Steelman Telecom Limited

(Formarly known as Steelman Telecom Private Limited)

Date: 25.08.2026

To,
The Manager
Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, New Trading Wing,
Phiroze Jeejeebhoy Tower
Dalal Street, Fort, Mumbai-400001.

Scrip Code: BSE: 543622

Dear Sir/Madam,

Subject: Submission of Notice of the 23rd Annual General Meeting of the Company for the Financial Year ended March 31, 2026.

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III and Regula on 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the **Notice of the 23rd ANNUAL GENERAL MEETING of the Company to be held on SATURDAY, 19Th SEPTEMBER, 2026 AT 12.00 NOON (IST), at MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO IIF/04, STREETNO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156 for Financial Year ended March 31, 2026.**

The said Notice which forms part of the Annual Report for the Financial Year ended March 31, 2026 is being sent only through e-mails to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company under the web-link https://www.steelmantelecom.com/pdf/NOTICE%20OF%2023RD%20ANNUAL%20GENERAL%20MEETING-STL.pdf

This is for your information and record.

Please acknowledge receipt.

Thanking You,
Yours faithfully,

FOR STEELMAN TELECOM LIMITED
(Formerly Steelman Telecom Pvt Ltd)

APARUPA DAS

Digitally signed by APARUPA DAS
DN: c=IN, st=West Bengal,
2.5.4.20=27c6563c1435046288723d793261e15e3b13b4bf3d87a5dd2bf1f46556295d4d, postalCode=700030, street=CO SATYAJIT GHOSH MEGHDOOT APARTMENT 240A SKB SARANI S K B SARANI South Dumdum m, pseudonym=d1f24cde2bfa4192a85db7aee6bbfce0, title=1805, serialNumber=948391c823c5e6153f10329438cd6f6dbbb70f7b9ed7a4b7fc84e865cac47db1, o=Personal, cn=APARUPA DAS
Date: 2026.08.25 18:16:11 +05'30'

APARUPA DAS
(Company Secretary & Compliance Officer)
Mb No:42450
Encl.: As above

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF MEMBERS OF M/S STEELMAN TELECOM LIMITED WILL BE HELD ON SATURDAY, 19TH SEPTEMBER 2026 AT 12.00 NOON (IST) AT MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREET NO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156, TO TRANSACT THE FOLLOWING BUSINESSES: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Directors and Auditors thereon.

   "RESOLVED THAT, the Audited Financial Statements (Consolidated and Standalone) for the Financial Year ended 31st March,2026 along with Notes and Report of Auditors and Directors thereon be and are hereby received, considered and adopted."

2. To appoint a director in place of Ms. Saloni Bindal (DIN-09607557), who retires by rotation and being eligible, offers herself reappointment.

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

SPECIAL BUSINESS:

3. **TO CONSIDER AND APPROVE THE ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION BY INSERTION OF A NEW ANCILLARY OBJECT.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the **objects incidental or ancillary to the attainment of main objects** of the Memorandum of Association of the Company by inserting the new Sub Clause (24) after Sub Clause (23) of Clause iii(B) as **Ancillary Object Clause** after the existing ancillary objects:

   The following new Clause iii(B)(24) be and is hereby added to the existing **Ancillary Object Clause** iii(B):

   'To carry on the business of designing, developing, engineering, procuring, constructing, installing, commissioning, operating, maintaining, generating, transmitting, distributing, supplying, purchasing, selling, trading, importing, exporting and dealing in solar energy and solar power projects, including solar photovoltaic (PV) systems, solar thermal systems, rooftop solar plants, solar parks, energy storage systems and all other renewable energy solutions, and to undertake all activities incidental or ancillary thereto.'

''RESOLVED FURTHER THAT, Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) Executive Director cum Chairman and Ms. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. **TO APPROVE THE RE-APPOINTMENT OF MR. MAHENDRA BINDAL AS MANAGING DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.**

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

''RESOLVED THAT, Pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and relevant provisions of the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for Re-appointment of Mr. Mahendra Bindal (DIN: 00484964) as a Managing Director (whose directorship is liable to retire by rotation and continue for the existing term) for the period of five (5) consecutive years starting from **May 17, 2027 to May 17, 2032**, on such terms and conditions as set out in the explanatory statement annexed hereto.

''RESOLVED FURTHER THAT, in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Mahendra Bindal (DIN:00484964), Managing Director of the Company shall pay to him the remuneration by way of salary, perquisites, allowances and other benefits as approved herein, as the minimum remuneration, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013, subject to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), and subject to such approvals, permissions or sanctions, including that of the Central Government, if and to the extent required under the applicable law.''

''RESOLVED FURTHER THAT, Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) Executive Director cum Chairman and Ms. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.''

5. **TO APPROVE THE RE-APPOINTMENT OF MR. GIRISH BINDAL (DIN:00484979), EXECUTIVE DIRECTOR CUM CHAIRMAN OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.**

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

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and relevant provisions of the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Girish Bindal (DIN: 00484979) as the Executive Director cum Chairman of the Company (whose directorship is liable to retire by rotation and continue for the existing term) for the period of (5) five years commencing from **May 17, 2027 till May 17, 2032**, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Annual General Meeting.

''RESOLVED FURTHER THAT, The Board of Directors be and is hereby authorized to alter the amount of salary as also the type and number of perquisites and other benefits payable to Mr. Girish Bindal (DIN:00484979), in such manner as may be agreed to between the Company and Mr. Girish Bindal (DIN:00484979) within the overall limits approved by the members and to the extent the Board may consider appropriate.''

''RESOLVED FURTHER THAT, in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Executive Director, the payment of remuneration shall be governed by the limits prescribed under Section 197 of the Companies Act 2013 read with Part II of Schedule V to the Act as specifically approved by the Members of the Company.''

''RESOLVED FURTHER THAT, Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) Executive Director cum Chairman and Ms. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.''

6. **TO APPROVE THE RE-APPOINTMENT OF MR. ATUL KUMAR BAJPAI (DIN: 00173886), INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.**

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

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Atul Kumar Bajpai, (DIN: 00173886), who has submitted a declaration that he meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation), to hold office for a second term of five (5) consecutive years, with effect from **May 17, 2027 till May 17, 2032**.

''RESOLVED FURTHER THAT, Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) Executive Director cum Chairman and Ms. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution''.

7. **TO APPROVE THE RE-APPOINTMENT OF MR. PRAVIN PODDAR (DIN: 09003659) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.**

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

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Pravin Poddar, (DIN: 09003659), who has submitted a declaration that he meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation), to hold office for a second term of five (5) consecutive years, with effect from **01st July, 2027 to 01st July, 2032**.

''**RESOLVED FURTHER THAT,** Mr. Mahendra Bindal(DIN:00484964),Managing Director, Mr. Girish Bindal (DIN:00484979) Executive Director cum Chairman and Ms. Aparupa Das, Company Secretary cum Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution''.

