

AHMEDABAD STEELCRAFT LIMITED

CIN: L27109GJ1972PLC011500

Regd. N.T. 604 ONE-42 Complex, B/h Ashok Vatika, Nr. Jayantilal Park
BRTS, Ambli Bopal Road, Ahmedabad - 380058

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NOTICE

NOTICE is hereby given that the 50th (Fiftieth) Annual General Meeting of the Members of The **Ahmedabad Steel Craft Limited** (CIN: L27109GJ1972PLC011500) will be held on 20th September, Tuesday, 2022 at 12:00 Noon IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, including Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Shri Darshan Ashokbhai Jhaveri (DIN: 00489773) as a Director of the Company who retires by rotation and being eligible offers himself for re-appointment
3. To re-appoint Smt. Nitaben Girishchandra Shah (DIN: 03225876) as a Director of the Company who retires by rotation and being eligible offers himself for re-appointment
4. To appoint Auditors for Five Years and Fix their Remuneration

RESOLVED THAT in terms of Section 139 and other applicable provisions if any of the Companies Act, 2013 M/s. Dhiren Shah & Co. (Firm Reg No: 114633W) Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for the period of Five (5) Financial Years commencing from 2022-23 to 2026-27 and to hold the office till the conclusion of Annual General Meeting of Financial Year 2026-27 at such remuneration as may be decided by the Board in consultation with said Auditor.

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification as Ordinary Resolution.

RESOLVED THAT Shri Anand Vipinchandra Shah, (DIN: 00017452) who was appointed as an Additional Director with effect from 13th August,2022 and who ceases to hold office under Section 161 of the Companies Act, 2013 from the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice under Section 160 in writing proposing his candidature for the office of Director, be and is hereby elected and appointed as a Director of the Company liable to retirement by rotation under section 152 of The Companies Act,2013

6. TO APPOINT SHRI DARSHAN ASHOKBHAI JHAVERI AS MANAGING DIRECTOR

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT, Pursuant to the provisions of Section 196 and 197 and Schedule V, Parts I & II, of the Companies Act, 2013 and pursuant to the approval given by the Nomination and Remuneration Committee, the approval be and is hereby accorded to the appointment for Shri Darshan Ashokbhai Jhaveri (DIN -00489773) as Managing Director of the Company for Five (5) Years from 1st October, 2022 on the basis of remuneration and perquisites stated under Explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. TO APPOINT SHRI ANAND VIPINCHANDRA SHAH AS MANAGING DIRECTOR

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT, Pursuant to the provisions of Section 196 and 197 and Schedule V, Parts I & II, of the Companies Act, 2013 and pursuant to the approval given by the Nomination and Remuneration Committee, the approval be and is hereby accorded to the appointment for Shri Anand Vipinchandra Shah (DIN: 00017452) as Managing Director of the Company for Five Years (5) Years from 1st October, 2022 on the basis of remuneration and perquisites stated under Explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. TO APPOINT SHRI ANAND NAVINCHANDRA JHAVERI AS WHOLE-TIME DIRECTOR

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT, Pursuant to the provisions of Section 196 and 197 and Schedule V, Parts I & II, of the Companies Act, 2013 and pursuant to the approval given by the Nomination and Remuneration Committee, the approval be and is hereby accorded to the appointment for Shri Anand Navinchandra Jhaveri (DIN -00489833) as Whole-time Director of the Company designated as Executive Director for Five (5) Years from 1st October, 2022 on the basis of remuneration and perquisites stated under Explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

9. TO APPOINT SMT. NITA GIRISH SHAH AS WHOLE-TIME DIRECTOR

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT, Pursuant to the provisions of Section 196 and 197 and Schedule V, Parts I & II, of the Companies Act, 2013 and pursuant to the approval given by the Nomination and Remuneration Committee, the approval be and is hereby accorded to the appointment of Smt. Nita Girish Shah (DIN - 03225876) as Whole-time Director of the Company designated as Executive Director for 5 Years from 1st October, 2022 on the basis of remuneration and perquisites stated under Explanatory statement

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

10. TO APPOINT SHRI KARTIKEYA SHASHANK SHAH AS WHOLE-TIME DIRECTOR

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT Shri Kartikeya Shashank Shah, (DIN: 01988972) who was appointed as Non Executive Director of the Company be and is hereby elected , appointed and promoted Whole Time Director of the Company liable to retirement by rotation in terms of the provisions of Section 196 and 197 and Schedule V, Parts I & II, of the Companies Act, 2013 and pursuant to the approval given by the Nomination and Remuneration Committee

