



STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

Unit No. 111, Block No. – 1, 1st Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi – 110065

Tel.: 011-26935829, website: www.stl-global.com

E-MAIL: investors@stl-global.com

NOTICE OF TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting of the members of STL Global Limited will be held on Saturday the 29th day of September 2018 at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 at 10:00 A.M. to transact the following business: -

ORDINARY BUSINESS

1. **To receive, consider, approve and adopt the Audited Financial Statement including the Balance Sheet and Profit & Loss account as on 31st March, 2018 and the reports of the Directors and the Auditors and if thought fit to pass with or without modifications, the following as Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statement including the Balance Sheet and Profit & Loss account as on 31st March, 2018 and the reports of the Directors and the Auditors thereon be and are hereby received, approved and adopted.”

2. **To appoint a Director in place of Mr. Vishal Aggarwal (DIN: 00226677), who retires by rotation and being eligible offers himself for re-appointment and if thought fit to pass with or without modifications, the following as Ordinary Resolution:**

“**RESOLVED THAT** Mr. Vishal Aggarwal (DIN: 00226677), whose period of office is liable to be determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as Director of the Company.”

3. **To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit to pass with or without modifications, the following as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Members of the Company do hereby ratifies, the appointment of M/s. Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C) as Auditors of the Company, who were appointed as such at the 20th Annual General Meeting (AGM) held on 29th September, 2017, to hold office from the conclusion of 20th Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company/Audit Committee of the Board and the Auditors.”

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with Section 188 and other prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the

Company be and is hereby accorded to ratification of Material Related Party Transactions for Sale/Job-work with Shyam Tex Exports Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, to the extent of Rs. 40 crores from the financial year 2018-19 onwards for every financial year provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company as it may consider appropriate in order to give effect to this Resolution.”

By Order of the Board
For **STL GLOBAL LIMITED**

Sd/-
Vishal Aggarwal
(DIN: 00226677)
(Chairman & Managing Director)

Date: 13th August, 2018
Place: Faridabad

NOTES:-

1. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, with regard to the above stated resolutions mentioned is enclosed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A blank form of proxy is enclosed which if used should be returned to the Company duly completed not later than Forty-Eight hour before the commencement of the meeting.
3. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies to the meeting. We hope you will help us in our endeavor to control cost.
4. Members desirous of raising queries at the AGM are requested to send in their queries so as to reach the Company's Registered Office at least seven days in advance before the AGM so that the same can be adequately replied.
5. Members are requested to produce the enclosed Attendance Slip duly signed at the entrance to the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. No Gifts shall be distributed at the ensuing 21st Annual General Meeting of the Company.
7. Members are requested to notify the change of address, if any, immediately to the Company/Registrar quoting their folio numbers in respect of shares held in physical mode.
8. **Voting through electronic means:**
The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through electronic voting system.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- (A) The e-voting period begins on Wednesday, 26th September, 2018 (9:00 A.M.) and ends on Friday, 28th September, 2018 (5:00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) Since the company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date of 22nd September 2018 and not casting their vote electronically, may only cast their vote at the Annual General meeting.
- (C) Mr. Vijay Mourya, a Practising Company Secretary, Proprietor of M/s Vijay Mourya & Associates (CP NO. 13053), has been appointed as the Scrutinizer to scrutinize the polling taking place at Annual General Meeting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (D) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through e-voting in the presence of at least two witnesses, not in the employment of the company and make a scrutinizer’s Report with in a period of three working days from the conclusion of the e-voting period for votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (E) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd September, 2018.
- (F) The Results declared along with the Scrutinizer’s report shall be placed on the Company’s website i.e. www.stl-global.com and on the website of CDSL within two days of passing the resolutions at the 21st Annual General Meeting of the Company held on 29th September, 2018.

9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Sunday the 23rd September 2018 to Saturday the 29th September 2018 (both days inclusive).
10. ADDITIONAL INFORMATION IN TERMS OF REGULATION 27 & 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING:

Name of the Director	Mr. Vishal Aggarwal
DIN	00226677
Date of Birth	12-09-1971
Nationality	Indian
Date of Appointment	5 th June, 2006
Qualifications	B.Tech and M.B.A (USA)
Expertise in specific functional areas	Mr. Vishal Aggarwal aged about 46 years is a B. Tech and M.B.A from USA. He has a vast and varied experience of over 22 years in Textile Industry. Presently he is the Chairman & Managing Director of the Company and involved in the Long Term Planning and overall Management of affairs of the Company. He also controls the Marketing Division including new product evaluation & Liaisoning with Customers.
Shareholding in STL Global Limited	1246002 (4.54%)
Directorship in other Companies and	Companies: 1
Membership of Committees	Committees: 5
Relationship with any Director(s) of the Company	No Relation

EXPLANATORY STATEMENT

{Pursuant to provisions of section 102 of the Companies act 2013}

As required under section 102 of the Companies Act, 2013. The following Explanatory Statement set out all material facts relating to the business mentioned under notice convening 20th Annual General Meeting:

ORDINARY BUSINESS

Item No. 2

Mr. Vishal Aggarwal, aged 46 years is currently holding the position of Managing Director of the company since 2006. As the shareholders already know, Mr. Vishal Aggarwal is B.Tech and M.B.A from USA. He has a vast and varied experience of over 22 years in Textile Industry. Presently he is holding the position of Joint Managing Director of the Company and is actively involved in day to day management and strategic planning. He also controls the Marketing Division including new product evaluation & Liaisoning with Customers. He is ideally suited to nature of our industry and necessary for effectively managing the affairs of the company.

