

# 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)

**Date: 01/03/2021**

**To,**  
**BSE Limited**  
The Corporate Relationship Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai – 400 001

**Sub: Notice of the Extra Ordinary General Meeting of Shree Global Tradefin Limited**  
**Ref: BSE Scrip Code: 512463**  
**BSE Scrip ID: SHRGLTR**

Dear Sir/Madam,


Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the Extra Ordinary General Meeting of the Company to be convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, dated 08th April, 2020, MCA General Circular No. 17/2020, dated 13th April, 2020, MCA General Circular No. 20/2020 dated 05th May, 2020, MCA General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, MCA General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, SEBI Circular dated 12th May, 2020 and SEBI Circular dated 15<sup>th</sup> January, 2021.

The schedule of the EGM is set out below:

Event	Date	Time
Cut-off date to vote on EGM resolutions	23 <sup>rd</sup> March, 2021	NA
Commencement of e-voting	26 <sup>th</sup> March, 2021	09:00 a.m. IST
End of e-voting	29 <sup>th</sup> March, 2021	05:00 p.m. IST
EGM	30 <sup>th</sup> March, 2021	11:30 a.m. IST

You are requested to kindly take a note of the same.

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

  
**Viresh Sohoni**  
Chief Financial Officer



# 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 **CIN :** L27100MH1986PLC041252 **Website :** www.sgtl.in

**NOTICE** is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of **SHREE GLOBAL TRADEFIN LIMITED** will be held on **Tuesday, 30<sup>th</sup> March, 2021** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at **11.30 a.m.** to transact the following business:

## SPECIAL BUSINESS:

### 1. ACQUISITION OF STAKE IN LLOYDS STEELS INDUSTRIES LIMITED BY WAY OF SWAP OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT

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

“**RESOLVED THAT** pursuant to provisions of Section 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) as amended (SEBI (ICDR) Regulations), 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot, upto 13,26,21,156 (Thirteen Crores Twenty Six Lakhs Twenty One Thousand One Hundred and Fifty Six Only) Equity Shares of the Company of face value of Re. 1/- (Rupee One) per Equity Share at an issue price of Rs. 2.50 per share (Rupees Two and Fifty Paise Only) each including a premium of Rs. 1.50 (Rupees One and Fifty Paise Only) per share, amounting to Rs. 33,15,52,890 (Rupees Thirty Three Crores Fifteen Lakhs Fifty Two Thousand Eight Hundred and Ninety only) on preferential allotment basis to the below mentioned entities being the promoter shareholders of **Lloyds Steels Industries Limited (LSIL)**, (CIN: L28900MH1994PLC081235) for consideration other than cash i.e. in lieu of acquisition of their 46.12% collective stake in the equity shares of Lloyds Steels Industries Limited (“LSIL”) through swapping of shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr. No	Name of Proposed Allottees	% age of stake in LSIL offered for acquisition	No of Shares of LSIL proposed to be transferred to Shree Global TradeFin Limited (“the Company”)	No. of shares of Shree Global TradeFin Limited proposed to be allotted for the Acquisition of LSIL Shares	Value of Rs. 2.50 per Share Allotted	Name of the Ultimate Beneficiaries / Owners
1	Metallurgical Engineering and Equipments Limited	14.06%	12,63,67,638	4,04,37,644	10,10,94,110	Ankit Miglani
2	FirstIndia Infrastructure Private Limited	32.05%	28,80,73,478	9,21,83,512	23,04,58,780	i. Archana Miglani ii. Priyanka Miglani
<b>Total</b>		<b>46.12%</b>	<b>41,44,41,116</b>	<b>13,26,21,156</b>	<b>33,15,52,890</b>	

### “RESOLVED FURTHER THAT:

- The Equity Shares as may be offered, issued and allotted in accordance with the terms this resolution, shall rank paripassu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- The Equity Shares shall be issued and allotted by the Company to the proposed allottees within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval or permission;
- The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under Regulation 167 of the SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be; and
- The Equity shares so offered, issued and allotted to the above-mentioned entities are being issued for consideration other than cash.

“**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions including the issue price on a higher side than mentioned above, size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting..”

