



STL Global

# 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](http://www.stl-global.com)

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## **NOTICE OF TWENTY SIXTH (26<sup>TH</sup>) ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Sixth (26<sup>th</sup>) Annual General Meeting of the Members of STL Global Limited will be held on Saturday the 30<sup>th</sup> day of September 2023 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 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023 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. Manav Rastogi (DIN: 01055505), 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. Manav Rastogi (DIN: 01055505), 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.”

### **SPECIAL BUSINESS**

- 3. Regularization of Appointment of Mr. Mukesh (DIN: 10260383) as a Non-Executive Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 149, 150, 152, 161 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 including applicable regulations under SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015 as amended from time to time and subject to such other provisions as may be applicable to the Company for the time being in force, Mr. Mukesh (DIN: 10260383), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. August 08, 2023 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 as amended from time to time for the office of Non-Executive Independent Director of the Company, has been received, whose term shall not be subject to retirement by rotation, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for Five (5) consecutive years upto August 07, 2028 on the Board of the Company.”

**4. Alteration in the Remuneration Structure of Mr. Sanjiv Kumar Agarwal (DIN: 00227251), Whole Time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, consent of the board be and is hereby accorded for the alteration in the remuneration structure of Mr. Sanjiv Kumar Agarwal, Whole Time Director of the Company with effect from 01<sup>st</sup> June, 2023 for remaining period of his tenure.

**RESOLVED FURTHER THAT** the remuneration proposed to be paid to Mr. Sanjiv Kumar Agarwal be paid with in a limit as prescribed in the case of absence and inadequacy of profits.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable, and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

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: 08<sup>th</sup> August, 2023  
Place: Faridabad

## NOTES:

1. 26<sup>th</sup> 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. 10/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 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. 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, 2023 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.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://www.evoting.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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. After Successful login, you will

be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider 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 LIIPL 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](mailto: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.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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> & Click on “Login”.

► 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 with the company.
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 panellist, via active chat-board during the meeting.
5. 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.



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

Once the electronic voting is activated by the scrutinizer 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](mailto: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 Wednesday, 27<sup>th</sup> September, 2023 (9:00 A.M.) and ends on Friday, 29<sup>th</sup> September, 2023 (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 23<sup>rd</sup> September 2023, 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 23<sup>rd</sup> September 2023 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., 23<sup>rd</sup> September, 2023.
  - (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 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 26<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2023.
9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Sunday the 24<sup>th</sup> September 2023 to Saturday the 30<sup>th</sup> September 2023 (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:

<b>Name of the Director</b>	<b>Mr. Sanjiv Kumar Agarwal</b>	<b>Mr. Manav Rastogi</b>	<b>Mr. Mukesh</b>
<b>Director Identification Number (DIN)</b>	00227251	01055505	10260383
<b>Date of Birth</b>	07-11-1956	07-07-1975	11-05-1991
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment</b>	30 <sup>th</sup> September, 2005	08 <sup>th</sup> October, 2020	08 <sup>th</sup> August, 2023
<b>Qualifications</b>	Law Graduate	Bachelor in Fine Arts in Computer Arts	B. Com and LLB
<b>Expertise in specific functional areas</b>	Mr. Sanjiv Kumar Agarwal, aged about 66 years is a Commerce graduate and also L.L.B. Mr. Sanjiv Kumar Agarwal is having over 42 years of rich, vast and varied experience in legal & other diverse fields. He advises the board in legal matters & policy formulation.	Mr. Manav Rastogi, aged about 48 years is Additional Non-Executive Director of the Company. He has completed Bachelor in Fine Arts in Computer Arts. He has rich and vast exposure of over 17 years in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company.	Mr. Mukesh, aged about 32 years is appointed as Additional Non-Executive Independent Director of the Company. He has completed his B. Com and LLB from Maharshi Dayanand University (MDU), Rohtak, Haryana. He has rich and vast experience of around 10 years in legal, administrative, and other industrial work in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company.
<b>Shareholding in STL Global Limited</b>	NIL	NIL	NIL
<b>Directorship in other Public Companies including this Company</b>	Companies: 1	Companies: 2	Companies: 1
<b>Membership of Committees</b>	Committees: 4	Committees: 3	Committees: 0
<b>Relationship with any Director(s) of the Company as</b>	No Relation	Mr. Manav Rastogi is nephew of Mr. Vinod Kumar Aggarwal,	No Relation

