STEP TWO CORPORATION LIMITED

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CIN : L65991WB1994PLC066080

CORRIGENDUM TO THE NOTICE OF THE ANNUAL GENERAL MEETING

Step Two Corporation Limited (the "**Company**") had issued a notice dated August 21, 2026, for convening an Annual General Meeting of the members of the Company ("**AGM**") on Monday, September 28, 2026, at 10:00 A.M. The Notice of the AGM was dispatched to all the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. Accordingly, the members are requested to kindly note that the following paragraphs shall form part of the AGM Notice and should be read in conjunction with the AGM Notice dated August 21, 2026. All other contents of the Notice of the AGM remain the same.

Item No. 4: Increase the Authorised Share Capital of the Company and amend the Capital clause of Memorandum of Association

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 7,85,00,000/- (Rupees Seven Crores and Eighty-Five Lakhs Only) consisting of 78,50,000 (Seventy-Eight Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) consisting of 1,20,00,000 (One Crore and Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) Equity Shares of face value of Rs. 10/- each with such rights, privileges & conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital to the company and to divide the Shares in capital for the time being into several classes''

"RESOLVED FURTHER THAT any Director or Company Secretary or KMP of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

Item No. 5: Issue of Equity Shares on a preferential basis to persons belonging to the Non-Promoter Category

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, Section 42, 62, and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s),regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]; (iv)Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations]; (v) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), BSE Limited and The Calcutta Stock Exchange Limited where the equity shares of the Company are listed ("Stock Exchanges") and/or any other statutory / regulatory authority; (vi) the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches upto 23,50,000 (Twenty-Three Lakhs and Fifty Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each ("Shares") at an issue price of Rs. 17/- per equity share (Rupees Seventeen Only) [including a premium of Rs. 7/- per equity share] for a cash consideration not exceeding an aggregate amount of Rs. 3,99,50,000/- (Rupees Three Crores Ninety-Nine Lakhs and Fifty Thousand Only) to the following investors (the "Allottees") by way of preferential allotment on a private placement basis ("**Preferential Allotment**"), to the Non-Promoter category as specified below, in accordance with the Chapter V of the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws:

Sr. No.	Name of the Allottees	Category	Number of Equity Shares Applied
1.	Basanti Mehta	Non-Promoter	12,85,000 (Twelve Lakhs and Eighty-Five Thousand)
2.	Sunita Mehta	Non-Promoter	8,21,000 (Eight Lakhs and Twenty-One Thousand)
3.	Pooja Mehta	Non-Promoter	2,44,000 (Two Lakhs and Forty-Four Thousand)

"**RESOLVED FURTHER THAT** the Relevant Date, in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, the "Relevant Date" for the purpose of calculating the Floor Price for the Preferential Allotment of Equity Shares be and is hereby fixed as Friday, August 28, 2026, being the day preceding the weekend/holiday and 30 (Thirty) days prior to the date of the Annual General Meeting of the Company i.e. Monday, September 28, 2026".

"**RESOLVED FURTHER THAT** aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Act and the SEBI (ICDR) Regulations, 2018, including the following:

1. The proposed Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;

2. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR)Regulations, 2018;

3. The consideration for allotment of relevant Equity Shares shall be paid to the Company from the respective Bank accounts of the Proposed Allottees only;

4. The Equity Shares shall be issued and allotted by the Company only in dematerialized mode and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;

5. The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock- in as per Regulation 167(6) of the SEBI (ICDR) Regulations, 2018;

6. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted thereunder;

7. The Equity Shares to be offered/issued and allotted under the preferential issue shall be subject to lock- in for such period as provided under the provisions of Chapter V of SEBI (ICDR) Regulations, 2018;

8. The Equity Shares will be listed and traded on the Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be;"

"RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Vikas Gadia (Membership No. 066575) Proprietor of Gadia Vikas & Co. (Practicing Chartered Accountant) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations, 2018."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting it to subscribe Equity Shares in accordance with the provisions of the Act."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board 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 Equity shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, 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 be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

<u>EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT REGULATION 163(1) OF SEBI (ICDR) REGULATIONS, 2018</u>

The following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of SEBI (ICDR) Regulations, 2018; in respect of items given in the Notice that requires approval of the Members.

