



AHMEDABAD STEELCRAFT LTD.

CIN: L27109GJ1972PLC011500

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

Corporate office: 16A/2151, 2nd Floor, Sector 16A, Vasundhara, Ghaziabad, Uttar Pradesh - 201012
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E-mail: ascsteelad1@gmail.com

Web : www.steelcraft.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of **AHMEDABAD STEELCRAFT LIMITED** will be held on Monday, 2nd September, 2024 at 12:30 p.m. at 16A/2151, 2nd Floor, Sector 16A, Vasundhara, Ghaziabad, Uttar Pradesh - 201012 to transact the following business:-

SPECIAL BUSINESSES:

ITEM NO. 1:

TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and read with the Companies (Share Capital & Debentures) Rules, 2014 rules framed thereunder, if any, approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.16,00,00,000 /- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to rank pari-passu with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is Rs. 16,00,00,000 /- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only).

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

ITEM NO. 2:

TO ISSUE FULLY CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS:

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

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RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ('Takeover Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE") where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ('the Board') (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the company be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to 1,10,00,000 (One Crore and Ten Lakhs) Convertible Warrants ('Warrants') of face value of Rs. 10/- each on a preferential basis, for cash, at an issue price of Rs. 72/- (Rupees Seventy-Two only) (including premium of Rs. 62/- each (Rupees Sixty-Two) per Warrant ('Warrant Issue Price') aggregating to an amount not exceeding Rs 79,20,00,000/- (Rupees Seventy Nine Crores Twenty Lakhs only) to the Promoters group and Non-Promoter Group of the Company (hereinafter referred to as the "Proposed Allottees/Warrant holder") as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment), entitling the warrant holders to exercise option to convert and get allotted 1 (One) equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company ('Equity Shares') for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable law, the 'Relevant Date' for determination of the issue price of Equity Shares pursuant to Regulation 161 of the SEBI (ICDR) Regulations, shall be Friday, August 02, 2024 (the relevant date i.e. Saturday August 03, 2024 falls on a weekend, henceforth the day preceding the weekend i.e. Friday, August 02, 2024 is reckoned as the relevant date) being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants:

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares:



- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of special resolution by the Members, provided that, where the allotment pursuant to aforesaid resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations.

RESOLVED FURTHER THAT any of the Director of the board or the Company Secretary of the Company be and are hereby severally authorized to issue and allot the said Warrants and such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants held by the Warrant holders.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary 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 or desirable to give effect to the above resolutions, including without limitation to issue and allot the said Warrants and Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making application to Stock Exchanges for obtaining of in-

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principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

ITEM NO. 3:

TO APPROVE INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEE OR SECURITY AND ACQUISITION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Registered Office:-
Sankar -5, Office No. 213,
Behind Nauraj Cinema,
Off. Ashram Road, Ellisbridge
Ahmedabad, Gujarat-380009

By Order of the Board of Directors,
For, Ahmedabad Steelcraft Limited

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

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

Date:- 07/08/2024
Place:- Ghazalabad

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Notes:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed Instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
4. The Notice of the Extraordinary General Meeting ("EGM") is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (Link Intime India Private Limited) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. www.steelcraft.co.in and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Monday, August 26, 2024 will receive the Notice through electronic mode.
5. All 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 i.e. 9 A.M. to 5 P.M. up to the date of the Extraordinary General Meeting.
6. In case of joint holders attending the Extra Ordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
8. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
9. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all the communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.
 - b. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination.



As mandated by SEBI, members holding physical shares must mandatorily update their KYC-PAN, Nomination Details, Bank Details and Contact details with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. having office at ABC-1, S06 TO S08, Anarnath Business Centre, Corner, beside Gala Business Centre, Near St Xavier's College Parking, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat 380006. Email:www.linkintime.co.in or with the Company at cs@steelcraft.co.in, quoting their KYC, PAN, Nomination Details, Bank Details and Contact Details with their respective Depository Participants.

10. Process and manner for members opting for voting through Electronic means:

- i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, August 26, 2024 shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Monday, August 26, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Friday, August 30, 2024 at 9:00 a.m. and will end on Sunday, September 01, 2024 at 5:00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Monday, August 26, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- vi. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, August 26, 2024.