8. TO ISSUE FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS.

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

"**RESOLVED THAT,** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations") each as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "Stock Exchange") where the securities of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Securities Allotment Committee or any other committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, **28,23,800 (Twenty-Eight Lakhs Twenty-Three Thousand Eight Hundred)** fully convertible warrants ("**Warrants**"), each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs. 10/- (Rupees Ten) ("**Equity Share**") each at a price of Rs. 70/- (Rupees Seventy only) each payable in cash ("**Warrant Issue Price**"), aggregating **Rs. 19,76,66,000/- (Rupees Nineteen Crore Seventy-Six Lakhs**

Sixty-Six Thousand Only), to Specified Investors/ Identified Investors (collectively called the "**Investors**") as listed below which also includes promoter, on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws.

List of Investors:

Sl. No.	Name of Specified Investors	No. of fully convertible warrants	Category/ Class: Promoters or Non-Promoter
1	Mahendra Bindal	3,93,450	Promoter
2	Mayank Bindal	3,93,450	Promoter
3	Deep Shikha Bindal	3,93,450	Promoter
4	Saloni Bindal	3,93,450	Promoter
5	Aumit Capital Advisors Limited	12,50,000	Non-Promoter
	TOTAL	**28,23,800**	

"RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is **Thursday, 20th August 2026 being the date 30 days prior to the date on which the meeting of shareholders** i.e. Annual General Meeting to be held to consider the special resolution of the preferential issue."

"RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The warrants shall be allotted in dematerialized form within a period of fifteen days (15 days) from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.

b. The Equity Shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank Pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

c. An amount equivalent to at least **25% of the Warrant Issue Price i.e. Rs. 17.5 (Rupees Seventeen and Five Paisa) per warrant, shall be payable upfront along with the application and the balance 75% i.e. Rs. 52.5 (Rupees Fifty-Two and Five Paisa)** shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares.

d. The issue of warrants as well as Equity Shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.

e. The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

f. The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 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 along with the balance of The Warrant Issue Price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of Equity Shares in dematerialized form.

g. In the event, the proposed allottees do not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.

h. The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

i. The warrants by itself until converted into Equity Shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

j. In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of Equity Shares that each warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of Equity Shares that proposed allottees would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.

k. The Equity Shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

"RESOLVED FURTHER THAT, the monies received by the Company from the proposed allottees, for subscription of the warrants and exercise of option of conversion of the warrants into Equity Shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, the consent of the members of the Company be and is hereby accorded to record the name and details of the proposed allottees for the issuance of invitation to subscribe to the warrants a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the warrants, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the stock exchange i.e. BSE Limited within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors or Securities Allotment Committee or any other committee constituted for the purpose be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and Equity Shares upon conversion and listing of Equity Shares with the stock exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction to Securities Allotment Committee or any other Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

APARUPA DAS
COMPANY SECRETARY & COMPLIANCE OFFICER
(Membership No: A42450)

DATE: 20.08.2026

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

NOTES:

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

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

2. Corporate members intending to send their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM or remote e-voting system, not later than 48 hours before the scheduled time of the commencement of the Meeting . They are also requested to send their resolution through email cs@steelmantelecom.com and info@steelmantelecom.in mentioning within the stipulated time, as mentioned above.

3. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning business under **Item Nos 3 to 8** of the Notice is annexed hereto. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under provisions of the Listing Agreement with the Stock Exchanges and other applicable regulations has been provided in the explanatory statements of the Notice.

4. The Register of Member & Share Transfer Book of the company will remain closed from **Sunday, 13th September 2026 to Saturday, 19th September,2026 (both days inclusive).**

5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.

6. The Securities and Exchange Board of India (SEBI) recently mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code , E-mail Address, Mobile No, Bank Account details) and Nomination details of Holders of Securities effective from 1st January, 2022 , any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details / documents are provided to RTA .On and after 1st April,2023, in case any of the cited document/ details are not available in the Folio(s) , RTA shall be constraint to freeze such Folio(s) .Relevant details and the Forms are prescribed by SEBI.

7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No.SH-13 If the member desired to cancel the earlier Nomination and Record a fresh Nomination, He / She may submit the same in Form SH-14.

8. As per Regulation 40 of the SEBI (LODR), as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request

received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar for assistance in this regard.

9. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the company is pleased to provide the member the facility to exercise their right to vote at **23rd Annual General Meeting** by electronic means. The Business may be transacted through e-voting service provided by NSDL.

10. The Members can enter the venue and join the AGM 30 minutes before the scheduled time of the commencement of the Meeting.

11. The Annual Report for the year 2025-26 including the Audited Financial Statements(Standalone and Consolidated) for the year ended 31st March 2026, is being sent by email to those members whose email addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same by writing to cs@steelmantelecom.com and info@steelmantelecom.in mentioning their Folio No./DP ID and Client ID. The Notice convening the 23rd AGM has been uploaded on the website of the Company. The Notice of the AGM along with the Integrated Annual Report for F.Y 2025-2026 is available on the following websites:

(a) Company - https://www.steelmantelecom.com/annual-report.php
(b) BSE Limited - https://www.bseindia.com
(c) NSDL - https://www.evoting.nsdl.com

12. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holders in the order of names as per the Register of Members of the Company will be entitled to vote.

13. Members who have cast their vote on Resolution (s) by remote e-Voting prior to AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote on such Resolution(s) again.

14. Mr. Saurabh Basu (C.P. No.14347, Mb No: 18686) Practicing Company Secretary, proprietor of **M/S S. BASU & ASSOCIATES**, Practicing Company Secretary Firm has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process in a fair and transparent manner.

15. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting

16. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.

17. The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website.

18. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e **Saturday, 19th September,2026.**

19. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.

20. Members are requested to bring their copies of the Annual Report to the meeting.

21. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting, to reach the Company Email address at cs@steelmantelecom.com and info@steelmantelecom.in before 1 P.M. (IST) on Friday , 28th August ,2026. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by send a request from their registered email address mentioning their names , DP ID and Client id, Mobile No at cs@steelmantelecom.com and info@steelmantelecom.in between Thursday, 20th August ,2026 to Friday , 28th August ,2026 (1 P.M. IST) . The Company reserves the right to restrict the number of questions and number of speaker, as appropriate, for smooth conduct of the AGM.

22. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

23. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

24. The Notice is being sent to all the Shareholders vide email, whose names appear on the Register of Shareholders.

25. The process and manner for remote e-voting are as under:

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

The remote e-voting period begins on Wednesday, 16th September 2026 at 09:00 A.M. and ends on Friday, 18th September 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Saturday, 12th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 12th September 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.saurabhbasu@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders

(i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@steelmantelecom.com or info@steelmantelecom.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@steelmantelecom.com or info@steelmantelecom.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

BY ORDER OF THE BOARD OF DIRECTORS

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

DATE: 20.08.2026
PLACE: MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREET NO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156.