<b>per applicable sections and provisions of Companies Act, 2013 and Regulations of SEBI (LODR) Regulations, 2015 as amended from time to time</b>		Managing Director of the Company. Apart from Mr. Vinod Kumar Aggarwal, he is not related to any other directors of the Company.	
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## **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 25<sup>th</sup> Annual General Meeting:

#### **ORDINARY BUSINESS**

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

Mr. Manav Rastogi (DIN: 01055505), aged about 47 years is Non-Executive Director of the Company. He has completed Bachelor in Fine Arts in Computer Arts. He has rich and vast exposure of over 15 years in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company.

Currently apart from our Company i.e., STL Global Limited, he is also associated with another Listed Company i.e., M/s Power & Instrumentation (Gujarat) Limited, a company Listed on National Stock Exchange of India Limited (NSE) as a Non-Executive Independent Director.

Mr. Manav Rastogi retires by rotation at the forthcoming 26<sup>th</sup> 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. Vinod Kumar Aggarwal none of the Directors, Key Managerial Personnel and relatives of Directors, Key Managerial Personnel of the Company is concerned or interested in this resolution. The Board recommends the resolution set out in **Item No. 2** for the approval of members.

#### **SPECIAL BUSINESS**

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

The Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Mukesh (DIN: 10260383) as an Non-Executive Independent Director under Section 149, 150, 152, 161 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 and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and to hold office for Five (5) consecutive years w.e.f. 08<sup>th</sup> August, 2023. Mr. Mukesh 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 meets with the criteria of independence as prescribed both under sub-section (6) of the section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mr. Mukesh, aged about 32 years is completed his B. Com and LLB from Maharshi Dayanand University (MDU), Rohtak, Haryana. He has rich and vast experience of around 10 years in legal, administrative,

and other industrial work in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company.

None of the Directors, Key Managerial Personnel and relatives of Directors, Key Managerial Personnel of the Company except Mr. Mukesh, to whom the resolution relates is directly/indirectly interested or concerned, financially or otherwise in the resolution set out in **Item No. 3** of the Notice. The Board recommends the resolution set out in **Item No. 3** for the approval of members.

**Item No. 4**

Mr. Sanjiv Kumar Agarwal, aged 66 years is currently holding the position of Whole Time Director of the company since 01<sup>st</sup> October 2020.

As the shareholders already know, Mr. Sanjiv Kumar Agarwal is a Law Graduate and he has having over 42 years of rich, vast and varied experience in legal & other diverse fields. He advises the board in legal matters & policy formulation.

It is informed to the members that pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification thereof that remuneration structure of Mr. Sanjiv Kumar Agarwal, Whole Time Director of the Company is altered with effect from 01<sup>st</sup> June, 2023 for remaining period of his tenure, including salary, perquisites, allowances etc., within such prescribed limits or ceilings under Companies Act 2013 subject to the approval of the shareholders by the Company in the forthcoming Annual General Meeting as under:

**A) Remuneration:** From 01/06/2023 to 30/09/2025

1. Basic Salary : **Rs. 99,000/- Per Month**
2. House Rent Allowance : **Rs. 41,250/- Per Month**
3. Conveyance Allowance : **Rs. 24,750/- Per Month**
4. Contribution to provident fund and superannuation funds as per the rules of the company.
5. Medical benefits for self and family provided that the total expenses on this account should not exceed Rs. 99,000/- per year being one month basic salary.
6. Leave and Leave travel allowance as per the prevailing policy of the Company.

The resolution contained at **Item No. 4** of the notice convening 26<sup>th</sup> AGM is proposed to be passed as a Special Resolution for alteration of remuneration structure of Mr. Sanjiv Kumar Agarwal as a Whole Time Director. The Board recommends above resolution for the approval of shareholders.

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: 08<sup>th</sup> August, 2023  
Place: Faridabad