

## **STEP TWO CORPORATION LIMITED**

Registered Office : Avani Signature  
91A/1, Park Street, 7th Floor, Kolkata - 700 016.  
Phone No.: 9836450055\*\*E-mail : admin@steptwo.in  
CIN : L65991WB1994PLC06080

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### **NOTICE**

NOTICE IS HEREBY GIVEN that the Twenty Ninth Annual General meeting of the members of Step Two Corporation Limited will be held at Avani Signature, 91A/1, Park Street, 7th Floor, Kolkata – 700 016, on Monday, the 18th day of September, 2023 at 10.00 A.M. to transact the following business:

#### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2023 and Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Poonam Bathwal (DIN: 10045592), who retires by rotation, and being eligible offers herself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to provisions of Section 139 and 140 of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s. M.K.Kothari & Associates, Chartered Accountants (Firm Reg. No. 0323929E) be and are hereby appointed as Statutory Auditors of the Company to hold the office till the conclusion of the Annual General Meeting of the Company to be held in 2026, at such remuneration as shall be fixed by the Board of Directors."

#### **AS SPECIAL BUSINESS:**

4. To consider and if, thought fit, to pass with or without modification(s) the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association

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of the Company and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Mr.Anuj Agarwal (DIN: 02984121), who was appointed as an Additional Director of the Company with effect from 16.01.2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under Section 160 of the Act proposing the candidature of Mr.Anuj Agarwal for the office of Director be and is hereby appointed as an Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.”

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

5. To consider and if, thought fit, to pass with or without modification(s) the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Mr.Laxmi Kant Jajodia (DIN: 00570216), who was appointed as an Additional Director of the Company with effect from 16.01.2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under Section 160 of the Act proposing the candidature of Mr.Laxmi Kant Jajodia for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company, whose period of office will not be liable to determination by retirement of directors by rotation.”

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

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6. To consider and if, thought fit, to pass with or without modification(s) the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Mr. Anup Chattopadhyay (DIN: 10042485), who was appointed as an Additional Director of the Company with effect from 15.03.2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under Section 160 of the Act proposing the candidature of Mr. Anup Chattopadhyay for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company, whose period of office will not be liable to determination by retirement of directors by rotation."

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

7. To consider and if, thought fit, to pass with or without modification(s) the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, regulations, notifications and circulars of Reserve Bank of India and other applicable laws, Ms. Poonam Bathwal (DIN: 10045592), who was appointed as an Additional Director of the Company with effect from 15.03.2023 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under Section 160 of the Act proposing the candidature of Ms. Poonam Bathwal for the office of Director be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation."

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

8. To consider and if, thought fit, to pass with or without modification(s) the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Anuj Agarwal, as Managing Director (M.D) of the Company, liable to retire by rotation, for a period of Five years with effect from the 25th January'2023 to 24th January'2028 at a remuneration of Rs.200,000/- per month subject to such periodical increments as may be decided by the Board of Directors subject however that the aggregate remuneration on account of salary shall not exceed Rs. 12000000/- per annum. (for Five years from the date of appointment).”

“RESOLVED FURTHER THAT subject to the limits prescribed under Section II of Part II of Schedule V and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time, the consent of the Members be and is hereby accorded to pay remuneration of Rs. 200,000/- per month, as minimum remuneration to Shri Anuj Agarwal, Managing Director (M.D), for that financial year in which there is inadequacy or absence of profits during the period of Five years from the effective date of his appointment.”

“RESOLVED FURTHER THAT Shri Anuj Agarwal as Managing Director (M.D) shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) Encashment of leave at the end of the tenure.:

:RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors thereof be and is hereby authorised to prepare, sign and file necessary forms and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the company.”

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### **NOTES:**

1. 1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Register of Members & Share Transfer Books of the Company will remain closed from 12th day of September, 2023 to 18th day of September, 2023 (Both days inclusive).
4. All requests for transfer of shares and allied matters along with the relevant transfer deeds and/or share certificates should be sent to the Company's Registrar and Share Transfer Agents, viz., Niche Technologies Pvt. Ltd.
5. The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears code no. INE623D01015.
6. Members are requested to notify immediately any change in their address to the Registrar and Share Transfer Agents of the Company quoting their folio numbers, to ensure prompt service.
7. Members holding shares in the same name under different folios are requested to apply for consolidation of such folios and send relevant Share Certificates to the Registrar and Share Transfer Agents of the Company.
8. Members are requested to produce the enclosed Attendance Slip at the entrance of the Office and bring their copies of Annual Report to the meeting, as extra copies will not be supplied.

