

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF MEMBERS OF M/S STEELMAN TELECOM LIMITED WILL BE HELD ON SATURDAY, 30<sup>TH</sup> AUGUST 2025 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, TO TRANSACT THE FOLLOWING BUSINESSES: -

### 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, 2025, together with the Reports of the Directors and Auditors thereon.

**“RESOLVED THAT**, the Audited Financial Statements (Consolidated and Standalone) for the Financial Year ended 31<sup>st</sup> March, 2025 along with Notes and Report of Auditors and Directors thereon be and are hereby received, considered and adopted.”

2. 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** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Girish Bindal (DIN-00484979), who retires by rotation, and is eligible for re-appointment, be and is hereby re-appointed as a director liable to retire by rotation”.

### SPECIAL BUSINESS:

#### **3. 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.**

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

**“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 (4) after sub clause (3) of Clause iii (A) of the Memorandum of Association of the Company.

**The following new clause iii (A) (4) be and is hereby added to the existing main object clause iii (A).**

“To engage in the business of leasing, renting, and hiring of cars, passenger vehicles, and other automotive assets to individuals, businesses, and other entities. Acquire, own, lease, and manage a fleet of vehicles for leasing and rental purposes and provide vehicle leasing and rental services to customers, including corporate clients, government agencies, and individual customers. Offer

flexible leasing and rental options, including short-term and long-term leases, and provide related services such as vehicle maintenance, insurance, and fuel management. Executing agreements with vehicle manufacturers, dealerships, and other suppliers to acquire vehicles for leasing and rental purposes and to manage and maintain a fleet of vehicles, including purchasing, selling, and disposing of vehicles as necessary.”

**“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)(4) after Clause iii (A)(3):

Clause iii (A)(4) - 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.”

#### **4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH ITS RELATED PARTIES FOR THE FY-2025-2026.**

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 for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) (including the provision of guarantee ) with the **Related Parties of the**

**Company, as per the details set out in the explanatory statement annexed to this notice, in the FY-2025-2026 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.100 crores (one hundred crores) during the FY-2025-2026, 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."

**BY ORDER OF THE BOARD OF DIRECTOR**

**Sd/-  
APARUPA DAS  
COMPANY SECRETARY & COMPLIANCE OFFICER  
(Membership No: A42450)**

**DATE: 10.07.2025**

**PLACE:** MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREET NO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156.

**NOTES:**

1. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 (ACT) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “AGM”)** is entitled to appoint a proxy to attend and vote on a poll instead of him/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM or remote e-voting system, not later than 48 hours before the scheduled time of the commencement of the Meeting. They are also requested to send their resolution through email [cs@steelmantelecom.com](mailto:cs@steelmantelecom.com) and [info@steelmantelecom.in](mailto:info@steelmantelecom.in) mentioning within the stipulated time, as mentioned above.
3. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning business under **Item Nos 3 to 4** of the Notice is annexed hereto. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under provisions of the Listing Agreement with the Stock Exchanges and other applicable regulations has been provided in the explanatory statements of the Notice.
4. The Register of Member & Share Transfer Book of the company will remain closed from **Sunday, 24<sup>th</sup> August 2025 to Saturday, 30<sup>th</sup> August, 2025 (both days inclusive)**.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
6. The Securities and Exchange Board of India (SEBI) recently mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, E-mail Address, Mobile No, Bank Account details) and Nomination details of Holders of Securities effective from 1<sup>st</sup> January, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details / documents are provided to RTA. On and after 1<sup>st</sup> April, 2023, in case any of the cited document/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and the Forms are prescribed by SEBI.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No.SH-13 If the member desired

to cancel the earlier Nomination and Record a fresh Nomination, He / She may submit the same in Form SH-14.

