

NOTICE IS HEREBY GIVEN THAT 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF S&T CORPORATION LIMITED WILL BE HELD ON THURSDAY, THE 28TH DAY OF SEPTEMBER 2023 AT 2.00 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') WITH DEEMED LOCATION AS THE REGISTERED OFFICE OF THE COMPANY AT 195, WALKESHWAR ROAD, TEEN BATTI, MUMBAI 400 006, TO TRANSACT THE FOLLOWING BUSINESSES.

ORDINARY BUSINESS:

1. To adopt Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.
2. To appoint a Director in place of Mr. Dhaval Savai (DIN: 07003711), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Nipun Zaveri (DIN: 03184387) as an Independent Director of the Company for second term of 5 Years with effect from 29th February 2024

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made there under read with Schedule IV of the Act, Mr. Nipun Zaveri (DIN:03184387), who holds the office of Independent Director of the Company until February 29, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his re-appointment for the second term, be and is hereby re-appointed for the second term as an Independent Director of the Company not liable to retire by rotation for a period of five years from February 29, 2024 until February 28, 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. To re-appoint Mr. Pramit Shah (DIN:01960991) as an Independent Director of the Company for second term of 5 years with effect from 29th February 2024

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made there under read with Schedule IV of the Act, Mr. Pramit Shah (DIN: 01960991), who holds the office of Independent Director of the Company until February 29, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his re-appointment for the second term, be and is hereby re-appointed for the second term as an

Independent Director of the Company not liable to retire by rotation for a period of five years from February 29, 2024 until February 28, 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. Regularisation of Additional Director, Mr Ketan Shah (DIN: 03338785), by appointing him in the category of Independent Director for a period 5 years with effect from March 23, 2023

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Ketan Shah (DIN: 03338785) who was appointed as an Additional Director of the Company, in the category of Independent Director by the Board of Directors w.e.f 23rd March, 2023 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for the period of five years from March 23, 2023 to March 22, 2028.”

6. To authorise, pursuant to Section 180(1)(a) of the Companies Act, 2013, Board of Directors to create charge on assets of the Company to secure borrowings upon limits approved by Shareholders pursuant to Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provision of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) of for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company to mortgage, pledge, hypothecate or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and/or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment

charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

By Order of the Board
For S&T Corporation Limited

Sd/-
Deepika Jagdale
Company Secretary
Membership No. A65539

Place: Mumbai
Date: 11.07.2023
Registered Office:
195, Walkeshwar Road,
Teen Batti, Mumbai 400 006
CIN: L51900MH1984PLC033178
Website: www.stcl.co.in
E-mail: cs.stcl2022@gmail.com

Notes:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Pursuant to MCA Circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further since the Meeting will be held by VC/OAVM, the requirement of attaching route map for the AGM to the Notice is not applicable.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 39th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on Tuesday, September 28, 2023, at 02:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at 195, Walkeshwar Road, Teen Batti, Mumbai 400 006.

2. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/Institutional Investors

(i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at pushpal@mpsanghavi.com with a copy marked to cs.stcl2022@gmail.com

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Submission of questions or queries prior to AGM/ Registration of Speakers: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, during the period from 19th September 2023 to 25th September 2023 by sending email to cs.stcl2022@gmail.com Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number to cs.stcl2022@gmail.com on or before 25th September 2023. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
5. In line with the MCA Circulars, the notice of the 39th AGM along with the Annual Report for FY 2022-23 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company's website at www.stcl.co.in and on website of BSE Limited at www.bseindia.com.
6. Members are requested to notify immediately about any change in their postal address/E-Mail address/dividend mandate/bank details to their Depository Participant (DP) in respect of their shareholding in DEMAT mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083/E-Mail - rnt.helpdesk@linkintime.co.in.
7. Mandatory Linkage of PAN with Aadhaar: SEBI has vide its Circulars mandated furnishing of details of PAN, email address, mobile number, bank account and nomination by shareholders holding securities in physical form. Further, it has also been stated that folios wherein any one of the cited document / details are not furnished or made available, the relevant folio(s) shall be frozen by the Registrars and Transfer Agent of the Company (RTA). Keeping the above statutory requirements in view, members holding shares in physical form are requested to furnish valid PAN, KYC details, Bank details, Nomination details etc. immediately to the Company/RTA, to ensure that their folios are not frozen. Members holding shares in electronic (DEMAT) form are requested to verify and update immediately any changes in their address or bank database etc. to their respective Depository Participants with whom they are maintaining their demat accounts. The forms for furnishing the requisite information/details/documents can be downloaded from the website of the RTA at www.linkintime.co.in.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/e-mail id or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
10. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
11. General instructions for accessing and participating in the AGM through VC/OAVM Facility - Members can join the AGM via VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee etc., who are allowed to attend the AGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
12. The Board of Directors have appointed ACS Pushpal Sanghavi, Partner of M/s. M P Sanghavi & Associates LLP, Company Secretaries (holding ICSI Certificate of Practice No. 22908) as Scrutinizer to scrutinize the remote e-voting process and voting through E-Voting system at the AGM in a fair and transparent manner.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by Institute of Company Secretaries of India, your Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted in the AGM. For this purpose, the Company has engaged M/s. Link In-time India Private Limited (Link In-time) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by members using remote e-voting system as well as e-voting on the date of AGM will be provided by Link In-time.
14. The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from Monday, the 25th day of September 2023 at 9.00 A.M. (IST) and will end on Wednesday, the 27th day of September 2023 at 5.00 P.M. (IST). The E-Voting module shall be disabled by Link In-time for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

15. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is Thursday, September 21, 2023. 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 abovementioned cut-off date, shall be entitled to avail the facility of remote E-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
16. Those Members, who attend the AGM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-Voting before casting their vote.
17. At the AGM, the Chairman of the meeting shall after discussion on the resolutions on which voting is to be held, allow voting by electronic means to all those members who attend the meeting but have not casted their votes by availing the remote E-Voting facility.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or the Company Secretary who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.
19. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. www.stcl.co.in and shall also be communicated to the Stock Exchange. The Resolutions, if approved, shall be deemed to be passed, on the date of AGM.
20. **THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The remote e-voting period begins on and from **Monday, the 25th day of September, 2023 at 9.00 A.M. (IST)** and will end on **Wednesday, 27th day September, 2023 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by Link In-time for voting thereafter. Members, whose names appear in the Register of Members/Beneficial Owners as on the Cut-off i.e. Thursday September 21, 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.
 - (ii) **Login method for Individual shareholders holding securities in demat mode is given below:**
 - A. Individual Shareholders holding securities in demat mode with NSDL**
 1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. 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://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

B. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/Easiest, 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 / Easiestare <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

C. 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

(iii) **Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

(iv) **Guidelines for Institutional shareholders:**

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

- (v) **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**
Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending request at enotices@linkintime.co.in or on: - Tel: 022 - 4918 6000.

- (vi) **Helpdesk for Individual Shareholders holding securities in demat mode:**
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

- (vii) **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

- (viii) **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

21. INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

Once the electronic voting is activated by scrutinizer during the meeting, shareholders as on cut-off date who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" & accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

22. PROCESS & MANNER OF ATTENDING THE AGM THROUGH INSTAMEET

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the "Company" and 'Event Date' and register with your following details:

A. Demat Account No or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

23. INSTRUCTIONS FOR SHAREHOLDERS TO SPEAK DURING AGM THROUGH INSTAMEET:

Shareholders who would like to speak during the meeting must register as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number to cs.stcl2022@gmail.com on or before September 25, 2023. Shareholders will be assigned "speaking serial number" once they mark attendance for the meeting. Other shareholder may ask questions to the panellist, via active chat-board during the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

24. GENERAL INSTRUCTIONS

- (i) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- (ii) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (iii) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (iv) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

By Order of the Board
For S&T Corporation Limited

Sd/-
Deepika Jagdale
Company Secretary
Membership No. A65539

Place: Mumbai
Date: 11.07.2023
Registered Office:
195, Walkeshwar Road,
Teen Batti, Mumbai 400 006
CIN: L51900MH1984PLC033178
Website: www.stcl.co.in
E-mail: cs.stcl2022@gmail.com

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No.3:

As per Section 149 of the Companies Act, 2013, the current term of Mr. Nipun Zaveri, who was appointed as an Independent Director of the Company, not liable to retire by rotation expires on February 29, 2024. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Based on the performance evaluation and after reviewing confirmation of independence, your Board based on recommendation of the Nomination and Remuneration Committee, recommends re-appointment of Mr. Nipun Zaveri as an Independent Director, for the second term of 5 years from February 29, 2024 till February 28, 2029. Appropriate notice has been received from a Member proposing appointment of Mr. Nipun Zaveri as an Independent Director of the Company for second term and requisite consent has been received from the said Director pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mr Nipun Zaveri who is proposed to be appointed for the second term as an Independent Director of the Company for the period of 5 years up to February 29, 2029, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Brief Profile of Mr. Nipun Zaveri along with information as required in Regulation 36(3) is enclosed as annexure to the Notice.

Your Board recommends the Special Resolution as detailed in Item No. 3 of the Notice for approval of the Members.

Except Mr. Nipun Zaveri, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said Special Resolution.