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

ITEM NO: 3

The Company is continuously exploring new avenues of business and growth opportunities to diversify its operations and strengthen its long-term business prospects. Considering the increasing emphasis on renewable and sustainable sources of energy, growing demand for clean energy solutions, supportive government policies, and the significant potential in the solar power sector, the Board of Directors is of the view that it would be beneficial for the Company to expand its scope of activities to include business relating to solar energy and other allied renewable energy solutions.

The proposed amendment will enable the Company to undertake a wide range of activities in the solar energy sector, including but not limited to the design, development, engineering, procurement, construction, installation, commissioning, operation and maintenance of solar power projects, solar photovoltaic systems, solar thermal systems, rooftop solar plants, solar parks, energy storage systems and other related renewable energy projects. The amendment will also permit the Company to engage in the purchase, sale, trading, import, export and distribution of solar equipment, components and related products, either independently or in collaboration with domestic or international entities.

The Board believes that the proposed addition to the Ancillary Objects of the Memorandum of Association will provide the Company with the necessary flexibility to pursue business opportunities in the renewable energy sector as and when they arise, thereby enhancing the Company's growth potential, operational capabilities and value creation for its stakeholders. The proposed alteration does not affect any existing business activities of the Company but merely enlarges the scope of activities that may be undertaken by the Company in future.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of the Object Clause of the Memorandum of Association requires approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association and the proposed amended Memorandum of Association shall be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically upon request.

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

The Board of Directors recommends the Special Resolution set out in the Notice for approval of the Members.

ITEM NO: 4

The Board of Directors of the Company had appointed Mr. Mahendra Bindal, (DIN: 00484964), as a Managing Director on the Board of Directors for a period of five (5) years with effect from ***17TH May 2022 till 16th May 2027***, which was approved by the shareholders in the Extra Ordinary General Meeting held on May 17, 2022. Since the tenure of Mr. Mahendra Bindal (DIN: 00484964) as Managing Director will expire on ***16th May 2027***, Mr. Mahendra Bindal is proposed to be re-appointed as the Managing Director for a further period of five (5) years. Based on the evaluation of performance for the previous term and recommendation by the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on Thursday, 20th August, 2026 re-appointed Mr. Mahendra Bindal, as a Managing Director of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting to be held on Saturday,19th September, 2026 for a period of five (5) years w.e.f May 17, 2027 till May 17, 2032 at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board as set out below:

A. Gross Salary:

Mahendra Bindal (DIN:00484964), will be paid the salary up to Rs. 50,00,000/- (Fifty lakh only) Per Annum including perquisites or as may be decided by the board from time to time.

B. Gratuity:

As per the Rules of the Company.

C. Benefits, Perquisites and Allowances:

The Managing Director is entitled to reimbursement of all actual expenses as per the Rules of the Company including on entertainment and travelling incurred in the course of Company's business.

The Managing Director is entitled to avail fully paid leave as per the Rules of the Company as applicable to the senior executives.

The Managing Director, subject to the applicable provisions of the Companies Act, 2013, is also eligible for housing loan as applicable in accordance with the Rules of the Company.

The Managing Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practise, rules and regulation in force from time to time.

D. Other Terms:

The Managing Director is not entitled to payment of any sitting fees for attending the meetings of the Board or of a committee thereof.

The appointment shall be terminated by the Company by giving him six months' notice or on payment of six months' basic salary in lieu thereof and by him by giving six months' notice.

For all other terms and conditions not specifically spelt out above, the provisions of Agreement of Appointment of Managing Director, to be executed between the Company and Mahendra Bindal (DIN: 00484964) shall apply.

Minimum Remuneration: In case in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or the profits are inadequate, the Company shall subject to the approval of the Central Government, wherever required, if any, and the provisions of Sections 197,198 and 203 read with and subject to the conditions are limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) pay to the Managing Director gross salary, perquisites and allowances as specified above.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Mahendra Bindal as Managing Director of the Company in terms of Section 190 of the Act. Mr. Mahendra Bindal satisfies all the 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 his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for the payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 5 years.

Mr. Mahendra Bindal, (DIN: 00484964) is interested in the resolution set out at Item No. 4 of the Notice, which pertains to his re-appointment on the Board of the Company.

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

ITEM NO. 5

The Board of Directors of the Company had appointed Mr. Girish Bindal, (DIN: 00484979), as an Executive Director cum Chairman on the Board of Directors for a period of five (5) years with effect from ***17TH May 2022 till 16th May 2027***, which was approved by the shareholders in the Extra Ordinary General Meeting held on May 17, 2022. Since the tenure of Mr. Girish Bindal (DIN: 00484979) as Executive Director will expire on ***16th May 2027***, Mr. Girish Bindal is proposed to be re-appointed as the Executive Director cum Chairman for a further period of five (5) years. Based on the evaluation of performance for the previous term and recommendation by the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 20th August, 2026 re-appointed Mr. Girish Bindal, as an Executive Director cum Chairman of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting to be held on 19th September, 2026 for a period of five (5) years w.e.f May 17, 2027 till May 17, 2032 at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board as set out below:

A. Gross Salary:

Girish Bindal (DIN:00484979), will be paid the salary up to Rs. 50,00,000/- (Fifty lakh only) Per Annum including perquisites or as may be decided by the board from time to time.

B. Gratuity:

As per the Rules of the Company.

C. Benefits, Perquisites and Allowances:

The Executive Director is entitled to reimbursement of all actual expenses as per the Rules of the Company including on entertainment and travelling incurred in the course of Company's business.

The Executive Director is entitled to avail fully paid leave as per the Rules of the Company as applicable to the senior executives.

The Executive Director, subject to the applicable provisions of the Companies Act, 2013, is also eligible for housing loan as applicable in accordance with the Rules of the Company.

The Executive Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practise, rules and regulation in force from time to time.

D. Other Terms:

The Executive Director is not entitled to payment of any sitting fees for attending the meetings of the Board or of a committee thereof.

The appointment shall be terminated by the Company by giving him six months' notice or on payment of six months' basic salary in lieu thereof and by him by giving six months' notice.

For all other terms and conditions not specifically spelt out above, the provisions of Agreement of Appointment of Executive Director, to be executed between the Company and Girish Bindal (DIN: 00484979) shall apply.

Minimum Remuneration: In case in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or the profits are inadequate, the Company shall subject to the approval of the Central Government, wherever required, if any, and the provisions of Sections 197,198 and 203 read with and subject to the conditions are limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) pay to the Executive Director gross salary, perquisites and allowances as specified above.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Girish Bindal as an Executive Director of the Company in terms of Section 190 of the Act. Mr. Girish Bindal satisfies all the 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 his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for the payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 5 years.

Mr. Girish Bindal, (DIN: 00484979) is interested in the resolution set out at Item No. 5 of the Notice, which pertains to his re-appointment on the Board of the Company.

