



# STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

Unit No. 111, Block No. – 1, 1<sup>st</sup> Floor, Tribhuwan Complex, Ishwar Nagar, New Delhi – 110065

Tel.: 011-26935829, website: [www.stl-global.com](http://www.stl-global.com)

EMAIL: [investors@stl-global.com](mailto:investors@stl-global.com)

## **NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Seventeenth Annual General Meeting of the members of STL Global Limited will be held on Tuesday the 30<sup>th</sup> day of September 2014 at Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, 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 Balance-Sheet as at 31<sup>st</sup> March, 2014 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 Balance Sheet of the Company as on 31<sup>st</sup> March, 2014 and Profit and Loss A/C for the year ending on that date, together with the Directors’ and the Auditors Reports thereon be and are hereby received, approved and adopted.”

2. **To appoint a Director in place of Mr. Jai Prakash Aggarwal (DIN: 00049237), 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. Jai Prakash Aggarwal (DIN: 00049237), 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 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.”

4. **To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration, and if thought fit to pass with or without modifications, the following as Ordinary Resolution:**

“RESOLVED THAT M/s M. M. Goyal & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors.”

## **SPECIAL BUSINESS**

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

“RESOLVED THAT Pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act 2013 and the rules made there under(including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013. Mr. Faquir Chand Gupta, (DIN: 00420271), Director of the Company in respect of whom a notice in writing from a member proposing his candidature for the office of Director of the Company, has been received, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) Consecutive years for a term up to March 31, 2019.”

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

“RESOLVED THAT in supersession of the ordinary resolution passed earlier and pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013, if applicable or required under any statute(s)/rules(s)/regulations(s) , any law for the time being in force or required from any other concerned authorities in this regard under the Companies Act( Earlier in force) consent of the Company be and is hereby accorded to the Board of directors of the company to create charge by way of hypothecation, mortgage or in any other manner on the Assets of the company, whether Fixed or Current, as the Board of directors may deem necessary to secure money(ies) borrowed by the company, from time to time, whether in the ordinary course of business from Company's bankers or otherwise from banks, Financial institution or other lenders.”

By Order of the Board  
For **STL GLOBAL LIMITED**  
Sd/-

**J. P. Aggarwal**  
(DIN: 00049237)  
(Chairman cum Managing Director)

Date: 14<sup>th</sup> August, 2014  
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 17<sup>th</sup> 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 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN*</b>	<p><b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></p> <ul style="list-style-type: none"> <li>• <b>Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</b></li> <li>• <b>Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.</b></li> </ul>
<b>DOB#</b>	<p><b>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.</b></p>
<b>Dividend Bank Details#</b>	<p><b>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</b></p> <ul style="list-style-type: none"> <li>• <b>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company the number of shares held by you as on August 22, 2014 in the Dividend Bank details field.</b></li> </ul>

- (vii) Click on the EVSN for the relevant **STL Global limited** on which you after entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 also to be 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.



- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (x) Click on the EVSN for STL Global limited on which you choose to vote.
  - (xi) 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.
  - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiii) 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.
  - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to Sl. no. (xvi) above to cast vote.

**General Instructions:**

- (A) The voting period begins on Wednesday, 24<sup>th</sup> September, 2014 (9:00 am) and ends on Friday, 26<sup>th</sup> September, 2014 (6:00 pm) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup>, August 2014, 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 22<sup>nd</sup>, August 2014 and not casting their vote electronically, may only cast their vote at the Annual General meeting.

- (C) Mrs. Savita Trehan, Practising Company Secretary, (CP NO. 2569), has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (D) The Scrutinizer shall, with in a period of three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the company and make a scrutinizer's Report of the 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 22<sup>nd</sup> August 2014.
- (F) The Results declared along with the Scrutinizer's report shall be placed on the Company's website i.e. [www.stl-global.com](http://www.stl-global.com) and on the website of CDSL within two days of passing the resolutions at the 17<sup>th</sup> annual general meeting of the Company on 30<sup>th</sup> September, 2014,
- (G) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Wednesday the 24<sup>th</sup> September 2014 to Tuesday the 30<sup>th</sup> September 2014 (both days inclusive).

10. ADDITIONAL INFORMATION IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING:

Name of the Director	Mr. Jai Prakash Aggarwal	Mr. Vishal Aggarwal	Mr. Faquir Chand Gupta
Date of birth	22-12-1949	12-09-1971	19-11-1939
Nationality	Indian	Indian	Indian
Date of Appointment	February 28, 2005	September 29, 2007	May 26,2008
Qualifications	B.E. (Mechanical)	B.Tech and M.B.A(USA)	B.A.
Expertise in specific functional areas	Mr. J.P. Aggarwal also has a vast & varied experience of more than 44 years in Textile & Chemical Industry. He is associated with the Company since its inception and has been mainly involved in the long term planning and overall Management of affairs of the Company.	Mr. Vishal Aggarwal aged about 43 years is a B.Tech and M.B.A from USA. He has a vast and varied experience of over 20 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.	Mr. Faquir Chand Gupta is having over 53 years of rich, vast and varied experience in diverse fields. At present he is also the Chairman of Audit Committee. He advices the board in financial matters & policy formulation.
Shareholding in STL Global	2868827 (10.45%)	170000(0.62%)	NIL
Directorship in other Companies and membership of Committees	Companies: 2 Committees: 2	Companies: 1 Committees: 4	Companies: NIL Committees: 2