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“**RESOLVED FURTHER THAT** the relevant date in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 26<sup>th</sup> February, 2021 being the 30th day prior to 30<sup>th</sup> March, 2021 i.e., the date on which the Extra Ordinary Meeting of the shareholders is being convened, in terms of the Companies Act, 2013 to consider the proposed preferential issue.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorised on behalf of the Company to do all such acts deeds matters and things as the Board may in its absolute discretion deem necessary or desirable for such purpose including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to proposed allottees and to provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchange and authorise for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorise all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

**By order of the Board of Directors  
For Shree Global Tradefin Limited**

**Sd/-  
Priyanka Agrawal  
Company Secretary  
ACS-45692**

**Date: 28<sup>th</sup> January, 2021**

**Place: Mumbai**

**Notes :**

1. The EGM will be held on Tuesday, 30<sup>th</sup> March, 2021 at 11.30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, MCA General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, MCA General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, MCA General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, MCA General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, MCA General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, SEBI Circular dated 12<sup>th</sup> May, 2020 and SEBI Circular dated 15<sup>th</sup> January, 2021.
2. Pursuant to the MCA General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id [sgtl2008@gmail.com](mailto:sgtl2008@gmail.com), a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, physical attendance of the Members is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
5. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
  - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “Bigshare Services Private Limited” on their email id [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice under Note No. 22.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. As the Extra Ordinary General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of EGM on the Email ID [sgtl2008@gmail.com](mailto:sgtl2008@gmail.com).
9. An explanatory Statement setting out details relating to the special business to be transacted at the Extra Ordinary General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
10. 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.
11. Members who wish to inspect on the date of EGM in electronic mode, the relevant documents referred to, in this Notice of EGM and explanatory statement, can send an email to [sgtl2008@gmail.com](mailto:sgtl2008@gmail.com).
12. 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. 21.
13. 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.
14. The Notice of EGM will be placed on the Company's website on [www.sgtl.in](http://www.sgtl.in).
15. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 26<sup>th</sup> February, 2021 will receive the EGM Notice through electronic mode.

16. As per the MCA General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the EGM Notice will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
17. Shareholder's of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 26<sup>th</sup> February, 2021 will receive the Notice of EGM through electronic mode only.
18. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.
19. 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.
20. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**21. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility. The facility of casting votes by a member using remote e-voting system as well as e- voting on the date of the EGM will be provided by CDSL.
- b. The Board of Directors of the Company has appointed M/s. B.R. Gupta & Co, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-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.
- c. 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. 23<sup>rd</sup> March, 2021.
- d. 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. 23<sup>rd</sup> March, 2021 only shall be entitled to cast their vote either through remote e-voting or through E- voting at the EGM.
- e. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.sgtl.in](http://www.sgtl.in) and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited.
- f. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30<sup>th</sup> March, 2021.

- g. 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 Members for Remote E-Voting Are As Under:-**

The voting period begins on Friday, 26<sup>th</sup> March, 2021 at 09.00 a.m. (IST) and ends on Monday, 29<sup>th</sup> March, 2021 at 5.00 p.m. (IST). The E-Voting module shall be disabled by CDSL for voting thereafter.

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 sequence number in the PAN field. The sequence number is mentioned in the email of the Notice of EGM sent to the shareholders on their Registered E-mail IDs.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both 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 (iii).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**The Instructions for Members for E-Voting on the day of the EGM are as under:-**

- (i) The procedure for E- Voting is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the EGM through VC/OAVM 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 system in the EGM.
- (iii) Members who have voted through Remote E-Voting will be eligible to attend the EGM and participate there at. However, they will not be eligible to vote at the EGM. In case any Member who had voted through Remote E-voting, casts his vote again at the E- Voting provided during the EGM, then the Votes cast during the EGM through E-voting shall be considered as Invalid.
- (iv) Members are requested to follow the instructions, if any, provided during the currency of the EGM for E- Voting.
- (v) The details of the person who may be contacted for any grievances connected with the facility for e-voting during the EGM shall be the same person mentioned for Remote e-voting.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- a. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, Scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- b. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client master or Copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- c. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

- a) Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the EGM through VC/OAVM can apply at [sgt12008@gmail.com](mailto:sgt12008@gmail.com) requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
- b) Members who are desirous of attending the EGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 5 of this Notice.
- c) Members who are desirous of attending the EGM may send their request by 15<sup>th</sup> March, 2021. On successful registration with the company, the invitation to join the EGM will be sent to

the Members on their registered email IDs latest by 28<sup>th</sup> March, 2021. This will be done on first come first served basis, limited to 1000 members. Due to security reason the invitation link to participate in the EGM will be shared on the registered email id of the member only after successful registration with the Company.

