

Steelman Telecom Limited

(Formerly known as Steelman Telecom Private Limited)



Dated: 21.08.2024

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: Compliance of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations")

The 21st Annual General Meeting of M/s Steelman Telecom Limited was held on Tuesday, 20th August 2024 at 12.00 NOON (IST) at Mani Casadona, Flat No 15E1, Floor No-15, Plot No-IIF/04, Streetno-372, Action Area-IIF, New Town, Kolkata-700156. The Meeting commenced at 12.00 NOON and concluded at 1.05 P.M. The businesses mentioned in the Notice dated 10th July, 2024 convening the AGM were transacted thereat.

In this regard, please find enclosed the following:

- a. Proceedings of the AGM.
- b. Consolidated Report of the Scrutinizer dated 21st August, 2024, on remote e-voting and e-voting during the AGM attached herewith for your information and record.

Please acknowledge receipt.

Thanking You,

Yours faithfully,

For STEELMAN TELECOM LIMITED
(Formerly Known as Steelman Telecom Private Limited)

APARUPA DAS
(Company Secretary & Compliance officer)
Meb No:42450

Encl: as above

Steelman Telecom Limited

(Formerly Known as Steelman Telecom Private Limited)



Dated: 20.08.2024

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: OUTCOME OF 21st ANNUAL GENERAL MEETING OF MEMBERS HELD ON TUESDAY, 20th AUGUST 2024 AT 12.00 NOON (IST)

We enclose, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 21st Annual General Meeting (AGM) of the Company held on Tuesday, 20th August 2024 at 12.00 NOON (IST) at Mani Casadona, Flat No 15E1, Floor No-15, Plot No-IIF/04, Street No-372, Action Area-IIF, New Town, Kolkata -700156.

We would like to inform that all the Resolutions for approval at the 21st Annual General Meeting, as set out in the Notice dated 10th July, 2024 were put to vote through e-voting at the AGM Venue, however as per the requirements under the schedule the e-voting was kept open from **Saturday, 17th August 2024 at 09:00 A.M and ends on Monday, 19th August 2024 at 05.00 P.M.**

The Voting Results in the prescribed form in terms Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be provided once the Scrutinizer provides the voting results.

Please acknowledge receipt.

Thanking You,
Yours faithfully,
For STEELMAN TELECOM LIMITED
(Formerly Known as Steelman Telecom Private Limited)

APARUPA DAS
(Company Secretary & Compliance officer)
Meb No:42450

Encl: as above

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SUMMARY OF PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING (AGM)

The 21st Annual General Meeting of M/s Steelman Telecom Limited, was held today, i.e, Tuesday, 20th August 2024 at 12.00 NOON (IST) At Mani Casadona, Flat No 15E1, Floor No-15, Plot No-IIF/04, Street no-372, Action Area-IIF, New Town, Kolkata-700156. The Meeting commenced at 12.00 NOON.

Mr. Girish Bindal (DIN: 00484979) Chairman of the Company, Chaired the Meeting and welcomed all the Shareholders, Directors and other Managerial personnels to the 21st AGM of the Company. All the Directors of the Company were present at the Meeting. After declaring the quorum to be present by the Company Secretary, the Chairman called the Meeting to order. With the permission of the members, the Notice convening the AGM, Directors Report, Audited Financial Statements for the Financial Year ended 31st March, 2024 and Auditors Report thereon were taken as read.

The Company Secretary cum Compliance officer Mrs. Aparupa Das, informed the members that in compliance with the provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), the Company had provided to Members the facility to exercise their vote through electronic means, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their vote electronically were provided an opportunity to cast their vote through e-voting facility, for this arrangement has been made by the Company at the AGM venue.

Company Secretary also informed that the Board had appointed 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**) as Scrutinizer to scrutinize the e—voting process in a fair and transparent manner.

The Members were then briefed on the Ordinary and Special Business items covered in the AGM Notice dated 10th July, 2024 and listed under Serial Nos. 1 to 4 below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Saloni Bindal (DIN-09607557), who retires by rotation and being eligible, offers herself for reappointment.

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SPECIAL BUSINESS:

3. Approval of material Related Party Transaction to be entered into by the subsidiary Companies i.e M/S EC Wheels India Pvt Limited and M/S Steelman Installation Services PLC for the FY-2024-2025.
4. Approval of Material Related Party Transactions to be entered into by the Company with its Related Parties for the FY-2024-2025.

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/Company Secretary of the Company responded to the queries raised / clarifications sought by the Members who spoke at the Meeting.

All the Resolutions for consideration at the 21st AGM in respect of the items set out in the Notice dated 10th July, 2024, have been carried out and put for e voting.

