



# STL GLOBAL LIMITED

Plot No. 207-208, Sector-58, Faridabad Haryana (INDIA)  
Tel. : 0129-4275900 - 4275930, Fax : 0129-4275999  
E-mail : info@stl-global.com Website : www.stl-global.com  
CIN : L51909DL1997PLC088667

Date: 04.09.2019

From: **STL Global Limited**  
Scrip Code: **532730**

To  
**The Listing Compliance Department,**  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai 400 001, MH

Sub: **Submission of soft copy of 22<sup>nd</sup> Annual Report for the financial year 2018-19 of the Company**

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed herewith a soft copy of 22<sup>nd</sup> Annual Report of the Company containing Notice, Director's Report and the Auditor's Report along with Annual Accounts of the Company for the financial year ended on 31<sup>st</sup> March 2019.

Hope you find the same in order. Kindly take the same in your record and acknowledge receipt.

Thanking you,

Yours truly,  
For **STL Global Limited**



**Manil Kr. Nagar**  
**(Company Secretary)**

Encl: As Above



STL Global

# **STL Global Limited**

**22<sup>nd</sup> Annual Report  
2018-19**

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# STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

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

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

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

## BOARD OF DIRECTORS

Sh. Vishal Aggarwal, Chairman & Managing Director

Sh. Sanjiv Kumar Aggarwal, Whole Time Director

Sh. Sanjay Aggarwal, Independent Director

Smt. Anjana Mehra, Independent Woman Director

### Company Secretary

Sh. Manil Kr. Nagar

### Auditors

M/s Vishnu Agarwal Associates  
Chartered Accountants,  
1/184, Naya Bazar, V.P.O. Baraut, Distt.  
Baghpat, U.P. 250611  
G-30/165, Sector-3, Rohini, Delhi-110085

### Bankers

HDFC Bank Limited, Faridabad  
Oriental Bank of Commerce, New Delhi  
UCO Bank, New Delhi

### Registered Office

Unit No. 111, Block No. 1, First Floor,  
Tribhuwan Complex, Ishwar Nagar,  
New Delhi – 110065  
Ph# 011- 26935829  
Fax# 011- 26935830

### Corporate Office

Plot No.207-208, Sector-58,  
Faridabad-121004,  
Haryana, India  
Ph# 0129- 4275900-30  
Fax# 0129- 4275999

### Registrar and Share Transfer Agent

Link Intime India Private Limited,  
C-101, 247 Park, LBS Marg, Vikhroli West,  
Mumbai – 400 083, MH,  
Ph# 022- 49186000  
Fax# 022- 49186060

### Shares Listed at

BSE Limited (BSE), Mumbai  
National Stock Exchange of India Ltd (NSE), Mumbai

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## **NOTICE OF TWENTY SECOND ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Second (22<sup>nd</sup>) Annual General Meeting of the members of STL Global Limited will be held on Monday the 30<sup>th</sup> day of September 2019 at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 at 10:00 A.M. to transact the following business: -

### **ORDINARY BUSINESS**

- 1. To receive, consider, approve and adopt the Audited Financial Statements including the Balance Sheet and Profit & Loss account as on 31<sup>st</sup> March, 2019 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, 2019 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. Sanjiv Kumar Agarwal (DIN: 00227251), 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. Sanjiv Kumar Agarwal (DIN: 00227251), whose period of office is liable to be determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as Director of the Company.”

- 3. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit to pass with or without modifications, the following as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Members of the Company do hereby ratifies, the appointment of M/s Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C) as Statutory Auditors of the Company, who were appointed as such at the 20<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2017, to hold office from the conclusion of 20<sup>th</sup> Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company/Audit Committee of the Board and the Auditors.”

### **SPECIAL BUSINESS**

- 4. To consider and 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, Mr. Sanjay Aggarwal, (DIN: 00774040), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 13, 2019 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 from a member proposing his candidature for the office of Independent Non-Executive Director of the Company, has been received, whose term shall not be subject to retirement by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) Consecutive years on the Board of the Company for a term upto February 12, 2024.”

- 5. 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 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 Ms. Anjana Mehra (DIN:07071868) whose current period of office is expiring on March 31, 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 reappointment 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 her 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 for a term upto January 16, 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."

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

**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with Section 188 and other prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to ratification of Material Related Party Transactions for Sale/Job-work with Shyam Tex Exports Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, to the extent of Rs. 60 crores from the financial year 2019-20 onwards for every financial year provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company as it may consider appropriate in order to give effect to this Resolution."

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

Sd/-  
**Vishal Aggarwal**  
(DIN: 00226677)  
(Chairman & Managing Director)

Date: 12<sup>th</sup> August, 2019  
Place: Faridabad

## NOTES:-

1. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, with regard to the above stated resolutions mentioned is enclosed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A blank form of proxy is enclosed which if used should be returned to the Company duly completed not later than Forty-Eight hour before the commencement of the meeting.
3. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies to the meeting. We hope you will help us in our endeavor to control cost.
4. Members desirous of raising queries at the AGM are requested to send in their queries so as to reach the Company's Registered Office at least seven days in advance before the AGM so that the same can be adequately replied.
5. Members are requested to produce the enclosed Attendance Slip duly signed at the entrance to the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. No Gifts shall be distributed at the ensuing 22<sup>nd</sup> Annual General Meeting of the Company.
7. Members are requested to notify the change of address, if any, immediately to the Company/Registrar quoting their folio numbers in respect of shares held in physical mode.
8. **Voting through electronic means:**

The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through electronic voting system.