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

11. TO APPOINT VIRAL ANIL JHAVERI AS CHIEF EXECUTIVE OFFICER

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 203 of the Companies Act, 2013 Viral Anil Jhaveri as Chief Executive Officer be and is hereby appointed as Key Managerial Person w.e.f 13.08.2022 on the terms and conditions as mentioned in her appointment letter as placed before the Board duly initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

12. TO APPOINT ARJUN ANAND SHAH AS CHIEF FINANCIAL OFFICER

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 203 of the Companies Act, 2013 Arjun Anand Shah as Chief Financial Officer be and is hereby appointed as Key Managerial Person w.e.f 13.08.2022 on the terms and conditions as mentioned in her appointment letter as placed before the Board duly initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

13. AUTHORITY TO GIVE LOANS AND MAKE INVESTMENTS IN OTHER BODIES CORPORATE

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT pursuant to section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations and modification, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include a

Committee of Directors duly authorized in this behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make to provide loan, give securities, guarantee to M/S AAKASH BUILDSPACE LLP (LLPIN:AAN-7491) up to Rs. One Crore Fifty Lacs AND AADAR PAPER PRODUCTS LLP (LLPIN:AAN-1455) up to Rupees One Crore in which M/S Arjun Anand Shah relative of Shri Anand Vipinchandra Shah (Director) designated as Chief Executive Officer of the Company as per the limits prescribed under section 185 of The Companies Act, 2013 as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 25,000,000 (Rupees Two Crore Fifty Lacs) at any time together with the existing loan and investment.

Name of Company /LLP	Amount of loan	LLPIN
M/S AAKASH BUILDSPACE LLP	10,000,000	AAN-7491
AADAR PAPER PRODUCTS LLP	15,000,000	AAN-1455
Total	25,000,000	

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to negotiate the terms, condition, quantum of loan, repayment, interest and other related matters for providing any loan, guarantee and securities to the above said bodies corporate and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.

Date: 13.08.2022
Place: Ahmedabad

For and on behalf of the Board

Darshan A Jhaveri.
Managing Director
(DIN: 00489773)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE METING IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING

3.THE PROXY FORM IN MGT 11 AND POLLING PAPER IN MGT-12 IS ATTACHED TO THE NOTICE

Notes on Voting Procedure

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its general circular dated May 05, 2022, read together with general circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars"), and relevant circulars issued by the Securities Exchange Board of India ("SEBI"), permitted convening of the AGM through VC / OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. In terms of the said circulars, the 50th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given hereunder and available at the Company's website www.steelcraft.co.in
2. The relevant details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (LODR) of person seeking appointment as a Director under Item No. 2 & 3 is also annexed.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. The facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email, through their registered email address with copies marked to the Company at cs@steelcraft.co.in
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. **Registration of email ID and Bank Account details:**
In case the shareholder's email ID is already registered with the Company/its "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and/ or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

- a. Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - b. **In the case of Shares held in Demat mode:**
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM along with Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at www.steelcraft.co.in. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in/>. (agency for providing the Remote e-Voting facility)
 8. The Register of Members and the Share Transfer Books of the Company will remain closed from 14th September, 2022 to 20th September 2022 (both days inclusive).
 9. Company wants to conserve the reserves and as there is no profitability, it has been decided not to recommend Dividend by the Directors of the Company for the year under review.
 10. Pursuant to section 124 of the Act (as notified on the 7th September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in.) along with requisite fee as decided by the Authority from time to time.
 11. Pursuant to the provisions of section 205C of the Companies Act, 1956 and section 125 of the Companies Act 2013 (with effect from 7th September, 2016), the Company has transferred the unpaid or unclaimed dividend amount upto the financial year ended 31st March, 2014 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical mode should submit their PAN to the Company/Registrar and Transfer Agent, Link Intime India Private Limited (Link Intime).
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Link Intime to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to Link Intime.
14. Members holding shares in physical mode are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime for assistance in this regard.
15. Members holding shares in physical mode in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
16. In case of joint holders attending the 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.
17. Members seeking any information with regard to the Accounts are requested to write to the Company before 11 days (i.e. 09th September 2022) in advance, so as to enable the Management to keep the information ready at the meeting.
18. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website www.steelcraft.co.in and websites of and BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

19. Remote e-voting:

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in compliance with the provisions of Regulation 44 of LODR the Company is pleased to provide shareholders facility to exercise their right to vote by electronic means.