1. Process for those members whose email ids are not registered:

a) For members holding shares in Physical mode

Please provide necessary details like Folio No., Name of shareholder scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email tocs@steelcraft.co.in.

b) Members holding shares in Demat mode:

Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) by email tocs@steelcraft.co.in

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120



dated July 11, 2023 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/NSDL/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual

3-10-2023

	<p>meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdeskevoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders shall log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders/Members" module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Handwritten signature in blue ink

- 4) Next enter the Image Verification as displayed and Click on "Login".
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <AHMEDABAD STEELCRAFT LIMITED> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

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- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address vtz/cs@steelcraft.co.in, if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

Process For Those Shareholders Whose Email/Mobile No. Are Not Registered With The Company/Depositories:

1. For Physical shareholders: please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding attending e-voting, you may refer the Frequently Asked Questions (FAQs) and the E-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futures, Mafadal Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no.1800 22 55 33.

11. The Company has appointed M/s. Vishwas Sharma & Associates, Practising Company Secretary (Membership No. FCS: 12606; CP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process for the EGM, in a fair and transparent manner
12. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (i.e. BSE Limited and National Stock Exchange of India Limited) and shall also be displayed on the Company's website i.e. www.steelcraft.co.in and on the websites of the stock exchanges i.e. BSE at www.bseindia.com.
13. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

Registered Office:-
Sarkar -5, Office No. 213,
Behind Nauraj Cinema,
Off. Ashram Road, Ellisbridge
Ahmedabad, Gujarat-380009

By Order of the Board of Directors,
For, Ahmedabad Steelcraft Limited

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

Sd/-
Mr. Sanil Dutt Pandey
Director
DIN: 06972473

Date:- 07/08/2024

Place:- Ghaziabad



ITEM NO. 1:

The present Authorized Share Capital of the Company is Rs.5,00,00,000 (Rupees Five Crores Only). The Company proposes to increase its authorized share capital to 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to facilitate fund raising in future via issuance of equity shares.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorized Share Capital reflects face value of Rs.10/- each.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 1 of this notice is in the interest of the Company, and the Board recommends for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2

The Board of Directors in their meeting held on Wednesday, August 7, 2024 subject to necessary approval(s), has approved the proposal for raising of funds by issue and allot up to 1,10,00,000 (One Crore Ten Lakhs) Convertible warrants of the Company at a price of Rs. 72/- per warrants to Promoter Group and Non-Promoter Group on preferential basis.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential Issue:

The Company will use proceeds of proposed Preferential Issue for funding current/future expansion plans/activities of the Company, working capital requirements, and other general corporate purposes of the Company.

2. Maximum number of specified securities to be issued including date of Board Resolution:

The board in its meeting held on Wednesday, August 07, 2024 has given their consent and passed a resolution, subject the approval of shareholders, to offer, issue and allot up to 1,10,00,000 (One Crore Ten Lakhs) Share Warrants each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company presently have face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") at a price of Rs. 72/- each including premium of Rs. 62/- each or at a price as may be determined in accordance with the Regulation 166A read with Regulation 165 of Chapter V of the SEBI (ICDR) Regulation, 2018 ("Warrant Issue Price"), whichever is higher on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Basis on which the price of the Preferential Issue has been arrived at:

- A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by RV Barkha Deshmukh, IBBF Registered Valuer-Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration no. IBBI/RV/03/2022/14974) having office at L-02, B06, Malkans Society.

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Ijamata Chowk, Sector-10, Ghansoli- 400 701, Nav Mumbai using accepted valuation practices vide Valuation Report dated August 07, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 66.29/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investor Relations" tab on the website of the Company at the following link: <http://www.steelcraft.co.in/fin-info/Valuation%20Report.pdf>

- B) The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018.
- C) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Hence, based on the above, the Board of the Directors of the Company has decided that Equity Shares to be issued pursuant to conversion of warrants on Preferential basis shall be at price of Rs. 72/- each (Face Value Re. 10/- each + Premium Rs. 62/- each).

4. Undertaking as to re-computation of price and lock-in of specified securities:

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

5. Amount which the company intends to raise by way of such securities:

Up to Rs.79,20,00,000/- (Rupees Seventy-Nine Crores Twenty Lakhs Only) by issuing Up to 1,10,00,000 share warrants at a Price of Rs. 72/- per warrant.