Item No.4

As per Section 149 of the Companies Act, 2013, the current term of Mr. Pramit Shah, who was appointed as an Independent Director of the Company, not liable to retire by rotation expires on February 29, 2024. In terms of provisions of Section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Based on the performance evaluation and after reviewing confirmation of independence, your Board based on recommendation of the Nomination and Remuneration Committee, recommends re-appointment of Mr. Pramit Shah as an Independent Director, for the second term of 5 years from February 29, 2024 till February 28, 2029. Appropriate notice has been received from a Member proposing appointment of Mr. Pramit Shah as an Independent Director of the Company for second term and requisite consent has been received from the said Director pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mr Pramit Shah who is proposed to be appointed for the second term as an Independent Director of the Company for the period of 5 years up to February 29, 2029, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Brief Profile of Mr. Pramit Shah along with information as required in Regulation 36(3) is enclosed as annexure to the Notice.

Your Board recommends the Special Resolution as detailed in Item No. 4 of the Notice for approval of the Members.

Except Mr. Pramit Shah, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said Special Resolution.

Item No.5

Based on recommendations of the Nomination & Remuneration Committee and after reviewing confirmation of Independence received, the Board of Directors had appointed Mr. Ketan Shah as an Additional Director in the category of Independent Director of the Company with effect from March 23, 2023. Pursuant to Section 161 of the Companies Act, 2013, Mr. Ketan Shah holds office of Director only up to the date of the ensuing Annual General Meeting of the Company.

Appropriate notice has been received from a member proposing appointment of Mr Ketan Shah as a Director of the Company and requisite consent has been received from Mr Ketan Shah pursuant to provisions of Section 154 of the Companies Act 2013. In the opinion of the Board, Mr Ketan Shah who is proposed to be appointed as an Independent Director of the Company for the period of 5 years from March 23, 2023 till March 22, 2028 fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

Brief Profile of Mr. Ketan Shah along with information as required in Regulation 36(3) is enclosed as annexure to the Notice.

Your Board recommends the Ordinary Resolution as detailed in Item No. 5 of the Notice for approval of the Members.

Except Mr. Ketan Shah, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said Ordinary Resolution.

Item No.6

With a view to fund business requirements and funds required to meet growth and expansion plans, shareholders of the Company at the 38th Annual General Meeting held on August 5, 2022, had pursuant to Section 180(1)(c) of the Companies Act, 2013 authorised Board to borrow upto Rs. 250 Crores above aggregate of Paid-up Share Capital and Free Reserves of the Company. To enable Board to create charge / security on assets of the Company to secure such borrowings, from time to time, authority is sought from the Shareholders to the Board, pursuant to Section 180(1)(a) of the Companies Act, 2013.

Your Board recommends the Special Resolution as detailed in Item No. 6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said Ordinary Resolution.

By Order of the Board.
For S&T Corporation Limited

Sd/-
Deepika Jagdale
Company Secretary
Membership No. A65539

Place: Mumbai
Date: 11.07.2023
Registered Office:
195, Walkeshwar Road,
Teen Batti, Mumbai 400 006
CIN: L51900MH1984PLC033178
Website: www.stcl.co.in
E-mail: cs.stcl2022@gmail.com

Annexure 1

Brief Resume of Directors proposed to be appointed / re-appointed at the Annual General Meeting:

Name of Director	Dhaval Savai	Nipun Zaveri	Pramit Shah	Ketan Shah
Date of Birth	12/07/1995	04/06/1947	10/07/1970	09/05/1970
Nationality	Indian	Indian	Indian	Indian
Qualification	M.Com & Bachelor in Banking & Insurance, Mumbai University	Bachelors in commerce, Mumbai University	Bachelors in commerce, Mumbai University	Civil Engineer
Experience in specific functional areas along with skills & capabilities to meet the role	3 Years in Real estate development with hands on experience in Project management & execution within budgeted time and resources. Skill Set - Financial Management	25 years in trading of business of diamond, precious stones, jewellery gold or silver etc.	15 years in Import, export, distribution and dealer in all kinds of plastic raw materials and products.	29 Years in Strategy, design project management, and construction. Experience in construction would help Company in its business
Shareholding in the Company	10.42%	None	None	None
Directorship in other Listed Companies	None	None	None	None
Chairmanship / Membership of Board Committee of other listed entities	None	None	None	None
Inter se Relationship with other directors	None except that Mr. Dhaval Savai is related to Mr Ajay Savai and Ms. Trishana Savai	None	None	None

By Order of the Board
For S&T Corporation Limited

Deepika Jagdale
Company Secretary
Membership No. A65539

Place: Mumbai

Date: 11.07.2023

Registered Office:

195, Walkeshwar Road,

Teen Batti, Mumbai 400 006

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E-mail: cs.stcl2022@gmail.com