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

ITEM NO. 6:

The Board of Directors of the Company had appointed Mr. Atul Kumar Bajpai, (DIN: 00173886), as an Independent Director on the Board of Directors for a period of 5 years with effect from ***17TH May 2022 till 16th May 2027***, which was approved by the shareholders in the Extra Ordinary General Meeting held on May 17, 2022. The First term of Mr. Atul Kumar Bajpai (i.e. 5 years) as an Independent Director of the Company will expire on May, 17, 2027. Based on the recommendation of the Nomination and Remuneration Committee meeting held on 20th August, 2026, the Board of Directors of the Company re-appointed Mr. Atul Kumar Bajpai, (DIN: 00173886), as an Independent Director in the meeting held on 20th August, 2026 for a second term for a period of 5 (five) consecutive years w.e.f May 17, 2027 to May 17, 2032 under the provisions of the Companies Act, 2013.

As per Section 149(10) read with Schedule IV of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Mr. Atul Kumar Bajpai, Independent Director, the Board of Directors state that the re-appointment of Mr. Atul Kumar Bajpai would be in the interest of the Company. Mr. Atul Kumar Bajpai, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director. The Company has received a declaration from Mr. Atul Kumar Bajpai confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations. Brief Profile of Mr. Atul Kumar Bajpai, nature of his expertise in specific functional areas, names of companies in which he holds directorship, memberships/chairmanships of Board Committees and shareholding as required under SEBI (LODR) Regulations, 2015, are provided in this notice. The sitting fees payable to Mr. Atul Kumar Bajpai shall be in accordance with the provisions of the Companies Act, 2013.

In the Performance Evaluation, the performance of Mr. Atul Kumar Bajpai was evaluated and he is effective and efficient on discharging his roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialisation and expertise in the knowledge. The Nomination & Remuneration Committee, recommended the re-appointment of Mr. Atul Kumar Bajpai and Board of Directors of the Company has approved and recommended his re-appointment for a second consecutive term for a period of 5 (five) years, as provided in the resolution. Therefore, it is proposed to seek the member's approval for the Re-appointment of Mr. Atul Kumar Bajpai as an Independent Director of the Company, at the ensuing Annual General Meeting to be held on 19th September, 2026 in terms of the applicable provisions of the Act.

Mr. Atul Kumar Bajpai is interested in the resolution set out at Item No. 6 of the Notice, which pertains to his re-appointment on the Board of the Company.

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

ITEM NO. 7

The Board of Directors of the Company had appointed Mr. Pravin Poddar, (DIN: 09003659), as an Independent Director on the Board of Directors for a period of 5 years with effect from ***01st July 2022***

to 30th June 2027, which was approved by the shareholders in the Extra Ordinary General Meeting held on July 01, 2022. The First term of Mr. Pravin Poddar (i.e. 5 years) as an Independent Director of the Company will expire on ***30th June 2027***. Based on the recommendation of the Nomination and Remuneration Committee meeting held on 20th August, 2026, the Board of Directors of the Company re-appointed Mr. Pravin Poddar, (DIN: 09003659), as an Independent Director in the meeting held on 20th August, 2026 for a second term for a period of 5 (five) consecutive years w.e.f 01st July, 2027 to 01st July, 2032 under the provisions of the Companies Act, 2013.

As per Section 149(10) read with Schedule IV of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Mr. Pravin Poddar, Independent Director, the Board of Directors state that the re-appointment of Mr. Pravin Poddar would be in the interest of the Company. Mr. Pravin Poddar, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director. The Company has received a declaration from Mr. Pravin Poddar confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations. Brief Profile of Mr. Pravin Poddar, nature of his expertise in specific functional areas, names of companies in which he holds directorship, memberships/chairmanships of Board Committees and shareholding as required under SEBI (LODR) Regulations, 2015, are provided in this notice. The sitting fees payable to Mr. Pravin Poddar shall be in accordance with the provisions of the Companies Act, 2013.

In the Performance Evaluation, the performance of Mr. Pravin Poddar was evaluated and he is effective and efficient on discharging his roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialisation and expertise in the knowledge. The Nomination and Remuneration Committee, recommended the re-appointment of Mr. Pravin Poddar and Board of Directors of the Company has approved and recommended his re-appointment for a second consecutive term for a period of 5 (five) years, as provided in the resolution. Therefore, it is proposed to seek the member's approval for the Re-appointment of Mr. Pravin Poddar as an Independent Director of the Company, at the ensuing Annual General Meeting to be held on 19th September, 2026 in terms of the applicable provisions of the Act.

Mr. Pravin Poddar is interested in the resolution set out at Item No. 7 of the Notice, which pertains to his re-appointment on the Board of the Company.

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

ITEM NO. 8

The Company is on a growth trajectory and a fresh investment in the Company will further help in business expansion. The Equity infusion will also strengthen the Company's Balance Sheet and reduce the finance cost for the Company. The infusion of the fresh funds into the Company will also help in improving the bottom line of the financials. In order to achieve the above objectives and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital. The Board has explored various options and to raise funds by way of issue of warrants convertible into Equity Shares on preferential basis.

The Board of Directors of the Company ("**Board**") at its meeting held on **Thursday, 20th August, 2026**, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of **28,23,800 (Twenty-Eight Lakhs Twenty-Three Thousand Eight Hundred)** fully convertible warrants ("**Warrants**"), each convertible into, or exchangeable into equivalent number of fully paid up Equity Shares of the Company of face value of **Rs. 10/- (Rupees Ten) each at a price of Rs. 70/- (Rupees Seventy only)** each payable in cash ("**Warrant Issue Price**") which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, **aggregating an amount of Rs. 19,76,66,000/- (Rupees Nineteen Crores Seventy-Six Lakhs Sixty-Six Thousand only)** to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "**Investors**").

List of specified investors to which the warrants to be offered is provided here under:

S. No.	Name of Investor	Maximum No. of Warrants to be allotted	Category	Total consideration (in Rupees)
1	Mahendra Bindal	3,93,450	Promoter	2,75,41,500
2	Mayank Bindal	3,93,450	Promoter	2,75,41,500
3	Deep Shikha Bindal	3,93,450	Promoter	2,75,41,500
4	Saloni Bindal	3,93,450	Promoter	2,75,41,500
	Sub-total (A)	**15,73,800**		**11,01,66,000**
5	Aumit Capital Advisors Limited	12,50,000	Non-Promoter	8,75,00,000
	Sub-total (B)	**12,50,000**		**8,75,00,000**
	Total (A+B)	**28,23,800**		**19,76,66,000**

Necessary information/details/disclosures in relation to the preferential issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("**Act**") read with the rules issued thereunder, are set forth below:

1. Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board of Directors at its meeting held on Thursday, 20th August, 2026 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue **28,23,800 (Twenty-Eight Lakhs Twenty-Three Thousand Eight Hundred)** fully convertible warrants ("**Warrants**"), each convertible into, or exchangeable into equivalent number of fully paid-up Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 70/- (Rupees Seventy only) each payable in cash **aggregating Rs. 19,76,66,000/- (Rupees Nineteen Crores Seventy-Six Lakhs Sixty-Six Thousand only)** to the Investors, for cash consideration, by way of a preferential issue on a private placement basis.

2. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

28,23,800 (Twenty-Eight Lakhs Twenty-Three Thousand Eight Hundred) warrants fully convertible into or exchangeable into equivalent number of fully paid-up Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 70/- (Seventy only) (including premium of Rs. 60/-) payable in cash being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating Rs. 19,76,66,000/- (Rupees Nineteen Crores Seventy-Six Lakhs Sixty-Six Thousand only).

3. Objects of the preferential issue/ particulars of the offer:

It is proposed to issue 28,23,800 (Twenty-Eight Lakh Twenty-Three Thousand Eight Hundred) Convertible Warrants, each carrying an entitlement to subscribe to one (1) fully paid-up Equity Share of face value Rs.10/- (Rupees Ten only) of the Company, at an issue price of Rs.70/- (Rupees Seventy only) per Warrant, aggregating to an amount of up to Rs. 19,76,66,000/- (Rupees Nineteen Crore Seventy-Six Lakhs Sixty-Six Thousand only), on a preferential basis, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The Company intends to utilize the proceeds from this preferential issue towards the following object:

Sr. No.	Purpose	Amount (in Rs.)	Tentative timeline for utilization of proceeds	Mode in which funds will be kept until fully utilized
1	To meet working capital requirements for development of its existing business and to meet general corporate purpose	Rs. 19,76,66,000/- (Rupees Nineteen Crore Seventy-Six Lakhs Sixty-Six Thousand only)	Within 24 months from the date of receipts of funds of equity shares	Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company or it shall be parked in the form of Fixed Deposit(s) with the Scheduled Bank

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on the SME Platform of BSE Limited ("BSE") and are infrequently traded in accordance with the provisions of Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").
Further, the proposed preferential issue of fully convertible warrants exceeds 5% of the post-issue fully diluted share capital of the Company. Accordingly, the issue price has been determined in compliance with Regulation 165 read with Regulation 166A of the SEBI ICDR Regulations, taking into account valuation parameters including book value, comparable trading multiples, earning capacity, market price, industry trends and such other parameters as are customary for valuation of shares.

Accordingly, the Company has obtained a valuation report dated 20.08.2026 from Mr. Mayank Sharma, an Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2022/15021), determining the fair value of the Equity Shares of the Company in accordance with the applicable provisions of the SEBI ICDR Regulations.

The valuation report is available on the website of the Company at: https://www.steelmantelecom.com/valuation-report-from-registered-valuer.php

Based on the valuation report and in compliance with Regulations 165 and 166A of the SEBI ICDR Regulations, the fair value/floor price of the Equity Shares has been determined at Rs.69.45/-(Rupees Sixty-Nine and Forty-Five Paise Only) per Equity Share.

Accordingly, the Board of Directors has approved the issue price of Rs. 70/- (Rupees Seventy Only) per Warrant, each warrant being convertible into one Equity Share of face value Rs. 10/- each at a premium of Rs. 60/- (Rupees Sixty only) per share. The said issue price is not lower than the price determined in accordance with the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013.

5. Name and address of valuer who performed valuation:

Name of the Valuer: Mayank Sharma
Registered Valuer (Securities or Financial Assets-IBBI)
Registration No. IBBI/RV/03/2022/15021
Address: 17/10 Hat Lane, Howrah -711101

6. The price or price band at/within which the allotment is proposed:

Each warrant carries a right to subscribe to one Equity Share per Warrant, at a price of Rs. 70/- (Rupees seventy only) per warrant which consists of Rs. 10/- (Rupees Ten) as face value and Rs. 60/- (Rupees Sixty only) as a premium per warrant. Kindly refer to the above-mentioned point no. 4 for the basis of determination of the price.

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

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is **Thursday, 20th August 2026**, being the working day preceding 30 days prior to the date of Annual General Meeting (AGM).

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

The preferential Issue of the warrants each carrying a right to subscribe to one equity share per warrant is proposed to be made to the following investors under the class/ category as mentioned below:

Sl. No.	Name of Specified Investors	No. of fully convertible Warrants	Category/ Class: Promoters or Non-Promoter
1	Mahendra Bindal	3,93,450	Promoter
2	Mayank Bindal	3,93,450	Promoter
3	Deep Shikha Bindal	3,93,450	Promoter
4	Saloni Bindal	3,93,450	Promoter
5	Aumit Capital Advisors Limited	12,50,000	Non-Promoter
	TOTAL	**28,23,800**	

9. Intent of the Promoters, directors, or key managerial personnel of the Company to subscribe to the Preferential Issue:

Mr. Mahendra Bindal, Mr. Mayank Bindal, Mrs. Deep Shikha Bindal and Ms. Saloni Bindal, Promoters of the Company has shown their interest to subscribe to the number of fully convertible warrants as mentioned in point No. 8, except these no Director(s) or Key Managerial Personnel(s) intends to subscribe to the preferential issue.

10. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Warrants shall be allotted by the Company within a maximum period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the proposed warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry 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 along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

11. Principal terms of assets charged as securities:

Not applicable.

12. Shareholding pattern of the Company before and after the Preferential Issue:

Sl No	Category	Pre-Issue		Post Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A	**PROMOTER AND PROMOTER GROUP HOLDING**				
	Indian Individual				
	Mahendra Bindal	1015050	10.49%	14,08,500	11.27%
	Mayank Bindal	2584800	26.71%	29,78,250	23.83%
	Deep Shikha Bindal	373950	3.86%	7,67,400	6.14%
	Saloni Bindal	747900	7.73%	11,41,350	9.13%
	Girish Bindal	1121850	11.59%	1121850	8.97%
	Shruti Bindal	747900	7.73%	747900	5.98%
	Manjushree Bindal	373950	3.86%	373950	2.99%
	Bodies Corporate	0	0	0	0
	Sub-total	**6965400**	**71.98%**	**85,39,200**	**68.31%**
	Foreign Promoters	0	0	**0**	
	Sub-total (A)	**6965400**	**71.98%**	**8539200**	**68.31%**
	PUBLIC HOLDING				
B	**Institutional Investors**				
	Institutions (Domestic)	0	0	0	0.00%
	Institutions (Foreign)	224400	2.32%	224400	1.80%
	Non-Institution				
	Bodies Corporate	748800	7.74%	1998800	15.99%
	Indian public	1557600	16.10%	1557600	12.46%
	HUF	164400	1.70%	164400	1.32%
	Clearing Members	0	0	0	
	Others (including NRIs)	15600	0.16%	15600	0.12%
	Sub-total (B)	**27,10,800**	**28.02%**	**39,60,800**	**31.69%**
	A+B	**96,76,200**	**100%**	**1,25,00,000**	**100**

Notes:

1. The post-issue shareholding of the Company is calculated assuming full exercise of warrants and consequent allotment of the Equity Shares of the Company.