- a. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the 50th AGM (“remote e-voting”) will be provided by Link Intime India Private Limited.
- b. The facility for voting, through electronic voting system shall also be made available at the 50th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the 50th AGM.
- c. The Company has appointed Mr. Dilip N. Motwani (Proprietor of D. N. Motwani & Co.), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the 50th AGM in a fair and transparent manner. Scrutinizer will submit his report to the Chairman of the meeting not later than two (2) days of conclusion of the AGM of the Company. The result with the Scrutinizer’s Report will be announced and displayed at the Registered Office.

The said result would be available on the website of the Company www.steelcraft.co.in and of Link Intime. The same would be uploaded on the website of BSE in accordance with the LODR.

- d. The Notice of the 50th AGM inter alia indicating the process and manner of e-Voting can be downloaded from <https://instavote.linkintime.co.in>.
- e. The voting period begins on Saturday 17th September 2022 at 9.00 a.m. and ends on Monday 19th September 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13th September 2022 may cast their vote electronically. The e-voting module shall be disabled by Instavote for voting after 5.00 p.m. on 19th September 2022.

f. The voting rights of the shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. 13th September 2022.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

- a. 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.

- b. Login method for Individual shareholders holding securities in demat mode/ physical 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 data-bbox="578 1062 1388 1335">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.nsd.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. <li data-bbox="578 1377 1388 1650">2. 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 meeting & voting during the meeting. <li data-bbox="578 1734 1388 1850">3. 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>4. 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. 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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user of who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP where the E Voting is in progress.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once 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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service provider is LINK INTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

	<p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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c. Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian/Mutual Fund /Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc., together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.

d. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and enter Image verification (CAPTCHA) code and Click on '**Submit**'.
- In case shareholder/ member is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc., as mentioned above.
- The password should contain minimum 8 characters, at least one special character (**@!#\$%&***), at least one numeral, at least one alphabet and at least one capital letter.

e. Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

f. 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

g. Helpdesk for Individual shareholders holding securities in physical mode/ Institutional shareholders & e-Voting service provider is LINK INTIME.

In case shareholders/ members holding securities in physical mode/Institutional shareholders have any queries regarding e-Voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

h. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.
- Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

i. Instructions for members for attending the AGM through VC/OAVM are as under:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

- Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN) with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- Mobile No.:** Enter your mobile number.

- iv. **Email ID:** Enter your email id, as recorded with your DP/Company.
Click **“Go to Meeting”**
(You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

j. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days advance by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at: cs@steelcraft.co.in
2. Shareholders will get confirmation on first cum first serve basis.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panel list by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name for speaking. Members are encouraged to join the Meeting through Laptops for better experience.

k. Instructions for members for e-Voting on the day of the AGM are as under:

- Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-Voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
 6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently
- l. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.**
 - m. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - n. All documents referred to in the accompanying Notice and Statement annexed thereto shall be open for inspection at the Registered Office of the Company during normal business hours on any working day till the date of the Annual General Meeting.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET - software requirements

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

OR

If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 : Enter your First Name, Last Name and Email ID and click on Join Now.

Step 1A

If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

Step 1B

If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or [Run a temporary application](#).

Click on [Run a temporary application](#), an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

ANNEXURE TO ITEMS NO. 2, 3 AND 5 OF THE NOTICE OF 50TH ANNUAL GENERAL MEETING

Details of Director seeking appointment / Reappointment at the Forthcoming Annual General Meeting

[In pursuance of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015]

Particulars	Darshan Ashokbhai Jhaveri	Nitaben Girishchandra Shah	Anand Vipinchandra Shah
DIN	00489773	03225876	0017452
Date of Birth	09/01/1965	16/07/1943	29/11/1963
Date of First Appointment	29/06/1995	03/09/2015	13/08/2022
Qualifications	MBA	Graduate in Arts	B.com
List of Directorships/Chairmanships of Committee of other Boards(Listed entities)			
1. Directorships in other Companies:	0	0	0
2. Chairmanships of the Committees' of other Boards	0	0	0
3. Memberships of the Committees of other Boards	0	0	0
Shareholding in Ahmedabad Steel craft Limited.	220,959	36,100	674,728
Relations between directors inter-se.	Aniruddh Darshanbhai Jhaveri - Relative in Board	No Relative in Board	Arjun Anand Shah as Chief Financial Officer- Relative in Board

Note:

Brief profile and other details of above Directors are part of Report on the Corporate Governance forming part of the Annual Report and are also hosted on the Company's Website www.steelcraft.co.in.