- d) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request by 15<sup>th</sup> March, 2021 from their registered email address mentioning their name as registered in the records of the Company, DPID/Client ID or Folio Number at [sgtl2008@gmail.com](mailto:sgtl2008@gmail.com). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
  - e) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
  - f) In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
  - g) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
  - h) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - i) The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
  - j) Institutional Shareholders are encouraged to participate at the EGM through VC/OAVM and vote thereat.
23. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
24. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling EGM has been uploaded on the website of the Company at [www.sgtl.in](http://www.sgtl.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSDL (agency for providing the e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
25. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice
26. Investor Grievance Redressal:- The Company has designated an e-mail id [sgtl2008@gmail.com](mailto:sgtl2008@gmail.com) to enable investors to register their complaints, if any.

## EXPLANATORY STATEMENT

### (Pursuant to Section 102(1) of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 mentioned in the accompanying Notice.

#### Item No. 1

The Board of Directors of the Company in their meeting held on Thursday, 28<sup>th</sup> January, 2021 have approved and accorded their consent to enter into a Share Purchase Agreement with Metallurgical Engineering and Equipments Limited and FirstIndia Infrastructure Private Limited (the Sellers), the existing promoter and promoter group of the Target Company namely Lloyds Steels Industries Limited (LSIL), wherein the Company has agreed to acquire the collective stake of 46.12% of the sellers in the Shareholding of the Target Company against the purchase consideration of 13,26,21,156 Equity Shares in the Company to be issued to the Sellers through Preferential allotment. Subsequently, the Company entered into the said Share Purchase Agreement on 28<sup>th</sup> January, 2021 with Metallurgical Engineering and Equipments Limited and FirstIndia Infrastructure Private Limited (the Sellers).

Accordingly, the Board of Directors of your Company has passed the Board Resolution to issue and allot 13,26,21,156 (Thirteen Crores Twenty Six Lakhs Twenty One Thousand One Hundred and Fifty Six Only) equity shares of Face Value of Re. 1/- (Rupee One) each at a Price of Rs. 2.50 (Rupees Two and Fifty Paise Only) each including a premium of Rs. 1.50 (Rupees One and Fifty Paise Only) per Equity share aggregating to Rs. 33,15,52,890 (Rupees Thirty Three Crores Fifteen Lakhs Fifty Two Thousand Eight Hundred and Ninety only) on preferential basis to the sellers in proportion to their respective shareholding in the Lloyds Steels Industries Limited for consideration other than cash (i.e. in lieu of acquisition of Seller's entire 46.12% stake in Lloyds Steels Industries Limited).

Lloyds Steels Industries Limited is a Public Limited Company listed on BSE Limited & National Stock Exchange of India Limited and incorporated under the Companies Act, 1956 (CIN: L28900MH1994PLC081235) having its Registered Office at Plot No A-5/5, MIDC Industrial Area, Murbad Road, Thane, Maharashtra 421401. Lloyds Steels Industries Limited is engaged in the business of Design, Engineering and Fabrication of Heavy equipment, Waste Heat Recovery Boilers, Steel Plant, Power Plant Equipment and Naval Equipment and execution of Turnkey projects apart from providing Technical and Technological services.

Pursuant to the above acquisition, Shree Global Tradefin Limited ("the Company") will become Promoter of LSIL subject to necessary statutory/regulatory approvals.

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution.

Accordingly consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

#### 1. Objects of the issue:

The proposed issue of 13,26,21,156 Equity Shares of Re. 1/- each on Preferential allotment basis is being made for consideration other than cash with the object of acquiring 46.12% of the issued, subscribed and paid up equity share capital of Lloyds Steels Industries Limited.

Following is the Equity Share Capital Structure of Lloyds Steels Industries Limited as on the date of this notice:

Category	No. of Equity shares	Shareholding (%)
Promoter (A)	41,44,41,116	46.12
Non Promoter (B)	48,42,57,266	53.88
<b>Total (C) = (A)+(B)</b>	<b>89,86,98,382</b>	<b>100.00</b>

Subject to the necessary statutory approvals, Shree Global Tradefin Limited will acquire 41,44,41,116 Equity Shares (46.12%) shareholding of Lloyds Steels Industries Limited from its Promoters in consideration of which Preferential Allotment of 13,26,21,156 Equity Shares of Shree Global Tradefin would be made to the Promoters of Lloyds Steels Industries Limited.

