



STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

Regd. Office: Unit No. 111, Block No. – 1, First Floor, Tribhuwan Complex, Ishwar Nagar, New Delhi – 110065, Tel.: 011-26935829, website: www.stl-global.com

E-MAIL: investors@stl-global.com

NOTICE OF TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Members of STL Global Limited will be held on Friday the 30th day of September 2022 at 11:00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider, approve and adopt the Audited Financial Statements including the Balance Sheet and Profit & Loss account as on 31st March, 2022 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 Statements including the Balance Sheet and Profit & Loss account as on 31st March, 2022 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. Vinod Kumar Aggarwal (DIN: 00170712), 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. Vinod Kumar Aggarwal (DIN: 00170712), 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 Statutory Auditors to hold office from the conclusion of ensuing 25th Annual General Meeting (AGM) until the conclusion of 30th AGM 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, M/s M.M. Goyal & Co., Chartered Accountants (FRN: 007198N) be and are hereby appointed as Statutory Auditor of the Company in place of retiring Auditors i.e. M/s Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C) to hold office from the conclusion of ensuing 25th Annual General Meeting until the conclusion of 30th 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 approve Material Related Party Transactions between Shyam Tex Exports Limited, a related party of STL Global Limited and STL Global Limited:

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, as amended, and other applicable laws/ statutory provisions, if any, Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board, approval of the members of the Company be and is hereby accorded to the material related party transactions/ contracts entered into/ proposed to be entered into (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) as per the details provided in the explanatory statement between Shyam Tex Exports Limited and STL Global Limited on such terms and conditions as may be agreed between them, aggregating upto the extent of Rs. 60 Crore (Rupees Sixty Crores) from the financial year 2022-23 onwards, once again for each financial year provided however, that the said transactions shall be carried out at an arm’s length basis and in the ordinary course of business of the respective companies.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time-to-time Mr. Satya Narain Aggarwal (holding DIN: 08712232) who was appointed as Non- Executive Independent Director of the Company for a period of five years from 06th March, 2020 to 05th March, 2025 be continued as a Non- Executive Independent Director of the Company not liable to retire by rotation, notwithstanding that on 04th June, 2023 he attains the age of 75 years during the abovementioned tenure of him”

By Order of the Board

For **STL GLOBAL LIMITED**

Sd/-

Vinod Kumar Aggarwal

(DIN: 00170712)

(Chairman & Managing Director)

Sd/-

Sanjiv Kumar Agarwal

(DIN: 00227251)

(Whole Time Director)

Date: 10th August, 2022

Place: Faridabad

NOTES:

1. 25th Annual General Meeting (AGM) is being held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the procedure prescribed in General Circular No. 2/2022 dated 05.05.2022 issued by the Ministry of Corporate Affairs and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (the e-AGM circulars). The members can attend the AGM through VC by following instructions given in note number 7 and 8 of the Notice. For the purpose of recording the proceedings, the AGM will be deemed to be held at the Registered Office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
2. Since the Annual General Meeting (AGM) is being held pursuant to the e-AGM circulars through VC, 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 Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice. However, a member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and/or vote.
3. Copies of the Balance Sheet, the Statement of Profit and Loss, the Directors' Report, the Auditor's Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2022 are annexed/attached.
4. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 with regard to the above stated resolutions mentioned is enclosed.
5. Printed copy of the Annual Report (including the Notice) is not being sent to the members as mentioned in the above MCA and SEBI Circulars.
6. 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.

7. Voting Through Electronic Means:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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.
2. 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 / Easiest are <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 of 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.
 3. 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.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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. **Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.**

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

Shareholders holding shares in **NSDL form, shall provide ‘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 the 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.

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.

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 a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

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.

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>

- o Click on ‘Login’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o 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

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”.

**InstaVote Support Desk
Link Intime India Private Limited**

8. Process and manner for attending the Annual General Meeting through InstaMEET:

1. 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).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 5 days in advance with the company on the specific email id created for the general meeting.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist 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.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members 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 the 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” and 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.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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.

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.

InstaMeet Support Desk
Link Intime India Private Limited

General Instructions:

- (A) The e-voting period begins on Tuesday, 27th September, 2022 (9:00 A.M.) and ends on Thursday, 29th September, 2022 (05:00 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 23rd September 2022, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited 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 23rd September 2022 and not cast their vote through remote e-voting, 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 remote e-voting taking place at Annual General Meeting and 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 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 two 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 cut-off date i.e. 23rd September, 2022.
 - (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 Link Intime India Private Limited i.e. Insta-Vote i.e. <https://instavote.linkintime.co.in> within two days of passing the resolutions at the 25th Annual General Meeting of the Company held on 30th September, 2022.
9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Saturday the 24th September 2022 to Friday the 30th September 2022 (both days inclusive).

10. ADDITIONAL INFORMATION IN TERMS OF REGULATION 27 & 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED FROM TIME TO TIME ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING:

Name of the Director	Mr. Vinod Kumar Aggarwal
Director Identification Number (DIN)	00170712
Date of Birth	24-10-1947
Nationality	Indian
Date of Appointment	19 th June, 2020
Qualifications	B. Tech
Expertise in specific functional areas	Mr. Vinod Kumar Aggarwal, aged about 74 years is Engineer by profession. He has done his B. Tech from Punjab University, Chandigarh, Punjab. He has rich and vast exposure of over 50 years in the manufacturing and trading Industries. He has over 50 years of experience serving large and mid-sized industries in several sectors/areas such as Textile Industry, Non-ferrous metals manufacturing and trading Industries and other related activities.
Shareholding in STL Global Limited	4354423 (15.86%)
Directorship in other Public Companies including this Company	Companies: 1
Membership of Committees	Committees: 4
Relationship with any Director(s) of the Company as per applicable sections and provisions of Companies Act, 2013 and Regulations of SEBI (LODR) Regulations, 2015 as amended from time to time	Mr. Manav Rastogi, Non-Executive Non-Independent Director of the Company is nephew of Mr. Vinod Kumar Aggarwal, Managing Director of the Company. Apart from Mr. Manav Rastogi, he is not related to any other directors of the Company.