ITEM NO. 4

The Term of M/s Nautam R. Vakil & Co., the existing Statutory Auditor of the Company expires on the date of this Annual General Meeting. Accordingly the Company has obtained the consent of M/s. Dhiren Shah & Co. (Firm Reg No: 114633W) to act as Statutory Auditor of the Company in place of M/s Nautam R. Vakil & Co. for the Financial Year 2022-23 till the conclusion of Annual General Meeting of Financial Year 2026-27.

EXPLANTORY STATEMENTS UNDER SECTION 102 OF THE COMPANY ACT, 2013

ITEM NO.5

Shri Anand Vipinchandra Shah till date was Chief Executive Officer of the Company. Looking to his contribution towards the development of the Company, the Board gave a thought to appoint him as Director and Managing Director of the Company. The Board Meeting held on 13th August, 2022 he was appointed as Additional Director of the Company to hold the office up to the date of this Annual General Meeting.

The Board recommends his appointment as Director of the Company under section 152 of The Companies Act 2013. His term of office shall be liable to retire by rotation.

ITEM NO. 6 TO 10

The term of the office of following Executive Directors designated as Managing Directors and Whole-time Directors expires on 1st October, 2022. The management has given thought to recommend their appointment for further period of 5 years from 1st October, 2022 to 30th September, 2027. The proposal is also to revise their remuneration with an authority to Board to enhance the remuneration of each Director up to Rs 12,5000 (Rupees One Lakh Twenty Five Thousand Only) per month with the perquisites as may be decided from time to time. However, the Remuneration payable to Shri Anand Vipinchandra Shah shall be Upto Rs 62,500 (Rupees Sixty Two Thousand Five Hundred Only) The Remuneration Committee and Audit Committee taking into consideration experience and devotion of time and the development of the Company have recommended to the Board to obtain the necessary approval from the Shareholders under Section 196 and 197 of Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Remuneration payable to them is given as under

Sr. No.	Name of Director	Designation	Scale	Period	Experience	Remarks
1.	Shri. Darshan Ashokbhai Jhaveri (DIN:00489773)	Managing Director	Upto Rs 1,25,000 P.M.	5 Years. w.e.f. 01/10/2022 to 30/09/2027	Shri. Darshan Ashokbhai Jhaveri is MBA having experience of 30 Years in field of Trading of Metals and Construction Line.	Liabile to retire by rotation
2.	Shri Anand Vipinchandra Shah(DIN: 00017452)	Managing Director	Upto Rs 62,500 P.M	5 Years w.ef 01/10/2022 To 30/09/2027	Shri Anand Vipinchandra Shah is Graduate having experience of more than 20 Years in field of Trading of Metals and Construction Line.	Liabile to retire by Rotation
3.	Shri. Anand Navinchandra Jhaveri (DIN: 00489833)	Whole-time Director	Upto Rs 1,25,000 P.M.	5 Years. w.e.f. 01/10/2022 to 30/09/2027	Shri. Anand Navinchandra Jhaveri is Graduate in Commerce having experience of more than 25 Years in field of Trading of Metals and Construction Line.	Liabile to retire by rotation
4.	Smt. Nita Girish Shah (DIN: 03225876)	Whole-time Director	Upto Rs 1,25,000 P.M.	5 Years. w.e.f. 01/10/2022 to 30/09/2027	Smt. Nita Girish Shah is Graduate in Arts having experience of 15 Years in field of Administration and Human Resource.	Liabile to retire by rotation

5.	Shri. Kartikeya Shashank Shah(DIN: 01988972) *Proposal to promote him as Whole Time Director designated as Executive Director	Whole-time Director	Upto Rs 125,000 P.M	5 Years w.ef 01/10/2022 To 30/09/2027	Shri. Kartikeya Shashank Shah is Graduate in Commerce having experience of more than 20 Years in field of Trading of Metals and Construction Line.	Liabile to retire by rotation
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The Salary payable to said Managing Director and Whole-time Director is at par with the industry.