Pursuant to the above acquisition, Shree Global Tradefin Limited ("the Company") will become Promoter of LSIL subject to necessary statutory/ regulatory approvals.

**2. Maximum number of specified securities to be issued and price of the equity share:**

The resolution set out in the accompanying notice authorizes the Board to issue up to 13,26,21,156 (Thirteen Crores Twenty Six Lakhs Twenty One Thousand One Hundred and Fifty Six Only) Equity shares of Re. 1/- (Rupee One) each at a price of Rs. 2.50 (Rupees Two and Fifty Paise only) each including premium of Rs. 1.50 (Rupees One and Fifty Paise only) per share on preferential basis for consideration other than cash i.e. swap of Equity shares of both the companies at Swap ratio of 1 : 3.125. (i.e. For every 3.125 shares of Sellers/ Promoters in Lloyds Steels Industries Limited, 1 share of Shree Global Tradefin Limited is issued). The fractional shares, if any, are ignored.

**3. Basis on which the price has been arrived at along with report of the valuer:**

The Valuation of Equity Shares has been done by M/s MTS & Associates, Chartered Accountants being an Independent Valuer having its Office at Giriraj Nikunj, Ground Floor, 6, Navjeevan Colony, Wardha Road Nagpur 440015. Based on the Valuation provided by the above said Independent Valuer, the Board has decided the price of equity shares to be issued at Rs. 2.50 including a premium of Rs. 1.50 per equity share of Face Value of Re.1/- each in accordance with provisions of the SEBI (ICDR) Regulations, 2018.

**4. The class or classes of persons to whom the allotment is proposed to be made:**

The Company is offering existing class of Equity Shares of face value Re. 1/- each to subscribe through preferential allotment to non-promoters.

**9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues**

Proposed allottees	Ultimate beneficial owner	Category	Pre Preferential Shareholding		No. of Equity Shares proposed to be allotted	Post Preferential Shareholding	
			No. of Shares	% age		No. of Shares	% age
Metallurgical Engineering and Equipments Limited	Ankit Miglani	Public	0	0.00	4,04,37,644	4,04,37,644	3.18
FirstIndia Infrastructure Private Limited	i. Archana Miglani and ii. Priyanka Miglani	Public	0	0.00	9,21,83,512	9,21,83,512	7.25
<b>Total</b>			<b>0</b>	<b>0.00</b>	<b>13,26,21,156</b>	<b>13,26,21,156</b>	<b>10.43</b>

**10. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price: None**

**5. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:**

None of the Directors, Key Managerial Personnel or Promoters of the Company intend to subscribe through this preferential allotment.

**6. The change in control if any in the company that would occur consequent to the preferential offer;**

There shall be no change in the Management, Board of Directors and control of the company pursuant to this preferential allotment. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to this preferential allotment.

**7. The Proposed time within which the allotment shall be completed :**

As required under the SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Shareholders in Extra Ordinary General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

**8. Shareholding pattern before and after preferential issue would be as follows: (As on 31<sup>st</sup> December, 2020)**

Sr. No	Category	Pre Issue		Post Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters Holding</b>				
<b>1</b>	<b>Indian</b>				
	Individual	43,53,330	0.38	43,53,330	0.34
	Bodies corporate	77,04,59,000	67.61	77,04,59,000	60.56
	Sub-total	77,48,12,330	68.00	77,48,12,330	60.91
<b>2</b>	<b>Foreign Promoters</b>	0	0.00	0	0.00
	Sub-total (A)	<b>77,48,12,330</b>	<b>68.00</b>	<b>77,48,12,330</b>	<b>60.91</b>
<b>B</b>	<b>Non-promoters' holding</b>				
	<b>Institutional investors</b>	0	0.00	0	0.00
	<b>Non-institution</b>				
	Private corporate bodies	18,59,23,939	16.32	31,85,45,095	25.04
	Indian public	17,17,04,562	15.07	17,17,04,562	13.50
	others (including NRIs)	70,64,634	0.62	70,64,634	0.55
	Sub-total (B)	<b>36,46,93,135</b>	<b>32.00</b>	<b>49,73,14,291</b>	<b>39.09</b>
	<b>GRAND TOTAL</b>	<b>1,13,95,05,465</b>	<b>100.00</b>	<b>1,27,21,26,621</b>	<b>100.00</b>

**11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:**

The Company is issuing Equity shares to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 in lieu of acquisition of 46.12% stake of Equity Share Capital of Lloyds Steels Industries Limited by the Company. Considering the valuation report, Board of directors of the Company has approved and passed the resolution for issue of 13,26,21,156 Equity Shares at price of Rs. 2.50 (Rupees Two and Fifty Paise only) against Equity shares of Lloyds Steels Industries Limited to the respective shareholders (i.e. Metallurgical Engineering and Equipments Limited & FirstIndia Infrastructure Private Limited) of Lloyds Steels Industries Limited.