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9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by writing to the Registrar of the Company, M/s. Niche Technologies Private Limited at the following address:-  
Niche Technologies Private Limited  
3A, Auckland Place, 7th Floor,  
Room No.7A & 7B, Kolkata - 700017
10. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members are requested to bring their admission slip along with copy of the Annual Report at the Annual General Meeting.
12. Members seeking information regarding financial accounts of the Company are requested to write to the Company at least 7 (seven) days before the date of meeting so as to enable the management to keep the information ready.
13. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 11th September 2023 are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Friday 15th September, 2023 and will end at 5.00 p.m. on Sunday, 17th September, 2023. The Company has appointed Mr. Navneet Jhunjhunwala, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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14. Re-appointment / Appointment of Directors: Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information in respect of Directors being re-appointment has been provided in the section of Corporate Governance incorporated elsewhere in the Annual Report.

### 15. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period begins on 15th September, 2023 at 10:00 A.M. and ends on 17th September, 2023 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. 11st September, 2023, 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 11st September, 2023.
- v. 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 and joining virtual meeting 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.

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

	Type of Shareholders	Login Method
	Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="632 488 1278 875">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “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 or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="632 907 1278 1016">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="632 1048 1278 1464">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account 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 or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="632 1496 1278 1576">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>



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	<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li></ol>
	<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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.**

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Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL..	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B. Login Method for e-voting and joining virtual meeting 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 'Share holder/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*****.

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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\*\*\*

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5. a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- D) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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.

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- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th September 2023.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11th September 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Navneet Jhunjhunwala, Practicing Company Secretary,(Certificate of Practice Number 5184) of 18, Ho Chi Minh Sarani, Tower-5, Flat-5G, Kolkata – 700 061 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.steptwo.in](http://www.steptwo.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
16. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

Registered Office:  
Avani Signature  
91A/1, Park Street, 7th Floor,  
Kolkata – 700 016  
Dated :16.08.2023

By Order of the Board  
**Poonam Bathwal**  
Company Secretary

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No.4**

Mr.Anuj Agarwal (DIN: 02984121), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect 16.01.2023 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act 2013 ("the Act"). As per Section 161 of the Act, Mr.Anuj Agarwal holds office upto the date of the ensuing AGM on 18.09.2023. The Company has received the requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Mr.Anuj Agarwal to be appointed as an Executive Director at the ensuing AGM liable to retire by rotation. Mr.Anuj Agarwal has consented to the proposed appointment and declared qualified. Mr.Anuj Agarwal possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Mr.Anuj Agarwal as an Executive Director liable to retire by rotation.

Except Mr.Anuj Agarwal no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No.4 of this Notice.

**Item No.5**

Mr.Laxmi Kant Jajodia (DIN: 00570216), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect 16.01.2023 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act 2013 ("the Act"). As per Section 161 of the Act, Mr.Laxmi Kant Jajodia holds office upto the date of the ensuing AGM on 18.09.2023. The Company has received the requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Mr.Laxmi Kant Jajodia to be appointed as a Non-Executive Director at the ensuing AGM liable to retire by rotation. Mr.Laxmi Kant Jajodia has consented to the proposed appointment and declared qualified. Mr.Laxmi Kant Jajodia possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Mr.Laxmi Kant Jajodia as a Non-Executive Director not liable to retire by rotation. Mr.Laxmi Kant Jajodia will not be entitled for any remuneration as per the company policy for non-executive directors except sitting fees for attending board meetings.

Except Mr.Laxmi Kant Jajodia no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No.5 of this Notice.

## **STEP TWO CORPORATION LIMITED**

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### **Item No.6**

Mr.Anup Chattopadhyay (DIN: 10042485), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect 15.03.2023 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act 2013 ("the Act"). As per Section 161 of the Act, Mr.Anup Chattopadhyay holds office upto the date of the ensuing AGM on 18.09.2023. The Company has received the requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Mr.Anup Chattopadhyay to be appointed as a Non-Executive Director at the ensuing AGM liable to retire by rotation. Mr.Anup Chattopadhyay has consented to the proposed appointment and declared qualified. Mr.Anup Chattopadhyay possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Mr.Anup Chattopadhyay as a Non-Executive Director not liable to retire by rotation. Mr.Anup Chattopadhyay will not be entitled for any remuneration as per the company policy for non-executive directors except sitting fees for attending board meetings.

Except Mr.Anup Chattopadhyay no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No.6 of this Notice.