Your approval is sought for the aforesaid Salary and following Perquisites payable to aforesaid appointees.

Shri Kartikeya S Shah is Non Executive Director. The Management gave a thought to promote him as Whole Time Director designated as Executive Director of the Company.

(A) Perquisites:

Following perquisites will be provided subject to condition that the total amount of perquisites will not exceed an amount of annual salary.

Category A:

- Reimbursement of Expenses: incurred by the appointee on gas, electricity and water valued as per Income Tax Rule subject to ceiling of 10% of salary.
- Medical reimbursement: reimbursement of medical expenses incurred in connection with medical treatment of self and family members not exceeding an amount equal to three months salary in a year.
- Leave Travel Concession: reimbursement of travelling expenses of self and family members twice in a block of four years with a facility to encash the LTC not availed in the said block.
- Club Fees: Membership fees not more than two clubs. However, admission fees shall not be admissible.
- Insurance Premium: Insurance Premium for the personal accident for self and dependents not exceeding ` 10,000/- p.a

Category B

- Company's contribution to provident fund and annuity fund will not be included in the computation of the ceilings on perquisites to the extent these either singly or put together are not taxable under income tax act.
- Privileged Leave: As per the rules of the Company, unclaimed privileged leave will be encashed at the end of the year i.e. 31st March. Encashment of leave at the end of tenure will not be included in the computation of the ceilings on perquisites.

Category C

Provision of car for use on Company's Business and telephone at residence will not be considered as perquisites. That in the event of loss or inadequacy of profits the aforesaid perquisites shall be paid to the Director as minimum perquisites. The above may also be treated as abstract of the terms of the appointment under section 190 of the Companies Act 2013.

In Case of inadequacy of Profit the remuneration payable shall be minimum remuneration under Schedule V of the Companies Act, 2013.

As provided in the foregoing paragraph, all the aforesaid Directors satisfies all the other conditions set out in Part-I of Schedule-V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Director in terms of Section 164 of the Act.

All aforesaid Directors may deem to be interested in said resolution with regard to their re-appointment.

The Board recommends their appointments at the ensuing Annual General Meeting.

All the Directors are concern and interested in the aforesaid items of the notice convening the Annual General Meeting of the Company.

All the aforesaid Directors have given their consent that they are not disqualified to act as Directors of the Company.

The copy of their consent will be available for inspection on demand by any shareholders through registered E-Mail upto the date of Annual General Meeting.

ITEM NO. 11

Shri Anand Vipinchandra Shah having been promoted as Managing Director, has resigned as Chief Executive Officer of the Company.

The vacancy caused by his resignation has to be filled up for complying section 203 of The Companies Act 2013.

Accordingly it is proposed to appoint Shri Viral Anil Jhaveri as Chief Executive Officer of the Company.

ITEM NO. 12

On promotion of Shri Viral Anil Jhaveri as Chief Executive Officer, vacancy has been created for Chief Financial Officer.

Shri Arjun Anand Shah is CFA has been appointed as Chief Financial Officer of the Company.

He is relative of Shri. Anand Vipinchandra Shah the Managing Director of the Company.

ITEM NO.13

Your Company proposes to make loan to M/S AAKASH BUILDSPACE LLP and M/S AAKASH BUILDSPACE LLP (LLPIN:AAN-7491) up to Rs. One Crore Fifty Lacs AND AADAR PAPER PRODUCTS LLP up to Rupees One Crore as mentioned in the item No. 13 of the accompanying notice convening the Annual General Meeting. Shri Arjun Anand Shah is a Partner of that LLP and also relative of Mr. Anand Vipinchandra Shah (Managing Director) designated as CEO.

Section 185 of the Companies Act 2013 requires approval of the shareholders by way of a special resolution under such transaction. The Board has long term association with the M/S AAKASH BUILDSPACE LLP and M/S AAKASH BUILDSPACE LLP and proposes to provide loan to that Company with terms and conditions beneficial to the Company.

The special resolution set out at item 5 to 13 the accompanying notice is recommended by the Board for the approval of members.

Date: 13.08.2022
Place: Ahmedabad

For and on behalf of the Board

Darshan A Jhaveri.
Managing Director
(DIN: 00489773)