The Company Secretary informed the Members that the Voting Results, along with the Report of Scrutinizer Mr. Saurabh Basu (C.P. No.14347, Mb No: 18686), would be made available on the Company's website and also on the website of NSDL within 48 hours of conclusion of the meeting. The Voting Results along with Scrutinizer Report would also be forwarded to the BSE Limited, where the Company's shares are listed.

The Chairman, thereafter, thanked all the members for their participation at the AGM and wished them a healthy and safe future.

The meeting concluded at 1.05 p.m. (IST)

This is for your information and record.

Please acknowledge receipt.

For STEELMAN TELECOM LIMITED
(Formerly Known as Steelman Telecom Private Limited)

APARUPA DAS
(Company Secretary & Compliance officer)
Meb No:42450



Saurabh Basu

ACS, ACMA, MBA (Fin)
Practising Company Secretary
Insolvency Professional

S BASU & ASSOCIATES

Company Secretaries
Code No.- S2017WB456500
10/6/2 Raja Rammohan Roy Road,
3rd Floor, Kolkata - 700008

CONSOLIDATED REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

To,
The Chairman
M/s Steelman Telecom Limited
Rishi Tower, Premises No 02-315,
Street No 315, New Town, Kolkata -700156

Ref: 21st Annual General Meeting (AGM)

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the 21st Annual General Meeting of M/s Steelman Telecom Limited held on Tuesday , 20th August ,2024 at 12 Noon (IST) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules ,2015

I ,Saurabh Basu Practising Company Secretary(ACS 18686 / CP 14347) , Proprietor of S Basu & Associates, Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of **M/s Steelman Telecom Limited**(the "**Company**") vide resolution passed at their meeting held on July 10 , 2024 in relation to the business conducted at the 20th Annual General Meeting of the Company ("**AGM**") and held on **Tuesday , 20th August ,2024 at 12 Noon (IST)** pursuant to Section 108 of the Companies Act, 2013(as amended) , read with Rule 20 of the Companies (Management and Administration) Rules, 2014,(including any statutory modification or re-enactment thereof for the time being in force) and such other provisions as may be applicable in this regard .

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by shareholders on the resolution set out in the

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www.cssbasu.com

notice of the Annual General Meeting of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and Voting through electronic means at the AGM, are conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast 'in favour' and 'against', on the resolution transacted at the AGM based on the Reports generated from e-voting system by the National Securities Depository Limited (NSDL) for remote e-voting as well as e-Voting at the AGM to the Chairman.

The Notice dated **10th July, 2024** convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s) to be passed at the said Annual General Meeting of the Company to be held on **20th August, 2024 at 12 Noon** A copy of the Notice of AGM dated **20th August, 2024** is available on the website of the Company and others.

I submit my report as under :

- 1) I have given my consent to act as Scrutinizer vide letter dated 08.05.2024.
- 2) The Company has availed the e-voting facility offered by National Securities Depository Limited for conducting e-voting by the Shareholders of the Company.
- 3) The Shareholders of the Company holding shares as on the "cut off" date of **13th August, 2024** were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 4 in the Notice of the AGM of M/s Steelman Telecom Limited.
- 4) The Company has published an Advertisement on 27.07.2024 in Business Standard, an English newspaper having nationwide circulation, Arthik Lipi, a Bengali newspaper and regarding Completion of dispatch of Notice also specifying therein the matters prescribed in the rules with regard to e-voting and dividend details.
- 5) The voting period for e-voting commenced on **17th August, 2024 at 9 A.M. to 19th August, 2024 at 5 P.M.** and during the AGM from **12 Noon to 1.05 P.M. on 20th August, 2024** and the National Securities Depository Limited e-voting platform was blocked thereafter and the votes cast under voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:
 - i. Ms. Dipanwita Modak (Name of the 1st Witness)



Continuation Sheet

ii. Ms. Rajashree Bhattacharjee (Name of the 2nd Witness)

- 6) The votes cast by the Members through the remote e-voting and insta poll/e-voting at AGM were scrutinized by verifying it using the scrutinizer's login on the NSDL's e-voting website <https://www.evoting.nsdl.com> after the closure of the e-voting at the AGM.
- 7) Member' demographic details, their voting rights and voting pattern were provided by M/s. Bigshare Services Private Limited, Registrar & Transfer Agent of the Company. Accordingly, NSDL, the e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who had cast their votes through e-voting.
- 8) We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited e-voting system.
- 9) My liability, if any, for this report shall be limited to the extent of the professional fees received for the same.