### **Item No.7**

Ms.Poonam Bathwal (DIN: 10042485), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect 15.03.2023 by the Board in accordance with the Articles of Association and Section 161 of the Companies Act 2013 ("the Act"). As per Section 161 of the Act, Ms.Poonam Bathwal holds office upto the date of the ensuing AGM on 18.09.2023. The Company has received the requisite notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000 from a member proposing the candidature of Ms.Poonam Bathwal to be appointed as a Non-Executive Director at the ensuing AGM liable to retire by rotation. Ms.Poonam Bathwal has consented to the proposed appointment and declared qualified. Ms.Poonam Bathwal possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from a member and on the recommendation of it's Nomination and Remuneration Committee and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Ms.Poonam Bathwal as a Non-Executive Director liable to retire by rotation. Ms.Poonam Bathwal will not be entitled for any remuneration as director as per the company policy for non-executive directors except sitting fees for attending board meetings.

Except Ms.Poonam Bathwal no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No.7 of this Notice.



**Item No.8**

The Board of Directors of the Company in its meeting held on January 25, 2023, on recommendation of Nomination & Remuneration Committee, appointed Mr.Anuj Agarwal as Managing Director for a period of five years with effect from January 24, 2028 on the terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of the remuneration payable to Mr.Anuj Agarwal and the terms & conditions of his re-appointment are given below:

Effective date of appointment : January 25, 2023.

Term of appointment : 5 years.

Details of remuneration:

1. Salary: Monthly salary with merit based periodic increments as may be approved by the Nomination & Remuneration Committee of the Board in the range of Rs. 24,00,000 p.a. to Rs.1,20,00,000 p.a.

2. Perquisites: In addition to Salary, Performance Related Pay and Annual Bonus, Mr.Anuj Agarwal will be entitled to encashment of leave at the end of the tenure or as may decided by the Nomination & Remuneration Committee of the Board from time to time. Mr.Anuj Agarwal would also be entitled to such other perquisites as the Nomination & Remuneration Committee of the Board may approve for discharge of his duties as Whole-time Director.

Except Mr.Anuj Agarwal no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the resolution set out in Item No.8 of this Notice.

**STEP TWO CORPORATION LIMITED**

Registered Office : Avani Signature  
91A/1, Park Street, 7th Floor, Kolkata 700 016.  
Phone: 9836450055 \*\*E-mail :admin@steptwo.in  
CIN : L65991WB1994PLC066080

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the Meeting Hall)**

Folio No.....DP-ID No.....Client-ID No.....

Name of Member(s).....

Name of the Proxyholder.....

Registered Address.....

.....

Number of Shares Held.....

I hereby record my presence of the **29th ANNUAL GENERAL MEETING** of the Company held on **Monday the 18th day of September, 2023 at 10.00 a.m.** at Avani Signature, 91A/1, Park Street,7th Floor, Kolkata-700 016.

.....  
Signature of the Member / Representative / Proxy Holder\*

\* Strike out whichever is not applicable

## STEP TWO CORPORATION LIMITED

Registered Office : Avani Signature  
91A/1, Park Street, 7th Floor, Kolkata 700 016.  
Phone : 9836450055 \*\*E-mail :admin@steptwo.in  
CIN : L65991WB1994PLC066080

### **Form No. MGT-11** **FORM OF PROXY**

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

Folio No.....DP-ID No.....Client-ID No.....

Name of Member(s).....Email Id.....

Registered Address.....

I/We, being a member(s), holding.....shares of STEP TWO CORPORATION LIMITED

hereby appoint:

- Name..... E-mail Id.....  
Address.....or failing him/her
- Name..... E-mail Id.....  
Address.....or failing him/her
- Name..... E-mail Id.....  
Address.....

as my / our Proxy to vote for me / us, on my / our behalf at the **29th ANNUAL GENERAL MEETING** of the Company held on Monday the 18th day of **September, 2023** and at any adjournment thereof in respect of the following resolutions:

Sl. No.	Resolution	Voted for	Voted Against
1.	To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2023 and Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms.Poonam Bathwal (DIN: 10045592), who retires by rotation, and being eligible offers herself for reappointment.		
3.	To fix remuneration of Statutory Auditors and fix their remuneration.		
4.	To appoint Mr. Anuj Agarwal (DIN-02984121) as Ordinary Director		
5.	To appoint Mr. Laxmi Kant Jajodia (DIN-00570216) as Ordinary Director.		
6.	To appoint Mr. Anup Chattopadhyay (DIN-10042485) as Ordinary Director.		
7.	To appoint Ms. Poonam Bathwal (DIN-10045592) as Ordinary Director.		
8.	To appoint Mr. Anuj Agarwal (DIN-02984121) as Managing Director.		

Signed this.....day of.....2023.

Signature of Member.....

Signature of Proxyholder(s): 1.....2.....3.....

Revenue  
Stamp

**NOTE :** The Form of Proxy duly completed must be deposited at the Registered Office of the Company, Avani Signature, 91A/1, Park Street, 7th Floor, Kolkata-700 016 not later than 48 hours before the time for holding the meeting.