<u>Item No. 4:</u>

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorized Share Capital of the Company is Rs. 7,85,00,000/- (Rupees Seven Crores and Eighty- Five Lakhs Only) comprising of 78,50,000 (Seventy-Eight Lakhs and Fifty Thousand) Equity Shares of face value of Rs. 10/- each. Considering the proposed issue of Equity Shares, in order to accommodate the issue of equity shares, the Board at its Meeting held on Wednesday, September 02, 2026 had accorded its approval for increasing the Authorized Share Capital from 7,85,00,000/- (Rupees Seven Crores and Eighty- Five Lakhs Only) comprising of 78,50,000 (Seventy-Eight Lakhs and Fifty Thousand) Equity Shares of face value of Rs. 10/- each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) Equity Shares of face value of Rs. 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders' approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. Therefore, the proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum and Articles of Association of the Company duly amended will be available for Inspection on the request of Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution number 1 of the notice as an Ordinary Resolution.

<u>Item No. 5:</u>

ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO A PERSON BELONGING TO THE NON-PROMOTER CATEGORY

The Board of Directors of the Company at their meeting held on Wednesday, September 02, 2026 reconsidered and approved the proposal of raising funds by way of preferential issue of equity shares to the non-promoter on a preferential basis, for cash consideration ('**Preferential Allotment**'). There will be no change in control pursuant to the Preferential Issue.

The Consent of shareholders vide Special Resolution is hereby accorded to Board to create, offer, issue and allot in one or more tranches upto 23,50,000 (Twenty-Three Lakhs and Fifty Thousand) Equity shares of face value of Rs. 10/- each at an issue price of Rs. 17/- per equity share (Rupees Seventeen Only) [including a premium of Rs. 7/- per equity share] for a consideration at cash not exceeding an aggregate amount of Rs. 3,99,50,000/- (Rupees Three Crores Ninety-Nine Lakhs and Fifty Thousand Only).

An amount equivalent to 100% of the issue price will be payable at the time of subscription of Equity Shares, as prescribed by the SEBI (ICDR) Regulations, 2018.

As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018, is as stated below:

1. **Objects of the Preferential Issue:**

   The Company proposes to raise an amount aggregating up to Rs. 3,99,50,000/- (Rupees Three Crores Ninety-Nine Lakhs and Fifty Thousand Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for compliance with RBI requirements of net owned funds and expansion in the similar line of business of the Company.

2. **The maximum number of specified securities to be issued:**

   The Board of Directors at its meeting held on Wednesday, September 02, 2026, had subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 23,50,000 (Twenty-Three Lakhs and Fifty Thousand) Equity Shares at face value of Rs. 10/- per equity share (Rupees Ten Only) at an issue price of Rs. 17/- (Rupees Seventeen Only) per equity share [including a premium of Rs. 7/- per equity share] for a cash consideration not exceeding an aggregate amount of Rs. 3,99,50,000/- (Rupees Three Crores Ninety-Nine Lakhs and Fifty Thousand Only).

3. **Intent of the Promoters, Directors or Key Managerial Personnel (KMP) of the Company to subscribe to the Preferential Allotment**

   No existing Promoters, Directors, Key Managerial Personnel, or Senior Management of the Company have expressed their intention to subscribe to any Equity Share proposed to be issued under this Preferential Allotment.

4. **Shareholding Pattern before and after the proposed preferential issue:**

Sl. No.	Category	Pre-Issue Shareholding Structure		Post-Issue Shareholding	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding*
A	**Promoters & Promoter Group Holding**				
A1	**Indian**				
	Individuals/ Hindu Undivided Family	41,65,361	56.33%	41,65,361	42.74%
	Bodies Corporate	-	-	-	-
	Sub Total A1	41,65,361	56.33%	41,65,361	42.74%
A2	**Foreign**	-	-	-	-
	Sub Total A2	-	-	-	-
	Total Promoters & Promoter Group Holding A1+A2	**41,65,361**	**56.33%**	**41,65,361**	**42.74%**
B	**Public Shareholders**				
	Institutions	-	-	-	-
B1	**Institutions (Domestic)**	-	-	-	-
B2	**Institutions (Foreign)**	-	-	-	-
B3	**Central Government/ State Government(s)/ President of India**	-	-	-	-
B4	**Non-Institutions**				
	Resident Individuals	31,09,462	42.05%	54,59,462	56.02%
	NRI	4,712	0.06%	4,712	0.05%
	Bodies Corporate	1,15,265	1.56%	1,15,265	1.18%
	HUF	-	-	-	-
	Clearing Members	-	-	-	-

	LLP	-	-	-	-
	Total Public Holding B1+B2+B3+B4	**32,29,439**	**43.67%**	**55,79,439**	**57.26%**
C	**Shares held by Custodians**	-	-	-	-
	Grand Total A+B+C	**73,94,800**	**100%**	**97,44,800**	**100.00%**

**The above post-issue shareholding is prepared assuming the allotment of the entire 23,50,000 equity shares on preferential basis at Item No. 2.*

****Difference, if any, is due to rounding off.*

5. **Time frame within which the preferential allotment shall be completed:**

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in General Meeting, provided that where any approval or permission by any regulatory authority or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

6. **Consequential Changes in the Voting Rights:**

Voting rights will change according to the change in the shareholding pattern mentioned above.