6. The intention of the Promoters, Directors, or Key Managerial Personnel to subscribe to the Offer:

Preeti Punia, RMG Infratech Private Limited and Real ACE Infra LLP relating to Promoter Group category of the Company has shown their interest to subscribe to the warrants proposed to be issued by the Company as more particularly set out in the explanatory statement setting out the material facts. None of the other Promoter & Promoter Group, Directors, or Key Managerial Personnel of the Company except as mentioned herein, intends to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

7. Relevant date with reference to which the price has been arrived at:

The primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Saturday, August 03, 2024, being 30 days prior to the date of the EGM convened to obtain the approval of the Members. However, Saturday, August 03, 2024 being a weekend and in view of explanation to Regulation 161 of the ICDR Regulations, the effective relevant date under Chapter V of the ICDR Regulations, is considered to be Friday, August 02, 2024 ("Relevant Date") (i.e. the day preceding the weekend i.e. Saturday).

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the promoter group and non-promoter group. The Details of the Proposed Allottees areas below:

Sr. No	Name of the Proposed Allottee	Class (Promoter/Non-)	Pre-Issue Shareholding	Issue of Warrants (Present)	Post Issue Shareholding after Conversion of Warrants

(Handwritten signature)

		Promoter)	No. of Shares	% of Share holding	Issue) (in number)	No. of Shares	% of Share holding
1.	Preeti Punia	Promoter Group	0	0	37,00,000	37,00,000	24.52
2.	RMG Infratech Private Limited	Promoter Group	0	0	23,00,000	23,00,000	15.24
3.	Real ACE Infra LLP	Promoter Group	0	0	20,00,000	20,00,000	13.25
4.	Base Engineering LLP	Non Promoter	0	0	5,50,000	5,50,000	3.64
5.	Srestha Finvest Ltd	Non Promoter	0	0	5,00,000	5,00,000	3.31
6.	Alok Kumar HUF	Non Promoter	0	0	4,00,000	4,00,000	2.65
7.	Ashish Goyal	Non Promoter	0	0	2,00,000	2,00,000	1.32
8.	Rita Goyal	Non Promoter	0	0	2,00,000	2,00,000	1.32
9.	Shilpi Bansal	Non Promoter	0	0	2,00,000	2,00,000	1.32
10.	Diwakar Tomer	Non Promoter	0	0	1,50,000	1,50,000	0.99
11.	Sneha Bhandari	Non Promoter	0	0	1,50,000	1,50,000	0.99
12.	Prajel Bhandari	Non Promoter	0	0	1,50,000	1,50,000	0.99
13.	Rekha Bhandari	Non Promoter	0	0	1,50,000	1,50,000	0.99
14.	Prakhar Kansal	Non Promoter	0	0	1,50,000	1,50,000	0.99
15.	Yuval Krish Goyal	Non Promoter	0	0	1,00,000	1,00,000	0.66
16.	Bhakti Yash Nathwani	Non Promoter	0	0	20,000	20,000	0.13
17.	Kadecha Nitiben Alpeshbhai	Non Promoter	0	0	20,000	20,000	0.13
18.	Alpesh Dhrajlal Kadecha	Non Promoter	0	0	20,000	20,000	0.13
19.	Gaurang A	Non	0	0	20,000	20,000	0.13

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	Nathwani	Promoter					
20.	Sweety Khandelwal	Non Promoter	0	0	10,000	10,000	0.07
21.	Nathwani Rupaben Bipinbhai	Non Promoter	0	0	10,000	10,000	0.07

9. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		*Post-Issue Equity holdings assuming full allotment of 1,10,00,000 Equity Warrants upon conversion		
		No of shares	% of shareholding	No of Warrants	No of shares	% of shareholding
A.	Promoter's holding					
1.	Indian	0	0	0	0	0
	Individual/HUF	27,77,932	67.89	37,00,000	64,77,932	42.92
	Bodies Corporate & LLP	0	0	43,00,000	43,00,000	28.49
	Relatives	0	0	0	0	0
	Sub Total	27,77,932	67.89	80,00,000	1,07,77,932	71.41
2.	Foreign Promoters	0	0	0	0	0
	Sub Total (A)	27,77,932	67.89	80,00,000	1,07,77,932	71.41
B.	Non-Promoter Holding					
1.	Institutional Investors	0	0	0	0	0
2.	Non-Institutions					
	ICPF	1,44,862	3.54	0	1,44,862	0.96
	Private Corporate Bodies/ Limited Liability Partnerships	95,409	2.33	10,50,000	11,45,409	7.59
	Directors and Relatives	0	0	0	0	0
	Indian Public	9,01,602	22.03	15,50,000	24,51,602	16.24
	Foreign National	0	0	0	0	0
	Foreign Companies	0	0	0	0	0