2. It is further assumed that the shareholding of the Company in all other categories will remain unchanged.

3. In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of warrants, the shareholding pattern in the above table would undergo corresponding changes.

4. The above pre-issue shareholding pattern has been prepared based on the Benpos received from the Depositories (NSDL and CDSL) as on 14th August 2026, being the latest available Beneficiary Position prior to the date of this Notice.

13. Valuation for consideration other than cash:

Not applicable

14. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount Rs. 19,76,66,000/- (Rupees Nineteen Crore Seventy-Six Lakhs Sixty-Six Thousand Only).

15. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the warrants are stipulated in the special resolution as set out at Item No. 8 of this Notice.

16. 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 preferential allotment has been made to any person during the year.

17. Identity of the natural persons who are the ultimate beneficial owners of the warrants 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 and change in control, if any, in the Company consequent to the Preferential Issue:

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Particulars (Name of the Investors)	Category	Pre- Preferential Issue		Post-Allotment of Equity Shares pursuant to the Preferential Issue		Ultimate Beneficial Owners
		No. of Shares	%	No. of Shares	%	
Mahendra Bindal	Promoter	10,15,050	10.49%	14,08,500	11.27%	Mahendra Bindal
Mayank Bindal	Promoter	25,84,800	26.71%	29,78,250	23.83%	Mayank Bindal
Deep Shikha Bindal	Promoter	3,73,950	3.86%	7,67,400	6.14%	Deep Shikha Bindal
Saloni Bindal	Promoter	7,47,900	7.73%	11,41,350	9.13%	Saloni Bindal
Aumit Capital Advisors Limited	Non-Promoter	0	0.00%	12,50,000	10.00%	1. Gandhi Vipul Rajendrabhai 2. Gandhi Pratik Rajendra 3.Bhartiben Rajendra Gandhi

*The post-issue shareholding as shown above is calculated assuming full exercise of warrants and consequent allotment of the Equity Shares of the Company.

There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

18. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue other than mentioned as above.

19. Valuation and Justification for the allotment proposed to be made for consideration other than cash:

Not applicable. The consideration for issue of warrants shall be paid in cash.

20. Listing:

The equity shares arising from the exercise of the warrants will be listed on the Stock Exchange at which the existing shares are listed i.e. SME Platform of BSE Limited ("**BSE**") subject to the receipt of necessary regulatory permissions and approvals as the case may be.

21. Lock-in Period:

The Warrants and the Equity Shares to be allotted pursuant to exercise of warrants shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period 90 trading days from the date allotment of warrants as per the SEBI ICDR Regulations. The Warrants and the Equity Shares to be allotted pursuant to exercise of warrants shall be locked-in for such period and up to the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

22. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Sl. No	Name of Specified Investors	Current Status	Proposed Status
1	Mahendra Bindal	Promoter	Promoter
2	Mayank Bindal	Promoter	Promoter
3	Deep Shikha Bindal	Promoter	Promoter
4	Saloni Bindal	Promoter	Promoter
5	Aumit Capital Advisors Limited	Currently not holding any Equity Shares of the Company	Non-Promoter

23. Undertakings:

a) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

b) Neither the Company nor any of its directors and/ or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

c) Neither the Company nor any of its directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

d) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.

e) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

f) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.

g) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

h) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of warrants and equity shares upon conversion of warrants.

24. Company Secretary's Certificate:

The certificate from Ms. Sweta Patwari (C.P. No.9446, Mb No: 23254) Practising Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the members during the meeting and will also be made available on the Company's website and will be accessible at link https://www.steelmantelecom.com/auditors-certification.php

25. Other disclosures

a) During the period from April 1, 2026, until the date of Notice of this EGM, the Company has not made any preferential issue of equity shares.

b) Pursuant to Regulation 166A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, since the proposed preferential issue results in allotment of more than 5% of the post-issue fully diluted share capital of the Company, the Company has obtained a valuation report from a Registered Valuer. The valuation report is available for inspection by the members in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018.

c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrants under the preferential issue is for a cash consideration.

d) Appointment of Monitoring agency is not applicable as the issue size does not exceed Rupees One Hundred Crores.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of warrants fully convertible to equity shares to the Investor is being sought by way of a special resolution as set out in the said Item No. 8 of the Notice. The issue of the equity shares pursuant to the preferential issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No. 8 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days except public holidays, during business hours up to the date of the Meeting and also at the Venue till the conclusion of the Meeting.

None of the directors or key managerial personnel or relatives thereof except Mr. Mahendra Bindal, Mr. Mayank Bindal, Mrs. Deep Shikha Bindal and Ms. Saloni Bindal, are in any way concerned or interested, financially or otherwise, in the passing of this Special Resolution set out in Item No. 8 in the Notice.

BY ORDER OF THE BOARD OF DIRECTORS

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

DATE: 20.08.2026

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

ANNEXURE TO NOTICE:

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

DIRECTORS PROFILE ELIGIBLE FOR RE-APPOINTMENT:

Name of the Director	Mr. Mahendra Bindal	Mr. Girish Bindal	Mr. Atul Kumar Bajpai	Mr. Pravin Poddar
Item No	4	5	6	7
DIN	00484964	00484979	00173886	09003659
Category	Managing Director	Executive Director cum Chairman	Independent Director	Independent Director
Date of Birth	08-Nov-1962	23-Nov-1963	25-Nov-1961	10-Apr-1986
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	12-May-2003	12-May-2003	17 -May-2022	01-July-2022
Qualification	Specialization in Business Administration	Specialization in Business Administration	Chartered Accountant	Chartered Accountant
Brief Resume of Directors	Mr. Mahendra Bindal, aged 63 years, is the Founder and Managing Director of Steelman Telecom Limited. He holds a Bachelor's degree in Commerce and Business Administration and has over 31 years of experience in the Telecom and Information and Communications Technology (ICT) sectors. Under his leadership, the Company has achieved significant growth and strengthened its position in the telecom industry through strategic vision and operational excellence.	Mr. Girish Bindal, aged 62 years, is the Founder, Chairman and Executive Director of Steelman Telecom Limited. He holds a Bachelor's degree in Commerce and Business Administration and has over 31 years of experience in the Telecom and Information and Communications Technology (ICT) sectors. He has played a key role in the Company's growth through his strategic leadership, business acumen and extensive industry experience.	Mr. Atul Kumar Bajpai, aged 64, is a Chartered Accountant and an Independent Director of the Company, appointed for a five-year term effective May 17, 2022. With over 37 years of experience in the securities market, he brings expertise in finance, compliance, and corporate governance. He also serves as a Non-Executive Director at Peerless Securities Ltd. and Prabhu Poly Pipes Limited.	Mr. Pravin Poddar, aged 40, is a practicing Chartered Accountant and an Independent Director of the Company, appointed for a five-year term effective July 1, 2022. He has extensive experience in direct and indirect taxation and brings expertise in taxation, regulatory compliance, and financial oversight. He also serves as a Director at Goel Food Products Limited and AMIC Forging Private Limited.
Nature of Expertise/ Experience in specific functional areas	Mr. Mahendra Bindal has experience across domains like Finance, Marketing, business administration over 31 Years.	Mr. Girish Bindal has more than 31 years of experience in Telecom and information and Communication Technology.	Mr. Atul Kumar Bajpai is a Chartered Accountant having 37 years of experience in security market and Finance.	Mr. Pravin Poddar is a practicing Chartered Accountant having 12 years of experience in the field of Direct & Indirect tax.