Mr. Vishal Aggarwal retires by rotation at the forthcoming 21st Annual General Meeting and being eligible he offers himself to be re-appointed. The Board recommends his re-appointment. None of the directors Mr. Vishal Aggarwal is concerned or interested in this resolution.

Also pursuant to the provisions of the SEBI (LODR) Regulations, 2015, it is to be noted that Mr. Vishal Aggarwal does not have any inter-se relationship with any other directors of the Company.

Item No. 3

The members of the Company at its 20th Annual General Meeting (AGM) of the Company held on September 29, 2017, had appointed M/s. Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C), Auditors of the

Company to hold office for a period of five years till the conclusion of 25th Annual General Meeting (AGM), subject to ratification of their appointment at every AGM of the Company, this was done as per prevailing law at that time. As per notification issued by Ministry of Corporate Affairs dated May 7, 2018, proviso of sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year has been omitted. However, the resolution passed by the members on September 29, 2017 contains requirement for ratification of appointment of auditors at every AGM. As an abundant caution it is now proposed, to ratify an appointment of Statutory Auditors for the remaining term. None of the Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested in this resolution. The Board of Directors of your Company recommends the passing of ordinary resolution as set out at the Item No. 3 in the Notice.

SPECIAL BUSINESS

Item No. 4

The Securities and Exchange Board of India, vide its Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 (the "said circular"), introduced the regulations called the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after "SEBI (LODR)"]. As per regulation 23 (4) of the SEBI (LODR), all material related party transactions shall require approval of the shareholders through resolution in the General Meeting.

Shyam Tex exports Limited is a 'Related Party' of the company within the meaning of Section 2(76) of the Companies Act, 2013 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company in the ordinary course of its business does a Sale/Job-work transaction with Shyam Tex exports Limited. These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

As approved by the members in the Annual General Meeting held on 29.09.2017, Company entered into related party transactions for Sale/Job-work to the extent of Rs. 25 Crores. However, Company executed transactions amounting to Rs. 29.37 Crores (approx.). In compliance of Companies Act, 2013 and SEBI (LODR) Regulations 2015, Members approval is sought for ratification of excess transactions. The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vishal Aggarwal who is relative of directors of Shyam Tex Exports Limited within the meaning of Section 2(76) of the Companies Act, 2013 are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4.

The Board recommends the Resolution under Item No. 4 of the notice for approval of the Members as an Ordinary Resolution in the forthcoming 21st Annual General Meeting of the Company.

By Order of the Board
For **STL GLOBAL LIMITED**

Sd/-

Vishal Aggarwal
(Chairman & Managing Director)
(DIN: 00226677)

Date: 13th August, 2018
Place: Faridabad



STL GLOBAL LIMITED
CIN: L51909DL1997PLC088667

Unit No. 111, Block No. – 1, 1st Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi – 110065

Tel.: 011-26935829, website: www.stl-global.com

EMAIL: investors@stl-global.com

DP Id No.		Folio No.	
Client Id No.		No. of shares	

ATTENDANCE SLIP

I/We hereby record my presence at the 21st Annual General Meeting of the Company held on Saturday the 29th day of September 2018 at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044, at 10:00 A.M.

NAME/S OF THE SHAREHOLDER (IN BLOCK LETTERS)	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER/PROXY	

Notes:

1. Member/s intending to appoint a Proxy should complete the Proxy form below and deposit it at the registered office of the Company not later than 48 hours before the time of Commencement of the meeting.
2. A Proxy need not be a member.
3. A Proxy cannot speak at the meeting or vote on a show of hands.

_____ Space intentionally left blank _____



STL GLOBAL LIMITED
CIN: L51909DL1997PLC088667
Unit No. 111, Block No. – 1, 1st Floor, Tribhuwan Complex, Ishwar Nagar, New Delhi – 110065
Tel.: 011-26935829, website: www.stl-global.com
E-MAIL: investors@stl-global.com

PROXY FORM

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

Name of the member (s) : _____
Registered address : _____
E-mail Id : _____
Folio No/Client ID : _____
DP ID : _____

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

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Saturday, 29th day of September, 2018 at 10:00 A.M. at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
1	Adoption of Audited Financial Statements, Directors' Report and Auditors Report for the financial year 2017-18		
2	Retirement by rotation of Director – Mr. Vishal Aggarwal		
3	Ratification of Appointment of Statutory Auditors M/s Vishnu Aggarwal Associates, Chartered Accountants		
4	Approval on Ratification of Material Related Party Transactions		

Affix Revenue
Stamp of Rs. 1/-

Signed this _____ day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder's _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 21st Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details of member(s) in above box before submission.

PRECIOUS SMILE CENTER

E1, BLOCK B-1, NEAR KAJARIA TILES,
TUGHLAKABAD METRO STATION, MOHAN
COOPERATIVE INDUSTRIAL ESTATE, MATHURA
ROAD, NEW DELHI - 110044

