agreement(s) in the form of borrowings/ availing of loans and advances/ Investment(s),/ guarantee(s) /subscription(s) in securities as may be required time to time by the Company with its Related Parties i.e. Subsidiary Companies and or Associate Companies where the Promoters/Directors are the interested parties within the meaning of Section 2(76) of the Companies Act, 2013 and or individually with its Directors/ Promoters/Shareholders during the FY 2023-2024, where the total value of transactions exceeds ten percent Annual Consolidated Turnover of the listed entity or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof together with previous transactions entered into during any Financial Year but shall not exceed the maximum aggregate value of Rs. 50 crores (Fifty crores) for the Financial Year 2023-2024. provided that the said transactions to be entered into shall be on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors and Audit Committee.

"RESOLVED FURTHER THAT Mr. Mahendra Bindal,(DIN-00484964), Managing Director, Mr. Girish Bindal, (DIN-00484979), Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

THE RESOLUTION HAS NOT BEEN PASSED BY 2/3 MAJORITY AND RESCINDED DUE TO NON-RECEIVED OF REQUISITE MAJORITY.

Item No. 5 (As a Special Resolution)	In favour of the resolution	7024200	84.37
	Against the	1300800	15.63

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<p><u>Alteration in the object clause of the Company and adoption of Memorandum of Association of the Company in respect thereof as per provisions of Companies Act, 2013</u></p>	<p>Resolution</p>		
<p>“RESOLVED THAT pursuant to the provisions of sections 4, 13, 15 and other applicable provisions, if any of the Companies Act, 2013 (“The Act”) read with the Companies (Management & Administrations) Rules, 2014, (including any statutory modification(s) or re-enactment thereof from time to time, and subject to necessary approvals as may be required in this regard from appropriate Authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded to append following sub clause (3) after sub clause (2) of Clause iii (A) of the Memorandum of Association of the Company.</p> <p>The following new clause iii (A) (3) be and is hereby added to the existing main object clause iii (A).</p> <p>“To carry on the business as civil, electrical and mechanical contractors, designers and engineers, structural, contractors, earthwork contractors, consulting engineers, architects, developers, builders, general construction contractors, contractors for repairs, reconstructions, renovation, demolitions and construction canals, irrigation projects, roads, dams, bridges, culverts, ropeways, residential, industrial, commercial buildings, factories, shops and offices, theatres, cinema houses, indoor and outdoor auditorial, stadium, hotels, motels, clubs, restaurants, cafes, bars, wood houses, holiday inns, tourist resort centres, guest houses, rest houses, water sheds, drains and receivers , other conveniences and to take up contracts and jobs on Turnkeys basis or otherwise within and/or outside India for any type of business or industry.”</p> <p>“RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for alteration and adoption of the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause iii (A) - “The main objects for which the Company to be pursued on incorporation” and consequently changing the object numbering by adding new object with the existing object clause as may be appropriate.”</p>	<p>Invalid votes</p>	<p>0</p>	<p>0</p>

CHAIRMAN'S INITIALS

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"RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause iii (A) of the Memorandum of Association of the Company, be extend by adding new object which will be named as under Clause iii (A)(3) after Clause iii (A)(2):

Clause iii (A)(3) - Matters which are necessary for furtherance of the objects specified in Clause iii (A).

"RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY

Item No. 6 (Special Resolution)

APPROVAL UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 FOR INCREASING THE BORROWING LIMIT OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the approval of the members of the Company, be and is hereby accorded to the Board of Directors of the Company in supersession of the earlier resolution passed by the members at the EGM dated 17.05.2022 to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks,

In favour of the resolution	7025400	84.39
Against the Resolution	1299600	15.61
Invalid votes	0	0

CHAIRMAN'S INITIALS



Directors of the Company in supersession of the earlier resolution passed by the members at the EGM dated 17.05.2022 to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 200 Crores (Rupees Two Hundred Crores Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY

Item No. 7 (As a Special Resolution)	In favour of the resolution	7024200	84.37
APPROVAL OF NECESSARY AUTHORITIES PURSUANT TO PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:	Against the Resolution	1300800	15.63
	Invalid votes	0	0

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-

CHAIRMAN'S INITIALS

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in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

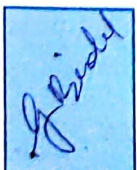
“RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / paripassu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY

Item No. 8 (Special Resolution)	In favour of the resolution	7024200	84.37
APPROVAL FOR MAKING INVESTMENT, GIVING GUARANTEE OR ISSUE SECURITIES ETC. UNDER SECTION 186 OF THE COMPANIES ACT, 2013:	Against the Resolution	1300800	15.63
	Invalid votes	0	0
	“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of shareholders of the Company be and is hereby accorded in supersession of the earlier resolution passed by the members at the EGM dated 17.05.2022 to the Board of Directors of the Company hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), for increasing the limits pursuant to section 186 of the Companies Act, 2013 and to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to anybody		

CHAIRMAN'S INITIALS



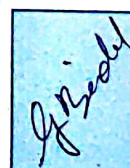
enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the approval of the members of the Company, be and is hereby accorded in supersession of the earlier resolution passed by the members at the EGM dated 17.05.2022 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, 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 moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated

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<p>corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of Rs. 200 Crores (Rupees Two hundred Crores Only) outstanding at any point of time not withstanding that the aggregate amount of all the loans/guarantees, securities/ investments so far made together with the proposed loans/ guarantees/ securities/ investments to be made, exceeds the limits set by this resolution.”</p> <p>“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to above loans/ guarantees/ securities/ investments, as aforesaid.”</p>			
THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY			
Item No. 9 (As a Special Resolution)	In favour of the resolution	7023000	84.36
<u>APPROVAL FOR ADVANCING LOAN OR GIVING OF GUARANTEE OR ISSUING OF SECURITY FOR LOANS, IN COMPLIANCE WITH PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013</u>	Against the Resolution	1302000	15.64
<p>“RESOLVED THAT pursuant to provisions of section 185 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded in supersession of the earlier resolution passed at the EGM dated 17.05.2022 by the members to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for advancing of loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person</p>	Invalid votes	0	0

CHAIRMAN'S INITIALS



in whom any of the director of the Company is interested, up to a loan amount of or guarantee or security amount of up to Rs. 75 Crores (Rupees Seventy Five Crores only) to following group companies in which Directors are interested:

- 1.EDP SOFTWARE LIMITED (Rupees 25 Crores).
- 2.EC WHEELS INDIA PVT LIMITED (Rupees 25 Crores).
- 3.STEELMAN INSTALLATION SERVICES PLC (Rupees 25 Crores).

"RESOLVED FURTHER THAT Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) , Executive Director cum Chairman and Mrs. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to sign and submit all the necessary documents and papers in this regards, to authorize any person and delegate any authority in this regards to that person, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions for and on behalf of the Company in the matter of compliance of section 185 of the Companies Act, 2013 and to give effect to the above resolution."

THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY

All the aforesaid resolutions **except Resolution No.3 and 4** were passed with requisite majority by the Members of the Company.

Aparupa Das
COMPANY SECRETARY

Date of entry:

Place: Kolkata

Girish Bindal
CHAIRMAN

CHAIRMAN'S
INITIALS

G. Bindal