

STEP TWO CORPORATION LIMITED

21, Hemant Basu Sarani, 5th Floor, Room # 507, Kolkata - 700 001
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CIN : L65991WB1994PLC066080

MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF STEP TWO CORPORATION LTD. HELD AT 21, HEMANTA BASU SARANI, 5TH FLOOR, SUITE NO.507, KOLKATA – 700 001 ON WEDNESDAY, THE 20TH DAY OF SEPTEMBER, 2017 AT 10.00 A.M.

PRESENT:-

Sri Bhola Nath Manna - Director & Member
Sri Sanjay Agarwal - Director
Sri Keshav Kumar Saraf - Director
Smt Mamta Sharma - Director & Company Secretary

IN ATTENDANCE

Sri Basant Kumar Agarwal - CFO
Sri Sourav Gupta - Partner of M/s B.P. Agarwal and Associates, Statutory Auditors
Sri Navneet Jhunjunwala - Secretarial Auditor and Scrutinizer

93 Members were present in person or through proxy at the meeting

The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding with effect from 1st April, 2014 maintained under Section 170 of the Companies Act, 2013, Register of Members, Proxy Register, Minute book of General Meeting and other statutory registers and all other relevant documents for inspection mentioned in the Notice of the AGM were kept at the meeting and remained accessible and open for inspection by the Members during the continuance of the meeting.

CHAIRMAN

Sri Bhola Nath Manna was voted to take the chair.

QUORUM

Notice calling the meeting was read. The Chairman announced that the requisite quorum as per Section 103 of Companies Act, 2013 was present and called the Meeting to order.

He then formally extended a very warm welcome to the Shareholders present at the meeting and introduced his colleagues on the Board to the Shareholders.

Members were informed that in accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, all members were provided with e-voting facility through NSDL for exercising their vote. E-voting was open from 10.00 AM on Sunday, 17th September 2017 and continued till 5.00 PM on Tuesday, 19th September, 2017. Shri Navneet Jhunjunwala of M/s. N.Jhunjunwala & Associates, Practicing Company Secretaries was appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Thereafter the Chairman announced that facility for voting by poll will be provided to the members present in person and through proxies, on all resolutions as set out in the Notice after all matters have been deliberated upon by the members. Accordingly no resolution will be passed by show of hands. He briefed the Members about the objective and implications of each item of Agenda and invited the Members to offer their comments or seek clarifications, if any, on the Annual Report and accounts or in respect of any of the items contained in the Agenda for the AGM. The Chairman requested the Members to be brief in their observations and announce their names before commencing their speech.



ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

Adoption of Audited Financial Accounts for the financial year ended 31st March, 2017, together with Report of the Board of Directors and Auditors thereon.

Proposed by Mr Raj Kumar Agarwal
Seconded by Mr. Ashok Kumar Sharma

“RESOLVED THAT the Profit and Loss account for the year ended 31st March 2017, the Balance Sheet as at that date, the report of Directors and Auditors as laid before the members at this meeting be and are hereby adopted.”

Resolution No. 2: Ordinary Resolution

Appointment of Shri Bhola Nath Manna(DIN: 03345433), who retires by rotation and being eligible, offers himself for re-appointment.

Proposed by Mr Raj Kumar Agarwal
Seconded by Mr. Ashok Kumar Sharma

“RESOLVED THAT Shri Bhola Nath Manna(DIN: 03345433), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the company”

Resolution No. 3: Ordinary Resolution

Re-appointment of Statutory Auditors.

Proposed by Mr Raj Kumar Agarwal
Seconded by Mr. Ashok Kumar Sharma

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s. B.P. Agarwal and Associates, Chartered Accountants (Firm Registration No. 316155E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fourth AGM of the Company to be held in the year 2018 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Conduct of Voting through Ballot paper

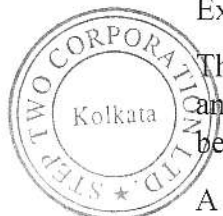
The Chairman informed the shareholders who were present at the meeting and who could not avail the e-voting option, that they can cast their vote through ‘Ballot paper’ and announced that the poll be taken and invited Shri Navneet Jhunjhunwala, Scrutiniser, to scrutinize the poll proceedings in accordance with the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014. The Scrutinizer showed the empty ballot box to the Members and also locked and sealed the same in the presence of Members. The Scrutinizer explained the ballot paper voting process to the Members. Members then casted their votes by filling the Ballot Paper and dropping the same in the Ballot Box.

After obtaining the confirmation from Shareholders and Scrutinizer that everyone has exercised the vote, the Chairman declared the Poll as complete and Scrutinizer took the Ballot Boxes in his safe custody.

The Chairman announced that the combined results of e-voting and poll taken at the meeting shall be displayed on the Company’s website as well as its registered office within two days from the conclusion of the AGM and the same would also be communicated to the Stock Exchanges where the shares of the company are listed and also to NSDL.

The Chairman thereafter thanked the Members for their active participation, continuous support and encouragement over the years. The business of the 23rd Annual General Meeting having been completed as per the Agenda, the Chairman declared the meeting as concluded.

A hearty vote of thanks to the Chair was carried with acclamation.



for STEP TWO CORPORATION LIMITED


CHAIRMAN

Director

Declaration of Result of Remote e-voting and Ballot at the meeting

The Scrutinizer's report dated 21st September, 2017, inter alia containing the results of remote e-voting and voting through Ballot Paper conducted at the Annual General Meeting was presented by the Scrutinizer to the Chairman on 21st September, 2017 in terms of which all resolutions as set out in the Notice convening the 23rd Annual General Meeting were duly approved by the Members with requisite majority. The results were declared by the Chairman on 21st September, 2017 and immediately displayed at the registered office of the Company. The results were also posted on Company's Website and on the website of NSDL and also intimated to the Stock Exchanges where the Company's shares are listed.

The results as per the Scrutinizer's Report on remote e-voting and poll conducted at the meeting submitted by Mr. Navneet Jhunjhunwala of M/s. N.Jhunjhunwala & Associates, Practicing Company Secretaries were as under -

Item no. 1 – Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss for the year on that date together with the Reports of Directors and Auditors thereon.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	13	1861470	80	12801	93	1874271	100.00
Voted against the resolution	0	0	0	0	0	0	Nil
Invalid votes	Nil	Nil	----	----	----	----	----

Item no. 2 – Ordinary Resolution to appoint a director in place of Shri Bhola Nath Manna(DIN: 03345433), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	13	1861470	80	12801	93	1874271	100.00
Voted against the resolution	0	0	0	0	0	0	Nil
Invalid votes	Nil	Nil	----	----	----	----	----



Item no. 3 – Ordinary Resolution to ratify the appointment of M/s. B.P.Agarwal and Associates, Chartered Accountants (Firm Registration No. 316155E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fourth AGM of the Company to be held in the year 2018 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	No. of Members who voted	Number of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	13	1861470	80	12801	93	1874271	100.00
Voted against the resolution	0	0	0	0	0	0	Nil
Invalid votes	Nil	Nil	----	----	----	----	----