7. **Relevant Date:**

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018, for determining the price of Equity Shares to be issued with reference to the proposed allotment is Friday, August 28, 2026, being the day preceding the weekend/holiday and 30 (Thirty) days prior to the date of the Annual General Meeting of the Company i.e. Monday, September 28, 2026".

8. **Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:**

SI. No.	**Name of the Proposed Allottees**	**PAN**	**Category of the Proposed Allottees**	**Natural Persons who are Ultimate Beneficial Owners**	**Pre allotment Equity holding and percentage of pre-Allotment Shareholding**		**Number of Equity Shares proposed to be allotted**	**Post allotment Equity holding and percentage of post Allotment shareholding**	
					Total Equity	**%**		**Total Equity**	**%**
1.	Basanti Mehta	ADGPB8555Q	Non-Promoter	NA	NA	NA	12,85,000	12,85,000	13.19%
2.	Sunita Mehta	AEUPM7511G	Non-Promoter	NA	NA	NA	8,21,000	8,21,000	8.43%
3.	Pooja Mehta	APQPK6380L	Non-Promoter	NA	NA	NA	2,44,000	2,44,000	2.50%

**The above post-issue shareholding is prepared assuming the allotment of equity shares on preferential basis at item no.2.*

Pursuant to the above allotment, there will be no change in control of the Company.

9. **Undertakings:**

The Company hereby undertakes that:

i. it is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI (ICDR) Regulations, 2018;

ii. all the Equity Shares held by the proposed allottees in the Company, if any, are in dematerialized form only;

iii. the entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (ICDR) Regulations, 2018;

iv. the proposed Allottees have not sold / transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date;

v. no person belonging to the Promoters/ Promoter Group has previously subscribed to any security of the Company but failed to exercise them; and

vi. there are no outstanding dues to the Board, the stock exchanges or the depositories.

vii. shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

viii. if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked–in till the time such amount is paid by the allottees.

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

The proposed preferential allotment of Equity Shares is proposed to be made to the Non-Promoter category (Public).

11. The change in control, if any, in the Company that would occur consequent to the preferential offer;

The existing promoters of the company will continue to be in control of the Company, and there will not be any changes in the management/control of the Company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of Equity Shares on a preferential basis.

12. Pricing and/ or Basis on which the price has been arrived at and justification for the price (including premium, if any)

In compliance with SEBI (ICDR) Regulations, 2018, the minimum issue price per Equity Share to be issued on preferential basis will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018, which shall be higher of the following:

a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
b) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

"Frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

The Equity Shares of the Company are listed on BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE") and as per the said definition the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the Company. Accordingly, the shares are infrequently traded, therefore, the Valuation has been carried out in terms of the provision of Regulation 165 of SEBI (ICDR) Regulations, 2018.

In terms of Regulation 165 of SEBI (ICDR) Regulations, 2018 where the shares are not frequently traded, the price determined by the Company shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

Further, valuation report dated 02.09.2026 issued by Mr. Vishnu Kumar Tulsyan, an independent registered valuer (IBBI/RV/06/2019/12710), in accordance with Regulations 165 and 166A of the SEBI (ICDR) Regulations, 2018 ("Valuation Report"). The said Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at http://www.steptwo.in/ accessible in the Miscellaneous Tab at https://www.steptwo.in/resource/Investor-Relation/miscellaneous.aspx.

Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company has no specific provision relating to determination of a floor price/ minimum price of the shares issued on preferential basis.

The offer price of equity shares of face value Rs. 17/- (Rupees Seventeen Only) per equity share, including a premium of Rs. 7/- (Rupees Seven Only) as determined under applicable Regulation 165 of Chapter V (Preferential Issue) of SEBI (ICDR) Regulations, 2018.

Based on the above, the Issue Price of Rs. 17/- (Rupees Seventeen Only) per equity share, including a premium of Rs. 7/- (Rupees Seven Only), is justifiable.