**12. Undertakings :**

- i. The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations 2018 where it is required to do so.
- ii. The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**13. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**

Disclosure is not applicable in the present case as neither the company nor its promoters / directors are wilful defaulters.

**14. Pricing :**

As the Equity shares of the company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011, the price of Rs. 2.50 (Rupees Two and Fifty paise only) per Equity share is in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations 2018.

**15. Auditors' Certificate:**

A copy of the certificate from the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection as per the instructions provided in the Note No. 11 of this Notice.

**16. Terms of Issue of the Equity Shares if any:**

The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**17. Lock-in period and restrictions on transferability:**

The Equity shares allotted on a preferential basis to persons other than the promoters and promoter group shall be locked-in for a period of one year from the date of trading approval as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended.

The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

The Equity Shares allotted on a preferential basis are restricted for transfer or sale for such period as specified under Regulation 168 of Chapter V of SEBI (ICDR) Regulations, 2018 relating to preferential issue

**18. Particulars of the offer including date of passing of Board resolution**

Issue of 13,26,21,156 (Thirteen Crores Twenty Six Lakhs Twenty One Thousand One Hundred and Fifty Six Only) Equity shares of Re. 1 each at an issue price of Rs. 2.50 each including premium of Rs. 1.50 per share on preferential basis to Sellers/Promoters of Lloyds Steels Industries Limited for consideration other than cash i.e swap of Equity shares of both the companies at Swap ratio of 1 : 3.125 (i.e. For every 3.125 shares of Sellers/ Promoters in Lloyds Steels Industries Limited, 1 share of Shree Global Tradefin Limited is issued). Date of passing board resolution is 28<sup>th</sup> January, 2021.

**19. Kinds of securities offered and the price at which security is being offered:**

Equity shares at a price of Rs. 2.50 per Equity share (Face value Re.1/- + premium of Rs.1.50 each).

**20. Amount which the company intends to raise by way of such securities**

None, as the Equity Shares are issued for consideration other than cash.

**21. Material terms of raising such securities**

The Company is issuing below mentioned shares to the proposed allottees in exchange of their below mentioned shareholding in the Target Company i.e Lloyds Steels Industries Limited as per the swap ratio of 1 : 3.125 (i.e. For every 3.125 shares of Proposed Allottees in Lloyds Steels Industries Limited, 1 share of Shree Global Tradefin Limited is issued).

Sr. No	Name of Proposed Allottee	No of Shares in LSIL offered for acquisition	No. of shares proposed to be allotted for the Acquisition of Shares
1	Metallurgical Engineering and Equipments Limited	12,63,67,638	4,04,37,644
2	FirstIndia Infrastructure Private Limited	28,80,73,478	9,21,83,512
<b>Total</b>		<b>41,44,41,116</b>	<b>13,26,21,156</b>

**22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects

**23. Principle terms of assets charged as securities:**

No asset is charged as a security

**24. Interest of Promoters/ Directors**

None of the Promoters, Directors and Key Managerial Personnel and their relatives except to the extent of their shareholding in the Company, if any are in any way concerned or interested financially or otherwise in the resolution No. 1 mentioned above.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as Special resolutions.

**By order of the Board of Directors  
For Shree Global Tradefin Limited**

**Sd/-  
Priyanka Agrawal  
Company Secretary  
ACS-45692**

**Date: 28<sup>th</sup> January, 2021  
Place: Mumbai**



**E-COMMUNICATION REGISTRATION FORM**  
**(Only for members holding shares in physical form)**

Date:

To,  
**Bigshare Services Private Limited**  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East,  
Mumbai 400059.

**UNIT – SHREE GLOBAL TRADEFIN LIMITED**

Dear Sir,

**Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company**

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No. :
E-mail ID :
Name of the First / Sole Shareholder :
Signature :

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.