8. As per Regulation 40 of the SEBI (LODR), as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar for assistance in this regard.
9. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the company is pleased to provide the member the facility to exercise their right to vote at **22<sup>nd</sup> Annual General Meeting** by electronic means. The Business may be transacted through e-voting service provided by NSDL.
10. The Members can enter the venue and join the AGM 30 minutes before the scheduled time of the commencement of the Meeting.
11. The Annual Report for the year 2024-25 including the Audited Financial Statements (Standalone and Consolidated) for the year ended 31<sup>st</sup> March 2025, is being sent by email to those members whose email addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same by writing to [cs@steelmantelecom.com](mailto:cs@steelmantelecom.com) and [info@steelmantelecom.in](mailto:info@steelmantelecom.in) mentioning their Folio No./DP ID and Client ID. The Notice convening the 22<sup>nd</sup> AGM has been uploaded on the website of the Company.
12. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holders in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members who have cast their vote on Resolution (s) by remote e-Voting prior to AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote on such Resolution(s) again.
14. Mr. Saurabh Basu (C.P. No.14347, Mb No: 18686) Practicing Company Secretary, proprietor of **M/S S. BASU & ASSOCIATES**, Practicing Company Secretary Firm has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process in a fair and transparent manner.
15. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting
16. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
17. The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website.

18. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e **Saturday, 30<sup>th</sup> August, 2025**.
19. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
20. Members are requested to bring their copies of the Annual Report to the meeting.
21. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting, to reach the Company Email address at [cs@steelmantelecom.com](mailto:cs@steelmantelecom.com) and [info@steelmantelecom.in](mailto:info@steelmantelecom.in) before 1 P.M. (IST) on Friday , 22<sup>nd</sup> August ,2025 . Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by send a request from their registered email address mentioning their names , DP ID and Client id, Mobile No at [cs@steelmantelecom.com](mailto:cs@steelmantelecom.com) and [info@steelmantelecom.in](mailto:info@steelmantelecom.in) between Thursday , 14<sup>th</sup> August ,2025 to Friday , 22<sup>nd</sup> August ,2025 (1 P.M. IST) . The Company reserves the right to restrict the number of questions and number of speaker, as appropriate, for smooth conduct of the AGM.
22. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
23. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
24. The Notice is being sent to all the Shareholders vide email, whose names appear on the Register of Shareholders.
25. The process and manner for remote e-voting are as under:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on Wednesday, 27<sup>th</sup> August 2025 at 09:00 A.M. and ends on Friday, 29<sup>th</sup> August 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 23<sup>rd</sup> August 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 23<sup>rd</sup> August 2025.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**
**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account</li> </ol>

	<p>number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

##### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcs.saurabhbasu@gmail.com](mailto:pcs.saurabhbasu@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@steelmantelecom.com](mailto:cs@steelmantelecom.com) or [info@steelmantelecom.in](mailto:info@steelmantelecom.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@steelmantelecom.com](mailto:cs@steelmantelecom.com) or [info@steelmantelecom.in](mailto:info@steelmantelecom.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**BY ORDER OF THE BOARD OF DIRECTOR**

**Sd/-  
APARUPA DAS  
COMPANY SECRETARY & COMPLIANCE OFFICER  
(Membership No: A42450)**

**DATE:** 10.07.2025

**PLACE:** MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREET NO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**ITEM NO: 3**

The Company's principal objectives are to provide telecommunication services and Engineering, Procurement, and Construction (EPC) services. To expand its business scope, the Board of Directors proposes to amend the Main Objects under Clause iii (A) of the Memorandum of Association. The proposed amendment involves inserting a new sub-clause 4 after the existing sub-clause 3, enabling the Company to engage in the business of leasing, renting, and hiring of Cars, Passenger vehicles, Other automotive assets to individuals, firms, companies, institutions, government bodies, and other entities for personal, commercial, industrial, or institutional use.

The Board of Directors, in its meeting held on Thursday, 10<sup>th</sup> July 2025, has approved this proposal, by the insertion of following sub-clause 4 after the existing sub-clause 3 as stated in the resolution.