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 25th Annual General Meeting:

ORDINARY BUSINESS

Item No. 2

Mr. Vinod Kumar Aggarwal is Engineer by profession. He has done his B. Tech from Punjab University, Chandigarh, Punjab. He has rich and vast exposure of over 50 years in the manufacturing and trading Industries. He has over 50 years of experience serving large and mid-sized industries in several sectors/areas such as Textile Industry, Non-ferrous metals manufacturing and trading Industries and other related activities. He 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. Vinod Kumar Aggarwal retires by rotation at the forthcoming 25th Annual General Meeting and being eligible he offers himself to be re-appointed. The Board recommends his re-appointment.

Mr. Manav Rastogi, Non-Executive Non-Independent Director is nephew of Mr. Vinod Kumar Aggarwal, Managing Director of the Company. Apart from Mr. Manav Rastogi none of the Directors, Key Managerial Personnel and relatives of Directors, Key Managerial Personnel of the Company is concerned or interested in this resolution.

Item No. 3

The tenure of present Statutory Auditors M/s Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C) will come to an end at the conclusion of ensuing AGM. Considering that the present Auditors have completed his tenure of five years allowed under the Act, the Company is required to appoint a new statutory auditor in his place. Based on recommendation of Audit Committee, the Board of Directors at their meeting held on 10th August, 2022 have recommended the appointment of M/s M. M. Goyal & Co., Chartered Accountants (FRN: 007198N), to hold office from the conclusion of this 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company. Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item no. 3 of the Notice. The Board recommends the Resolution at Item no. 3 for approval by the Members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item no. 3 of the Notice.

SPECIAL BUSINESS

Item No. 4

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended on November 09, 2021 vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, states that all related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the listed entity as per the last audited financial statements,

whichever is lower, shall be considered as material related party transactions and shall require approval of shareholders of the listed entity by means of an ordinary resolution.

The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has widened the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not. The related party transactions for which this proposal is placed before the shareholders is between STL Global Limited and Shyam Tex Exports Limited.

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.

Company is already taken approval for Related Party Transactions (RPTs) for Sale/Job-Work from the members in the Annual General Meeting held on 30.09.2019 to the extent of Rs. 60 Crores as it crosses amount of RPT transactions more than 10% of annual consolidated turnover. However, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 company once again placed material RPTs for the approval of the shareholders in the ensuing AGM subsequent to notification of above-mentioned regulations as per details given below:

S. No.	Particulars	Details
1.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Shyam Tex Exports Limited The Directors of Shyam Tex Exports Limited are relatives of Mr. Vinod Kumar Aggarwal and Mr. Manav Rastogi, Directors of STL Global Limited pursuant to Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 as amended from time to time
2.	Type, material terms and particulars of the transaction/proposed transaction;	Sale/Job-Work transaction. The RPTs will be at arm's length and in ordinary course of business.
3.	Tenure of the transaction/proposed transaction	Recurring transactions during the financial year
4.	Value of the proposed Transaction	Not exceeding Rs. 60 Crores during one financial year
5.	Justification as to why the RPTs is in the interest of the listed entity	Shyam Tex Exports Limited is a global player and has a strong brand image. It is large manufacturer of garments. Further it is a textile/garments exporter. On the other hand, our company i.e., STL Global Limited is a knitting and dying unit of textile. STL provides cloth to Shyam Tex from which it make garments clothes. In light of above and various other commercial factors,

		aforementioned transactions are undertaken, that will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity.
6.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds • tenure <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs</p>	Not Applicable
7.	Arm's length pricing and valuation or other external party report, if any such report has been relied upon	The pricing mechanism followed for RPTs shall be based on arm's length principle. Also, these RPTs are in the ordinary course of business.
8.	Any other information that may be relevant	All relevant information is provided in the resolution and explanatory statement, setting out all material facts relating to the RPTs.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vinod Kumar Aggarwal, Chairman & Managing Director of the Company 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 25th Annual General Meeting of the Company.

Item No. 5

Mr. Satya Narain Aggarwal, aged about 74 years is Electrical Engineer by profession. He has rich and vast exposure of over 50 years in the field of Information Technology sector. He has over 50 years of experience serving large and mid-sized clients in several sectors/areas such as Electrical utility establishments, conservation of energy, optimum use of energy and same support to the production.

Mr. Satya Narain Aggarwal would be attaining the age of 75 years on 04th June, 2023. In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time for the continuation of Mr. Satya Narain Aggarwal as a Non-Executive Independent Director beyond 04th June, 2023, consent of the Members would be required by way of a Special Resolution. It is in the interest of the Company to continue to avail his valuable expertise.

The Board recommends the resolution under Item No. 5 of the notice for the approval of the Members. Except Mr. Satya Narain Aggarwal, none of the Directors and Key Managerial Personnel of the Company and /or their relatives is deemed to be concerned or interested (financially or otherwise) in the resolution.

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

Sd/-
Vinod Kumar Aggarwal
(DIN: 00170712)
(Chairman & Managing Director)

Sd/-
Sanjiv Kumar Agarwal
(DIN: 00227251)
(Whole Time Director)

Date: 10th August, 2022
Place: Faridabad