13. The Current and Proposed Status of the allottees post the preferential issue, namely, promoter or non-promoter:

Sl. No.	Name of Proposed Allottees	Current status of the allottees, namely promoter or non-promoter	Proposed status of the allottees post the preferential issue, namely promoter or non-promoter
1.	Basanti Mehta	Non-Promoter	Non-Promoter
2.	Sunita Mehta	Non-Promoter	Non-Promoter
3.	Pooja Mehta	Non-Promoter	Non-Promoter

14. The number of persons to whom allotment through preferential issue 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 current Financial Year 2026-27.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

It is not applicable as the present issue is on a Cash basis.

16. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations, 2018

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are wilful defaulters or fraudulent borrower or fugitive economic offender.

17. Name and Address of Valuer who performed the valuation

The valuation was performed by Mr. Vishnu Kumar Tulsyan Registered Valuer (IBBI/RV/06/2019/12710) having his office at Siddha Esplanade, 6, Jawaharlal Nehru Road, 14th Floor, Unit #1607, Dharmatala, Kolkata- 700073.

18. Compliance Certificate

The certificate from M/s. Gadia Vikash & Co., Practicing Chartered Accountant (Membership No.: 066575, FRN: 328867E, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018, shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at http://www.steptwo.in/ accessible in the Miscellaneous Tab at https://www.steptwo.in/resource/Investor-Relation/miscellaneous.aspx.

19. Lock-in Period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

20. Material Terms of Issue of Equity Shares

The Equity Shares allotted pursuant to this issue in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects. Further, there are no material terms other than those stated above.

21. Disclosures pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Company nor its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

22. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered, including date of passing of the Board resolution:

Issue of up to 23,50,000 (Twenty-Three Lakhs and Fifty Thousand) Equity Shares having a face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 17/- (Rupees Seventeen Only) per equity share, including a premium of Rs. 7/- (Rupees Seven Only) per equity share, aggregating up to Rs. 3,99,50,000/- (Rupees Three Crores Ninety-Nine Lakhs and Fifty Thousand Only) on preferential allotment basis. Date of passing Board Resolution for the aforesaid Preferential Issue is Wednesday, September 02, 2026.

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

The Company intends to raise a total of Rs. 3,99,50,000/- (Rupees Three Crores Ninety-Nine Lakhs and Fifty Thousand Only), through issue of Equity shares.

24. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No other contribution is being made by the existing promoters, including promoter group or directors, either as part of the offer or separately in furtherance of the objects.

25. Principle terms of assets charged as securities:

This is not applicable in this issue.

26. Monitoring of Utilization of Funds:

Since the issue size is less than Rs. 100 Crores, the Company is not required to appoint a credit rating agency as a monitoring agency in terms of Regulation 162A of the SEBI (ICDR) Regulations, 2018.

27. Listing:

The Company will make an application to the Stock Exchanges at which the existing equity shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

28. Other Disclosures:

a) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations, 2018.

b) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI (ICDR) Regulations, 2018. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI (ICDR) Regulations, 2018, are not applicable.

c) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

d) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI (ICDR) Regulations, 2018 to undertake the Preferential Issue. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under the SEBI (ICDR) Regulations, 2018.

In case of any corporate action(s) that the Company undertakes any form of restructuring of its share capital ("Capital Restructuring") including but not limited to: (i) consolidation or sub-division or splitting up of its equity shares, (ii) issue of bonus shares; (iii) issue of equity shares in a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of shares or variation of rights into other kinds of equity shares of the Company; and (v) issue of right shares, as applicable from time to time, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit to the proposed allottees for the purpose of making a fair and reasonable adjustment such that the number of equity shares granted earlier, the ceiling of total number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares issued after occurrence of any such Capital Restructuring thereto.

In case any of the proposed allottees fail to subscribe the number or part of Equity Shares proposed to be allotted to them, the other prospective allottees shall be entitled to subscribe the same.

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

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company and Equity Shares proposed to be subscribe in present Issue.

In accordance with the provisions of Sections 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, the approval of the members for the issue of equity shares to the Investor(s) is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

By Order of the Board of Directors,
For Step Two Corporation Limited

Sd/-
Anuj Agarwal
Director
DIN: 02984121
Place: Kolkata
Date: 02.09.2026

Registered Office:
"Avani Signature" 91A/ 1,
Park Street, Kolkata- 700016

CIN: L65991WB1994PLC066080
Email ID: admin@steptwo.in
Website: www.steptwo.in