Justification for choosing the appointee for appointment as a Director	Mr. Mahendra Bindal brings over three decades of leadership in banking, financial innovation and policy, with proven expertise across top institutions. His strategic vision, regulatory insight, and global recognition make him an invaluable asset to the Board of Directors.	Mr. Girish Bindal brings over three decades of rich experience in Telecom and Information communication technology, ensuring strategic depth and operational excellence. His continued passion for telecommunication makes him a strong and dedicated choice for the role of Director.	Mr. Atul Kumar Bajpai's educational background, experience in finance, and client focused leadership make him a valuable addition to the Board. His global outlook and inclusive approach will strengthen strategic growth, stakeholder engagement and governance.	Mr. Pravin Poddar's educational back ground and extensive experience in finance, and corporate governance makes him a valuable addition to the Board, strengthening the Company's strategic oversight and governance.
Board membership of other listed companies as on 31st March, 2026	Nil	Nil	Nil	2
Remuneration last drawn	Rs. 30 lakhs	Rs. 21.60 lakhs	Sitting fee Rs. 14000/-.	Sitting fee Rs. 14000/-.
Remuneration proposed to be paid	Rs. 50 LPA	Rs. 50 LPA	-	-
Terms and Conditions of Re-Appointment	As per Item No.4 of the Notice of this meeting read with explanatory statement, his tenure of Directorship is completing as on dated ***16th May 2027 and*** he is proposed to be re-appointed as Managing Director (liable to retire by rotation) for the period of 5 (Five) years commencing from May 17, 2027 to May 17, 2032.	As per Item No.5 of the Notice of this meeting read with explanatory statement, his tenure of Directorship is completing as on dated ***16th May 2027 and*** he is proposed to be re-appointed as Executive Director and Chairman liable to retire by rotation for the period of 5 (Five) years commencing from May 17, 2027 to May 17, 2032.	As per Item No.6 of the Notice of this meeting read with explanatory statement, his tenure of Directorship is completing as on dated ***16th May 2027 and*** he is proposed to be re-appointed as an Independent Director for the period of 5 (Five) years commencing from May 17, 2027 to May 17, 2032.	As per Item No.7 of the Notice of this meeting read with explanatory statement, his tenure of Directorship is completing as on dated ***30th June 2027 and*** he is proposed to be re-appointed as an Independent Director for the period of 5 (Five) years commencing from July 01, 2027 to July 01, 2032.
Directorships in other Companies (excluding Foreign Companies)	1. Polymet Pallets Private Limited. 2. Central Equipment Suppliers Private Limited. 3. EDP Software Limited. 4. EC Wheels India Private Limited	1. EDP Software Limited. 2. Supremo Tubes Private Limited	1. Peerless Securities Ltd. 2. Prabhu Poly Pipes Limited.	1. Amic Forging Limited. 2. Goel Food Products Limited

Chairmanships/ Member of the Committee of other Companies in which he/she is a director	Nil	Nil	1. Peerless Securities Ltd - Committee of Members. 2. Prabhu Poly Pipes Limited - committee of Directors.	1. Amic Forging Limited: Audit Committee - Chairman NRC - Member. 2. Goel Food Products Limited: Audit Committee - Chairman. SRC - Chairman NRC - Member.
No. of share held in the Company	1015050	1121850	Nil	Nil
Relationship with other Directors/KMP's	Brother of Mr. Girish Bindal, Executive Director and Chairman	Brother of Mr. Mahendra Bindal, Managing Director	Nil	Nil
No. of Board meetings attended during the year	6	6	6	6

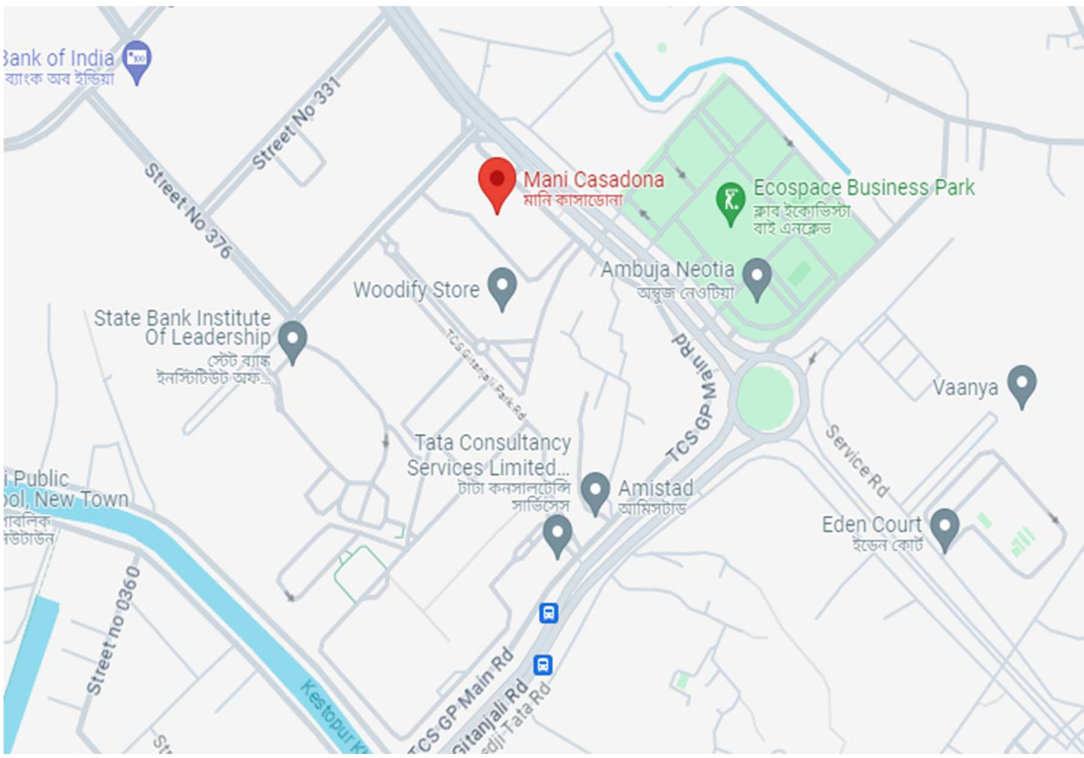
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT WHO RETIRES BY ROTATION