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11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name & Address of the proposed allottees	Identity of ultimate beneficial owners	PAN of Ultimate Beneficial Owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Equity Shares to be Issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full conversion of 1,10,00,000 equity Warrants)	
				No of shares	%	No of shares	%	No of shares	%
1.	RMG Infratech Private Limited	1. Mr. Sunil Dutt Pandey 2. Mr. Rohit Pandey	1. Mr. Sunil Dutt Pandey: BRHPP6970R 2. Mr. Rohit Pandey: ASSPP9464H	0	0	23,00,000	20.91	23,00,000	20.91
2.	Real ACE Infra LLP	1. Mr. Sunil Dutt Pandey 2. Mr. Rohit Pandey	1. Mr. Sunil Dutt Pandey: BRHPP6970R 2. Mr. Rohit Pandey: ASSPP9464H	0	0	20,00,000	18.18	20,00,000	18.18
3.	Base Engineering LLP	1. Mr. Alok Kumar 2. Mr. Shikhar Gupta	1. Alok Kumar- ADLPK2367G 2. Shikhar Gupta- APDPG3727J	0	0	5,50,000	5	5,50,000	5
4.	Srestha Finvest Ltd	Mr. Sunil Bhandari	ALZPB5747M	0	0	5,00,000	4.55	5,00,000	4.55
5.	Alok Kumar HUF	Mr. Alok Kumar Karta	ADLPK2367G	0	0	4,00,000	3.63	4,00,000	3.63

11A The current and proposed status of the allottee post the preferential issue namely, non-promoter investors:

Sr. no.	Names of the investors/ proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1.	Preeti Punia	Currently not holding any Equity Shares of the Company	Promoter Group (Spouse of the Promoter i.e. Mr. Rohit Pandey)
2.	RMG Infratech Private Limited	Currently not holding any Equity Shares of the Company	Promoter Group (Ultimate beneficial Owners are the promoters)
3.	REAL ACE Infra LLP	Currently not holding any Equity Shares of the Company	Promoter Group (Ultimate beneficial Owners are the promoters)
4.	Base Engineering LLP	Currently not holding any Equity Shares of the Company	Non Promoter
5.	Srestha Finvest Ltd	Currently not holding any Equity Shares of the Company	Non Promoter
6.	Alok Kumar HUF	Currently not holding any Equity	Non Promoter

		Shares of the Company	
7.	Ashish Goyal	Currently not holding any Equity Shares of the Company	Non Promoter
8.	Ritu Goyal	Currently not holding any Equity Shares of the Company	Non Promoter
9.	Shilpi Bansal	Currently not holding any Equity Shares of the Company	Non Promoter
10.	Divakar Tomer	Currently not holding any Equity Shares of the Company	Non Promoter
11.	Sneha Bhandari	Currently not holding any Equity Shares of the Company	Non Promoter
12.	Prajal Bhandari	Currently not holding any Equity Shares of the Company	Non Promoter
13.	Rekha Bhandari	Currently not holding any Equity Shares of the Company	Non Promoter
14.	Prakhar Kansal	Currently not holding any Equity Shares of the Company	Non Promoter
15.	Yuva Krish Goyal	Currently not holding any Equity Shares of the Company	Non Promoter
16.	Bhakti Yash Nathwani	Currently not holding any Equity Shares of the Company	Non Promoter
17.	Kadecha Nitiben Alpeshbhai	Currently not holding any Equity Shares of the Company	Non Promoter
18.	Alpesh Dhiraailal Kadecha	Currently not holding any Equity Shares of the Company	Non Promoter
19.	Gaurang A Nathwani	Currently not holding any Equity Shares of the Company	Non Promoter
20.	Sweety Khandelwal	Currently not holding any Equity Shares of the Company	Non Promoter
21.	Nathwani Rupaben Bipinbhai	Currently not holding any Equity Shares of the Company	Non Promoter

12. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company because of the proposed preferential allotment.