In keeping with Regulations 44(1) & 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as prescribed under Rule 20(4)(XIII) of the Companies (Management and Administration) Amendment Rules ,2015 for the purpose ensuring that shareholders who have cast their vote through remote e-voting do not vote again at the General Meeting.

We now submit the Report as under on the result of the voting in respect of the said Resolutions.

Number of folio who cast their votes through e-voting	Total number of shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder
16	7423800	As mentioned beside each of the resolutions



A. ORDINARY BUSINESS:

Item No 1.

To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Directors and Auditors thereon.

“RESOLVED THAT the Audited Financial Statements (Consolidated and Standalone) for the Financial Year ended 31st March, 2024 along with Notes and Report of Auditors and Directors thereon be and are hereby received, considered and adopted.”

I. Voted in favour of the resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E- Voting	16	7423800	100
E- Voting during AGM	0	0	
Total votes in favour	16	7423800	100

II. Voted against the resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid vote cast
Remote E- Voting	0	0	0
E- Voting during AGM	0	0	
Total votes in favour	0	0	0



III. Invalid Votes:

Number of members voted in E-voting	Total number of invalid vote cast
0	0

Item No 2.

To appoint a Director in place of Mrs. Saloni Bindal (DIN-09607557), who retires by rotation and being eligible, offer herself for reappointment.

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Saloni Bindal (DIN-09607557), who retires by rotation and is eligible for re-appointment, be and is hereby reappointed as director liable to retire by rotation.”

I. Voted in favour of the resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E- Voting	16	7423800	100
E- Voting during AGM	0	0	
Total votes in favour	16	7423800	100

II. Voted against the resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid vote cast
Remote E- Voting	0	0	0
E- Voting during AGM	0	0	
Total votes in favour	0	0	0



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S BASU & ASSOCIATES
Company Secretaries
Code No.- S2017WB456500

III. Invalid Votes:

Number of members voted in E-voting	Total number of invalid vote cast
0	0

B. SPECIAL BUSINESS

Item No 3.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“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), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(if any), 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-2024-2025 whether by way of an individual transaction or transactions taken together or series of transactions in any form whatsoever (including the provision of guarantee) as may be required with its Directors/Promoters/Associate Companies/ Group Companies together with previous transactions entered into during any Financial Year to exceed 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 so long as they do not in the aggregate exceed the amount of Rs.50 crores (Fifty crores) during the FY-2024-2025, 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.



Continuation Sheet

S BASU & ASSOCIATES

Company Secretaries

Code No.- S2017WB456500

“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.”

I. Voted in favour of the resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E- Voting	9	458400	100
E- Voting during AGM	0	0	
Total votes in favour	9	458400	100

II. Voted against the resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid vote cast
Remote E- Voting	0	0	0
E- Voting during AGM	0	0	
Total votes in favour	0	0	0

III. Invalid Votes:

Number of members voted in E-voting	Total number of invalid vote cast
7	6965400



Item No 4.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“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), in any form whatsoever(including the provision of guarantee) 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 2024-2025, 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 2024-2025. 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 me to me to give effect to the above resolution.”



Continuation Sheet

S BASU & ASSOCIATES

Company Secretaries
Code No.- S2017WB456500

I. Voted in favour of the resolution:

Mode	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E- Voting	9	458400	100
E- Voting during AGM	0	0	
Total votes in favour	9	458400	100

II. Voted against the resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid vote cast
Remote E- Voting	0	0	0
E- Voting during AGM	0	0	
Total votes in favour	0	0	0

III. Invalid Votes:

Number of members voted in E-voting	Total number of valid vote cast
7	6965400

The results of the voting by the members through emote e-voting prior to AGM and e-voting during the AGM in respect of the above mentioned resolutions may accordingly be declared by the Company Secretary of the Company (who has been so authorised)



Continuation Sheet

S BASU & ASSOCIATES

Company Secretaries

Code No.- S2017WB456500

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

**Place: Kolkata
Date: 21.08.2024**

**For S Basu & Associates
Company Secretaries
Firm Registration No: S2017WB456500**



**Saurabh Basu
Practising Company Secretary
ACS: 18686 ; C.P.: 14347
Peer Review No: 1017/2020
UDIN:A018686F001009390**

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of M/s Steelman Telecom Limited were unblocked from e-voting website of NSDL in our presence on 20.08.2024.

Witness 1

Dipanwita Modak.

Dipanwita Modak
10/6/2 Raja Rammohan Roy Road
Kolkata -700008
Date:21.08.2024

Witness 2

Rajashree Bhattacharjee

Rajashree Bhattacharjee
10/6/2 Raja Rammohan Roy Road
Kolkata -700008
Date:21.08.2024

Accepted by
Chairman/ Company Secretary