

# SHREE GLOBAL TRADEFIN LIMITED

**Regd. Off:** 35, Ashok Chambers, Broach Street, Devji Ratansey Marg, Masjid, Mumbai – 400 009.  
**Tel.** 022 – 2348 0526 **email :** [sgtl2008@gmail.com](mailto:sgtl2008@gmail.com) **CIN :** L27100MH1986PLC041252 **Website :** [www.sgtl.in](http://www.sgtl.in)

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Date : 27<sup>th</sup> August, 2019

**The Deputy General Manager**

Department of Corporate Services  
The Bombay Stock Exchange Limited  
27th Floor, P.J. Towers, Dalal Street,  
Mumbai - 400 001

**Scrip Code: 512463**

**Dear Sir/Madam,**

**Sub: Notice of the 33<sup>rd</sup> Annual General Meeting of Shree Global Tradefin Limited**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company for Financial Year 2018-19.

The entire annual report is available on Company's website, at [www.sgtl.in/pdf/SGTL%20Annual%20Report%202019.pdf](http://www.sgtl.in/pdf/SGTL%20Annual%20Report%202019.pdf)

Kindly take the same on your records.

**Thanking You,  
Yours Faithfully,  
For Shree Global Tradefin Limited**

**Rajesh R. Gupta  
Managing Director  
DIN: 00028379**

**NOTICE**

**NOTICE** is hereby given that the **Thirty Third (33<sup>rd</sup>)** Annual General Meeting (“**AGM**”) of the Members of the **Shree Global Tradefin Limited** will be held on **Wednesday, 25<sup>th</sup> September, 2019 at 11.00 a.m.** at The Qube, CTS No. 1498 A/2, Asan Pada Road, Opp. Hotel Sunshine, Marol, Andheri East, Mumbai 400059, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and Auditors Report thereon.
3. To appoint a Director in place of Mr. Rajesh R. Gupta (DIN: 00028379), who retires by rotation and being eligible, offers himself for re-appointment.
4. **Ratification of Re-appointment of M/s Todarwal & Todarwal LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 111009W/W100231) as the Statutory Auditors of the Company.**

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

“**RESOLVED THAT** pursuant to the resolution passed by the Members of the Company at the 30<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016 and pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for ratification of the appointment of M/s Todarwal & Todarwal LLP, Chartered Accountants (ICAI Registration No: 111009W/W100231) as the Statutory Auditor of the Company, to hold office from the conclusion of Thirty third Annual General Meeting until the conclusion of Thirty fourth Annual General Meeting of the Company to be held in the year 2020, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

”**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution.”

**SPECIAL BUSINESS:**

5. **Re-appointment of Mr. Mohan Krishnamoorthy as an Independent Non-Executive Director.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 13<sup>th</sup> August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Mohan Krishnamoorthy (DIN:02542406) whose current period of office is expiring on 13<sup>th</sup> January, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 14<sup>th</sup> January, 2020 to 13<sup>th</sup> January, 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**By Order of the Board  
For Shree Global Tradefin Limited  
Sd/-**

**Priyanka Agrawal  
Company Secretary**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2019**

# SHREE GLOBAL TRADEFIN LIMITED

## NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy/proxies need not be a member of the Company.**
2. **The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19<sup>th</sup> September, 2019 to Wednesday, 25<sup>th</sup> September, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
7. The information regarding the Directors who is proposed to be re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
8. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 19.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. In line with the Green Initiative of the Ministry of Corporate Affairs, hard copy of the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to those shareholders who have not registered their e-mail addresses. Shareholders who have registered their e-mail addresses will be sent the soft copies by e-mail. However, a shareholder continues to retain the right to request the Company for a hard copy of the Report.
14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, the Statutory Registers, the Audited Financial Statements, the Directors' Report and the Auditor's Report, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays and public holidays upto the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on **www.sgtl.in**.
15. Shareholder's of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 23<sup>rd</sup> August, 2019 will receive Annual Report for the financial year 2018-19.
16. Members desiring any information as regards to Accounts are requested to write 7 days in advance to the Company before the date of the meeting to enable the Management to keep full information ready.
17. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.
18. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

19. **Information and other instructions relating to e-voting are as under:**

- a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (**'Remote e-voting'**).
- b. The facility for voting through ballot shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through **'Ballot'**.
- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again. Please note that if a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid.
- d. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- e. The Board of Directors of the Company has appointed Mr. Saurabh Arora, Practicing Company Secretary (Membership No. ACS 43368, CP No.19371), as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **18<sup>th</sup> September, 2019**.
- g. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **18<sup>th</sup> September, 2019** only shall be entitled to avail the facility of remote e-voting /Ballot.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting (**"Ballot"**) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sgtl.in. The results shall simultaneously be communicated to the Stock Exchange.

- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **25<sup>th</sup> September, 2019**.
- j. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on 21<sup>st</sup> September, 2019 at 09.00 a.m. (IST) and ends on 24<sup>th</sup> September, 2019 at 5.00 p.m. (IST). During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18<sup>th</sup> September, 2019 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>

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DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- viii) After entering these details appropriately, click on “**SUBMIT**” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘**Password Creation**’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for “ **SHREE GLOBAL TRADEFIN LIMITED** ” on which you choose to vote.
- xii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES or NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolutions details.
- xiv) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

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 E-Mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. The route map of the venue of the 33<sup>rd</sup> Annual General Meeting is given in this Annual Report.
21. The shareholder needs to furnish the printed attendance slip along with a valid identity proof to enter the Annual General Meeting.

**By Order of the Board  
For Shree Global Tradefin Limited  
Sd/-  
Priyanka Agrawal  
Company Secretary**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2019**

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### Item No. 5

#### **Re-appointment of Mr. Mohan Krishnamoorthy (DIN: 02542406) as an Independent Director of the Company**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Mr. Mohan Krishnamoorthy was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 13<sup>th</sup> January, 2020 through postal ballot the result of which was declared on 14<sup>th</sup> January, 2015. Since, Mr. Mohan Krishnamoorthy will complete his initial term as an Independent Director of the Company on 13<sup>th</sup> January, 2020, he is eligible for re-appointment for one more term.

Mr. Mohan Krishnamoorthy aged 59 years and resident of Mumbai is Commerce Graduate.

He is having vast experience of more than 30 years in steel, glass manufacturing and trading industry and worked with some major companies like Lloyds Steel Industries Limited, Shree Vindhya Paper Mills Ltd., Paragon Group etc. at senior level. He has expertise in the areas of accounts, finance, taxation and provident fund matters. Apart from this, he is also having exposure in MIS, excise, service tax and sales tax matters.

The Company has received a declaration from Mr. Mohan Krishnamoorthy, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The

Company has also received a declaration from Mr. Mohan Krishnamoorthy confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Mohan Krishnamoorthy is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Mohan Krishnamoorthy to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mr. Mohan Krishnamoorthy setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting

The Board after taking into consideration his skills, rich experience, knowledge, contribution, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Mohan Krishnamoorthy as an Independent Director of the Company.

Except Mr. Mohan Krishnamoorthy, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**By Order of the Board  
For Shree Global Tradefin Limited**

**Priyanka Agrawal  
Company Secretary**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2019**

# SHREE GLOBAL TRADEFIN LIMITED

## Details of Director seeking re-appointment

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking reappointment:

Name of Director	Rajesh R. Gupta	Mohan Krishnamoorthy
DIN	00028379	02542406
Date of Birth	10th October, 1964	28th July, 1960
Age	54 years	59 years
Date of first appointment on the Board	01st May, 2014	31st January, 2009
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Rajesh R. Gupta is a successful industrialist having vast knowledge and rich experience of over 25 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, companies like Uttam Value Steels Ltd (Formerly Lloyds Steel Industries Ltd.) and Lloyds Metals and Energy Ltd. implemented several projects in Steel Sector, including power plant.	Mr. Mohan Krishnamoorthy is a Commerce Graduate from Mumbai University. He is having vast experience of more than 30 years in steel, glass manufacturing and trading industry and worked with some major companies like Lloyds Steel Industries Limited, Shree Vindhya Paper Mills Ltd., Paragon Group etc. at senior level. He has expertise in the areas of accounts, finance, taxation and provident fund matters. Apart from this, he is also having exposure in MIS, excise, service tax and sales tax matters.
Disclosure of Relationships Between Directors Inter-Se;	None	None
Names of Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	Directorship Shree Global Tradefin Limited Lloyds Metals and Energy Limited <u>Membership of Committees-</u> \$ Nil <u>Chairmanship of Committees-</u> \$ Nil	Directorship Shree Global Tradefin Limited <u>Membership of Committees-</u> \$ Nil <u>Chairmanship of Committees-</u> \$ Shree Global Tradefin Limited- Chairman of Audit Committee & Stakeholder Relationship Committee
No. of Shares held in the Company	Nil	Nil
No. of Board meetings attended during last Financial Year	6 (Six)	6 (Six)
Terms and conditions of appointment	Managing Director, Liable to retire by rotation.	Non-Executive Independent Director not liable to retire by rotation.

Note :-\$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee.

## ROUTE MAP

The Qube, CTS No. 1498 A/2, Asan Pada Road, Opp Hotel Sunshine, Marol, Andheri East, Mumbai 400059, Maharashtra