**Clause iii (A)(4):**

“To engage in the business of leasing, renting, and hiring of cars, passenger vehicles, and other automotive assets to individuals, businesses, and other entities. Acquire, own, lease, and manage a fleet of vehicles for leasing and rental purposes and provide vehicle leasing and rental services to customers, including corporate clients, government agencies, and individual customers. Offer flexible leasing and rental options, including short-term and long-term leases, and provide related services such as vehicle maintenance, insurance, and fuel management. Executing agreements with vehicle manufacturers, dealerships, and other suppliers to acquire vehicles for leasing and rental purposes and to manage and maintain a fleet of vehicles, including purchasing, selling, and disposing of vehicles as necessary.”

The above amendment would be subject to the approval of the Registrar of Companies and any other statutory or Regulatory authority, as may be necessary. A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

None of the Directors or Key Managerial Personnel or relatives thereof are in any way concerned or interested, in passing the above resolutions.

The Directors recommend the passing of such **Special Resolution** accompanying Notice for the approval of the Members of the Company.

**ITEM NO: 4**

Section 188 of the Companies Act, 2013 read along with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules 2014 prescribe certain procedure for approval of material related party transactions by members. Every related party transaction which is material in nature has to be approved by the shareholders by passing a special resolution and all related parties shall not be allowed to vote on such resolutions.

The Board of Directors of the Company at its meeting held as on date Thursday, 10<sup>th</sup> July 2025, proposed to pass a resolution by the shareholders of the Company under section 188 of Companies Act, 2013, to enable the Company to enter into any future contracts(s) /Agreement(s) /Transaction(s), in any form whatsoever (including the provision of guarantees) as may be required time to time during the Financial Year 2025-2026, with its Related Parties i.e. Subsidiary Companies and /or Associate and /or Group 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 where the total value of transactions may 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, but should not exceed the amount of Rs.100 crores (one hundred crores) in the aggregate during the FY-2025-2026.

The following transaction limits are hereby established for the **Financial Year 2025–2026**, for the purpose of obtaining necessary approvals."

Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Details of the proposed transaction	Indicative date / timeline for undertaking the transaction	Value of the proposed transaction during a financial year	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Loan	Steelman Telecom Limited to EC Wheels India Pvt Ltd	FY 2025-2026	30 Crores	Directors
Business Transaction	Steelman & EC Wheels	FY 2025-2026	25 Crores	Directors
Loan	Steelman to EDP Software Limited	FY 2025-2026	10 Crores	Directors
Business Transaction	Steelman Telecom Limited and EDP Software Limited	FY 2025-2026	10 Crores	Directors

The Directors, KMP of the company or their relatives are concerned or interested in the passing of the above resolution.

The Board recommends the **Special resolution** for approval by the shareholders of the Company.

**BY ORDER OF THE BOARD OF DIRECTOR**

**Sd/- APARUPA DAS**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**(Membership No: A42450)**

**DATE: 10.07.2025**

**PLACE:** MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREET NO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156.

# ANNEXURE TO NOTICE:

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI]**

PARTICULARS	ITEM NO.2
NAME OF THE DIRECTOR	MR. GIRISH BINDAL
DIN	00484979
DATE OF BIRTH	23.11.1963
DATE OF APPOINTMENT	12.05.2003
TERMS AND CONDITIONS OF APPOINTMENT / RE-APPOINTMENT	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013, and as per the Special Resolution passed as on dated 17.05.2022
NO. OF SHARES HELD	1121850
% OF HOLDING	11.59%
NO. OF WARRANTS HELD	NIL
QUALIFICATION	B.COM
EXPERIENCE IN SPECIAL FUNCTIONAL AREA	Having experience across domains like Finance, Marketing, business administration over 30 Years.
RELATIONSHIP WITH THE COMPANY	Chairman & Executive Director
REMUNERATION LAST DRAWN	25,00,000/-P. A
TRAVELLING ALLOWANCE:	NIL
SITTING FEE:	NIL
DIRECTORSHIP HELD IN OTHER COMPANIES (AS ON 31.03.2025)	EDP Software Limited
NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS ATTENDED DURING THE FY 2024-2025.	5
MEMBERSHIP/CHAIRMANSHIP IN COMMITTEES IN OTHER COMPANIES (AS ON 31.03.2025)	NIL

## ROUTE MAP TO THE 22<sup>nd</sup> AGM VENUE

**MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREETNO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156**

