

Steelman Telecom Limited

(Formerly Known as Steelman Telecom Private Limited)



Dated: 19.10.2023

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

SUB: CERTIFIED TRUE COPY OF THE MINUTES OF THE EXTRA ORDINARY GENERAL MEETING

In continuation to the previous communication dated 25.09.2023, Please find the enclosed certified true copy of Extracts of Minutes of Extra Ordinary General Meeting of the Company held on Monday, 25th September 2023 at MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREETNO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156.

Kindly take the same on your record.

Please acknowledge receipt.

Thanking You,
Yours faithfully,
FOR STEELMAN TELECOM LIMITED
(Formerly Steelman Telecom Pvt Ltd)

APARUPA DAS
Digitally signed by APARUPA
DAS
Date: 2023.10.19 14:00:14
+05'30'

APARUPA DAS
(Company Secretary & Compliance Officer)
Mb No:42450

MINUTES OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S STEELMAN TELECOM LIMITED HELD ON MONDAY, 25TH SEPTEMBER 2023 AT 11.30 A.M (IST) AT MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREETNO- 372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156, AND CONCLUDED AT 12.00 NOON (IST)

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 10 number of Members were present physically at the EXTRA-ORDINARY GENERAL MEETING of the Company, 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)
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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 EGM 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 EGM, 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 EGM 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 EGM 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.

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The Members were then briefed on the Special Business items covered in the EGM Notice dated 30th August, 2023 and listed under Serial Nos. 1 to 2 given below:

SPECIAL BUSINESS:

1. 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-2023-2024.
2. Approval of Material Related Party Transactions to be entered into by the Company with its Related Parties for the FY-2023-2024.

All the Resolutions for consideration at the EGM in respect of the items set out in the Notice dated 30th August, 2023, 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 two working days from the 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 EGM and wished them a healthy and safe future.

The meeting concluded at 12.00 NOON (IST)

All the Resolutions proposed vide Notice dated 30.08.2023, and in terms of the report dated 25.09.2023 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 Extra Ordinary General Meeting in the manner as written herein under:

SPECIAL BUSINESS

Item No:1

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

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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."

SPECIAL BUSINESS

Item No:2

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

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Girish Bindal

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."


COMPANY SECRETARY

Date of entry:

Place: Kolkata


CHAIRMAN

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ADDENDUM TO THE EXTRA-ORDINARY GENERAL MEETING

PARTICULARS	Type	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
SPECIAL BUSINESS			
Item No. 1 (Special Resolution) 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-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), 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 Act and the SEBI Listing Regulations, if applicable or any	In favour of the resolution	360000	88.24%
	Against the Resolution	48000	11.76%
	Invalid votes	0	0

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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.55 crores (Fifty Five 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 RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY

Item No. 2 (Special Resolution)
APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY M/ STEELMAN TELECOM LIMITED WITH ITS RELATED PARTIES FOR THE FY-2023-2024.

In favour of the resolution	360000	88.24%
Against the Resolution	48000	11.76%
Invalid votes	0	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 issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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

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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 Act and the SEBI Listing Regulations if applicable, or any amendment thereof together with previous transactions entered into during any Financial Year but shall not exceed the maximum aggregate value of Rs. 55 crores (Fifty-Five 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."

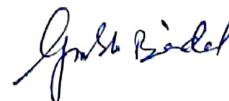
THE RESOLUTIONS WAS CARRIED BY A REQUISITE MAJORITY

All the aforesaid resolutions were passed with requisite majority by the Members of the Company.

COMPANY SECRETARY

Date of entry:

Place: Kolkata



CHAIRMAN

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