PARTICULARS	ITEM NO.2
NAME OF THE DIRECTOR	**MS. SALONI BINDAL**
DIN	09607557
CATEGORY	NON-EXECUTIVE DIRECTOR
DATE OF BIRTH	08.11.1986
NATIONALITY	INDIAN
DATE OF FIRST APPOINTMENT	01.07.2022
QUALIFICATION	SPECIALIZATION IN BUSINESS ADMINISTRATION
BRIEF RESUME OF DIRECTORS	SALONI BINDAL HAS BEEN SERVING AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY SINCE JULY 1, 2022. SHE HOLDS A BACHELOR'S DEGREE IN COMMERCE WITH SPECIALIZATION IN BUSINESS ADMINISTRATION AND HAS DIVERSE EXPERIENCE IN FINANCE, MARKETING, EHS AND BUSINESS TRANSFORMATION. CURRENTLY, SHE IS A SENIOR MANAGER AT EDP SOFTWARE LIMITED, LEADING THE HEALTHCARE SOLUTIONS GROUP.
NATURE OF EXPERTISE/ EXPERIENCE IN SPECIFIC FUNCTIONAL AREAS	SALONI BINDAL HAS 11 YEARS OF EXPERIENCE IN FINANCE, MARKETING, EHS AND BUSINESS TRANSFORMATION.
JUSTIFICATION FOR CHOOSING THE APPOINTEE FOR APPOINTMENT AS A DIRECTOR	SALONI BINDAL, WITH 12 YEARS OF EXPERIENCE IN FINANCE, MARKETING, EHS AND BUSINESS TRANSFORMATION BRINGS STRONG INDUSTRY EXPERTISE AND STRATEGIC VISION. HER LEADERSHIP

	AND TECHNICAL BACKGROUND CONTINUE TO DRIVE THE COMPANY'S GROWTH AND INNOVATION.
BOARD MEMBERSHIP OF OTHER LISTED COMPANIES AS ON 31ST MARCH, 2026	NIL
REMUNERATION LAST DRAWN	NIL
TERMS AND CONDITIONS OF APPOINTMENT / RE-APPOINTMENT	TENURE AS A DIRECTOR IS SUBJECT TO RETIREMENT OF DIRECTORS BY ROTATION IN TERMS OF SECTION 152 OF THE COMPANIES ACT, 2013.
DIRECTORSHIPS IN OTHER COMPANIES (EXCLUDING FOREIGN COMPANIES) (AS ON 31.03.2026)	NIL
CHAIRMANSHIPS/ MEMBER OF THE COMMITTEE OF OTHER COMPANIES IN WHICH HE/SHE IS A DIRECTOR (AS ON 31.03.2026)	NIL
NO. OF SHARES HELD	747900
% OF HOLDING	7.73%
NO. OF WARRANTS HELD	NIL
RELATIONSHIP WITH OTHER DIRECTORS/KMP'S	DAUGHTER-IN-LAW OF MR. MAHENDRA BINDAL
TRAVELLING ALLOWANCE:	NIL
SITTING FEE:	Rs.10,000/-
NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS ATTENDED DURING THE FY 2025-2026.	6

ROUTE MAP TO THE 23RD AGM VENUE

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



BALLOT PAPER-(MGT-12) **Sr. No.**

Date of AGM	Saturday, 19th September, 2026
Time	12:00 NOON
Venue	MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREETNO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	
5	No. of shares	

I hereby exercise my vote in respect of resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	ORDINARY BUSINESS	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Directors and Auditors thereon.			
2.	To appoint a director in place of Ms. Saloni Bindal (DIN-09607557), who retires by rotation and being eligible, offers herself for re-appointment.			
	SPECIAL BUSINESS			
3.	To approve the alteration the object clause of the memorandum of association by insertion of a new ancillary object of the company.			
4.	To approve the re-appoint of Mr. Mahendra Bindal (DIN:00484964) as managing director of the company and revision in the terms of his remuneration.			
5.	To approve the re-appointment of Mr. Girish Bindal (DIN:00484979), executive director cum chairman of the company and revision in the terms of his remuneration:			
6.	To approve the re-appointment of Mr. Atul Kumar Bajpai (DIN: 00173886), independent director of the company and revision in the terms of his remuneration.			
7.	To approve the re-appointment of Mr. Pravin Poddar (DIN: 09003659) as an independent director of the company and revision in the terms of his remuneration.			
8	To issue fully convertible warrants on a preferential issue basis			

Place: Kolkata
Date:20.08.2026

(Signature of the shareholder)

PROXY FORM

Form No. MGT-11

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

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

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

(1) Name……………………………………………. Address……………………………………………………………………

E-mail ID………………………………………… Signature………………………………………or failing him/her,

(2) Name……………………………………………. Address……………………………………………………………………

E-mail ID………………………………………… Signature………………………………………or failing him/her,

(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 **23rd Annual General Meeting** of the Company to be held on **Saturday, 19th September, 2026 at 12:00 NOON at MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04,STREET NO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
	Ordinary Business		
1	To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Directors and Auditors thereon.		
2	To appoint a director in place of Ms. Saloni Bindal (DIN-09607557), who retires by rotation and being eligible, offers herself for re-appointment.		
	Special Business		
3	To approve the alteration the object clause of the memorandum of association by insertion of a new ancillary object of the company.		
4	To approve the re-appoint of Mr. Mahendra Bindal (DIN:00484964) as managing director of the company and revision in the terms of his remuneration.		
5	To approve the re-appointment of Mr. Girish Bindal (DIN:00484979), executive director cum chairman of the company and revision in the terms of his remuneration:		
6	To approve the re-appointment of Mr. Atul Kumar Bajpai (DIN: 00173886), independent director of the company and revision in the terms of his remuneration.		
7	To approve the re-appointment of Mr. Pravin Poddar (DIN: 09003659) as an independent director of the company and revision in the terms of his remuneration.		
8	To issue fully convertible warrants on a preferential issue basis		

Signed this……………………………..day of.......................... 2026
Signature of Shareholder(s)……………………………………………….
Signature of Proxy holder(s)……………………………………………….

Affix Revenue Stamp

Note:

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.
2. For the RESOLUTIONS and Notes please refer to the Notice of the Annual General Meeting.

ATTENDANCE SLIP

Registered Folio/DP ID & Client ID No.	
Name and address of the shareholder(s)	

I/We...R/o.. hereby record my/our presence at the **23rd Annual General Meeting** of the Company to be held on **Saturday, 19th September, 2026 AT 12:00 NOON AT MANI CASADONA, FLAT NO 15E1, FLOOR NO-15, PLOT NO-IIF/04, STREET NO-372, ACTION AREA-IIF, NEW TOWN, KOLKATA-700156.**

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Member's Folio/DP ID/Client ID No.	Member's/Proxy's name in Block Letters	Member's/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

(EVEN) Electronic Voting particulars	User ID	Password
141253		

Note: Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.