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

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15. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the current financial year.

16. Certificate from Practising Company Secretary:

Mr. Vishwas Sharma proprietor of M/s. Vishwas Sharma & Associates, Company Secretaries, Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during business hours and also available on the website of the Company at [http://www.steelcraft.co.in/fir-Info/Compliance%20Certificate%20from%20PCS%20under%20SEBI\(ICDR\)%20Reg,2018%20Dated%2007.08.2024.pdf](http://www.steelcraft.co.in/fir-Info/Compliance%20Certificate%20from%20PCS%20under%20SEBI(ICDR)%20Reg,2018%20Dated%2007.08.2024.pdf)

17. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

18. Terms of payment:

The entire consideration against the allotment of the Warrants shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

19. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

The Company and none of its directors or Promoters have been declared as a willful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

20. Other Disclosures:

- (a) None of the Company, its directors or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the current financial year.
- (d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (e) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration



i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.

- (f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) warrant by appropriating Rs.10/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- (g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (h) The equity shares to be issued and allotted by the Company on conversion of warrants shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No.2 of this notice for the approval of members as a Special Resolution.

Except Mr. Rajiv Pandey, Mr. Sunil Dutt Pandey, Mrs. Preeti Punia, Mr. Rajeev Singh and Mr. Rajeev Jain and their relatives to the extent of their respective, none of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, in the above resolution interest as shareholders of the Company, since proposed resolution pertains to the preferential issue of warrants to promoter/promoter group of the Company.

ITEM NO. 3:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 50 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

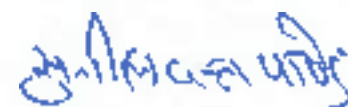
Registered Office:-
Sarkar -5, Office No. 213,
Behind Naraj Cinema,
Off. Ashram Road, Ellisbridge
Ahmedabad, Gujarat-380019

**By Order of the Board of Directors,
For, Ahmedabad Steelcraft Limited**

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

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

Date:- 07/08/2024
Place:- Ghaziabad



ATTENDANCE SLIP*

AHMEDABAD STEELCRAFT LIMITED

Registered Office: Sarkar -5, Office No. 213, B/h Natraj Cinema,
Off. Ashram Road, Ellisbridge
Ahmedabad, Gujarat-380009
Mobile : +91-8285790004

CIN No. : L27109GJ1972PLC011500 **Email:** ascsteelad1@gmail.com

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, September 2, 2024 at 12.30 P.M. at 16A/2151, 2nd Floor, Sector 16A, Vasundhara, Ghaziabad, Uttar Pradesh - 201012.

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.



AHMEDABAD STEELCRAFT LIMITED
Registered Office: AHMEDABAD STEELCRAFT LIMITED
Registered Office: Sarkar -5, Office No. 213, B/h Natraj Cinema,
Off. Ashram Road, Ellisbridge
Ahmedabad, Gujarat-380009
Mobile : +91-8285790004

CIN No. : L27109GJ1972PLC011500 Email: ascsteeladI@gmail.com

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CTN:	L27109GJ1972PLC011500
Name of the company:	AHMEDABAD STEELCRAFT LIMITED
Registered office:	604, North Tower, One-42 Complex, B/h Ashok Vastka, Nr. Jayantilal Park BRTS, Ambli-Bopal Road, Ahmedabad -380058

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Monday, September 02, 2024 at 12.30 p.m. at the Registered Office of the Company at 16A/2151, 2nd Floor, Sector 16A, Vasundhara, Ghaziabad, Uttar Pradesh - 201012 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Option For Against
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(Handwritten Signature)

1.	To consider and approve increase in authorised share capital of the company and subsequent alteration of the capital clause of the Memorandum Of Association.		
2.	To Issue Fully Convertible Share Warrants On Preferential Basis.		
3.	To Approve Inter-Corporate Loans, Investments, Guarantee Or Security and Acquisition Under Section 186 Of The Companies Act, 2013		

Signed this..... day of..... 2024.

Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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 proxy for any other person or shareholder.

** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(Handwritten signature)

ROUTE MAP TO EGM VENUE



EGM Venue:

16A/2151, 2nd Floor, Sector 16A, Vasundhara, Ghaziabad, Uttar Pradesh - 201012

सुनील कतपडिया