## **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 Seventeenth Annual General Meeting:

### **ORDINARY BUSINESS**

#### **Item No. 2**

Mr. Jai prakash Aggarwal aged 64 years is the chairman cum Managing Director of the Company, having more than 44 years of experience in Textile Industry. He is associated with the Company since its inception and has been the major driving force behind the company's evolution. He has done B.E. (Mechanical) from Thapar University. He started his career in Chemical Business in the year 1971 as production Engineer in Dalmia Cement Factory. Later on, he set up a plant of chlorinated paraffin Wax at Faridabad, in 1980 he set up another plant of Chlorinated Paraffin Wax at Gujarat. From 1992 to 1998, he was associated with SPL industries as the Chairman of the Company. Presently, he is responsible for execution of objectives and strategic planning of the Company.

Mr. Jai prakash Aggarwal retires by rotation at the forthcoming 17<sup>th</sup> Annual General Meeting and being eligible he offers himself to be re-appointed. The Board recommends his re-appointment. None of the directors except Mr. J. P. Aggarwal & Mr. Vishal Aggarwal is concerned or interested in this resolution.

Also pursuant to the provisions of the listing agreement, it is to be noted that Mr. Jai prakash Aggarwal is the Father-in-law of Mr. Vishal Aggarwal and except this he does not have any inter-se relationship with any other director of the Company.

#### **Item No. 3**

Mr. Vishal Aggarwal, aged 43 years is currently holding the position of Joint Managing Director of the company since 2007 .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 20 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 17<sup>th</sup> Annual General Meeting and being eligible he offers himself to be re-appointed. The Board recommends his re-appointment. None of the directors except Mr. J. P. Aggarwal & Mr. Vishal Aggarwal is concerned or interested in this resolution.

Also pursuant to the provisions of the listing agreement, it is to be noted that Mr. Vishal Aggarwal is the Son-in-Law of Mr. J.P. Aggarwal and except this he does not have any inter-se relationship with any other director of the Company.

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### **SPECIAL BUSINESS**

#### **Item No. 5**

The Securities and Exchange Board of India(SEBI) has amended clause 49 of the listing agreement interalia stipulating the conditions for the appointment of independent directors by a listed company.



It is proposed to appoint Mr Faquir Chand Gupta as an independent director under Section 149 of the Companies Act, 2013 and clause 49 of the Listing agreement and to hold office for Five(5) consecutive years commencing from 17<sup>th</sup> Annual general meeting of the Company. Mr Faquir Chand Gupta is not disqualified from being appointed as director in terms of Section 164 of the Act and have given his consent to act as director. The company has also received declaration from him that he meet with the criteria of independence as prescribed both under sub-section (6) of the section 149 of the act and clause 49 of the Listing agreement. Mr Faquir Chand Gupta is having more than 53 years of vast and varied experience in various fields and at present he is also the Chairman of Audit Committee. He advises the board in financial matters as well as in policy formulation & decision making. The board is of the opinion that rich & diversified experience of Mr. F.C. Gupta would be of immense benefit of the Company in terms of his advice to the board in decision making.

Also pursuant to the provisions of the listing agreement, it is to be noted that Mr. Faquir Chand Gupta does not have any inter-se relationship with any of the directors of the Company.

The Board recommends the resolution set out in item no. 5 for the approval of members.

**Item No. 6**

To secure the money borrowed under section 293(1) (d) of the companies act ,1956 by suitable mortgage/ charge on all the movable and immovable properties of the company regarded as disposal of the company's undertaking under section 293(1) (a) of the companies act ,1956.

Further as per the provision of Companies Act. 1956 requires consent of shareholders as on ordinary resolution for creation and secure the charge , however the provision of Companies act , 2013 stipulates consent of members by way of special resolution.

Hence in order to remain compliant with the relevant provisions on borrowings and creation of security under the 2013 act , consent of members is required.

The Board recommends the special resolution set out in item no. 6 for the approval of members.

By Order of the Board  
For **STL GLOBAL LIMITED**  
Sd/-

**J. P. Aggarwal**  
**(DIN: 00049237)**  
**(Chairman cum Managing Director)**

Date: 14<sup>th</sup> August, 2014

Place: Faridabad



# STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

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

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EMAIL: [investors@stl-global.com](mailto: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 Seventeenth Annual General Meeting of the Company held on Tuesday the 30<sup>th</sup> day of September 2014 at Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, 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, 1<sup>st</sup> Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi – 110065

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EMAIL: 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 17<sup>th</sup> Annual general meeting of the company, to be held on 30<sup>th</sup> day of September, 2014 At 10:00 a.m. at Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, 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 Financial statements, Directors' Report and Auditors Report for the financial year 2013-14		
2	Retirement by rotation of Director – Mr. Jai Prakash Aggarwal		
3	Retirement by rotation of Director – Mr. Vishal Aggarwal		
4	Appointment of Auditors		
5	Appointment of Mr. Faquir chand gupta as an Independent Director		
6	Creating mortgage/charge on the assets of the Company U/s 180 (1) (a) of the Companies Act, 2013		

Affix Revenue

Stamp of Rs. 1/-

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014 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 17th 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.