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

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

<b>For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

- If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.



11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**General Instructions:**

- (A) The e-voting period begins on Friday, 27<sup>th</sup> September, 2019 (9:00 A.M.) and ends on Sunday, 29<sup>th</sup> September, 2019 (5:00 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 2019, 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 2019 and not casting their vote electronically, 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 polling taking place at Annual General Meeting 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 the same purpose.
  - (D) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock 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 three 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 23<sup>rd</sup> September, 2019.
  - (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 22<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019.
9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Tuesday the 24<sup>th</sup> September 2019 to Monday the 30<sup>th</sup> September 2019 (both days inclusive).

10. ADDITIONAL INFORMATION IN TERMS OF REGULATION 27 & 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 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. Sanjay Aggarwal</b>	<b>Ms. Anjana Mehra</b>
<b>DIN</b>	00227251	00774040	07071868
<b>Date of Birth</b>	07-11-1956	15-06-1969	08-12-1951
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment</b>	30 <sup>th</sup> September, 2005	13 <sup>th</sup> February, 2019	January 17, 2015
<b>Qualifications</b>	Law Graduate	Chartered Accountant (C.A.)	B.A. & L.L.B
<b>Expertise in specific functional areas</b>	Mr. Sanjiv Kumar Agarwal is having over 38 years of rich, vast and varied experience in legal & other diverse fields. He advises the board in legal matters & policy formulation.	Mr. Sanjay Aggarwal, aged about 49 years is Chartered Accountant by profession. He has rich and vast exposure of over 22 years in the field of Accounts and Finance. He has over 22 years of experience serving large and mid-sized clients in several Sectors/areas such as Audit, Taxation, Corporate Finance, Corporate Advisory and other related matters.	Ms. Anjana Mehra is 68 years of age. She is having over 40 years of rich, vast and varied experience in legal matters. She advises the board in legal matters & policy formulation.
<b>Shareholding in STL Global Limited</b>	NIL	NIL	NIL
<b>Directorship in other Public Companies including this Company</b>	Companies: 1	Companies: 1	Companies: 1
<b>Membership of Committees</b>	Committees: 4	Committees: 2	Committees: 6
<b>Relationship with any Director(s) of the Company</b>	No Relation	No Relation	No Relation

## **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 22<sup>th</sup> Annual General Meeting:

#### **ORDINARY BUSINESS**

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

Mr. Sanjiv Kumar Agarwal, aged about 62 years is the Whole time Director of the company since 30<sup>th</sup> September 2005. Mr. Sanjiv Kumar Aggarwal is a Commerce graduate and also L.L.B. He is associated with the Company since long back. He has over 38 years of vast and varied experience in textile industry and was also associated with the Companies like Pasupati Spinning & weaving mills, Dalmia Dadri Cement Ltd., Bhagwana Industries Ltd, Gupta Carpet Udyog Limited etc. before joining the Company. He provides in-house consultation on various matters and also looks after internal controls, human resource, personnel & legal matters of the Company. He is also responsible for the Quality Assurance of products of the Company.

Mr. Sanjiv Kumar Agarwal retires by rotation at the forthcoming 22<sup>nd</sup> Annual General Meeting and being eligible he offers himself to be re-appointed. The Board recommends his re-appointment. None of the directors except Mr. Sanjiv Kumar Agarwal is concerned or interested in this resolution.

Also pursuant to the provisions of the listing regulations, it is also to be noted that Mr. Sanjiv Kumar Aggarwal does not have any inter-se relationship with any of the directors of the Company.

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

The members of the Company at its 20<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 29, 2017, had appointed M/s. Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C), Auditors of the Company to hold office for a period of five years till the conclusion of 25<sup>th</sup> Annual General Meeting (AGM), subject to ratification of their appointment at every AGM of the Company, this was done as per prevailing law at that time. As per notification issued by Ministry of Corporate Affairs dated May 7, 2018, proviso of sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year has been omitted. However, the resolution passed by the members on September 29, 2017 contains requirement for ratification of appointment of auditors at every AGM. As an abundant caution it is now proposed, to ratify an appointment of Statutory Auditors for the remaining term. None of the Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested in this resolution. The Board of Directors of your Company recommends the passing of ordinary resolution as set out at the Item No. 3 in the Notice.

#### **SPECIAL BUSINESS**

##### **Item No. 4**

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

It is proposed to appoint Mr. Sanjay Aggarwal as an Independent Non-Executive 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 and to hold office for Five (5) consecutive years w.e.f. 13<sup>th</sup> February, 2019. Mr. Sanjay Aggarwal 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. Sanjay Aggarwal, aged about 49 years is Chartered Accountant by profession. He has rich and vast exposure of over 22 years in the field of Accounts and Finance. He has over 22 years of experience serving large and mid-sized clients in several

Sectors/areas such as Audit, Taxation, Corporate Finance, Corporate Advisory and other related matters.

Also noted that Mr. Sanjay Aggarwal does not have any inter-se relationship with any of the directors of the Company. The Board recommends the resolution set out in **Item No. 4** for the approval of members.

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

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, Ms. Anjana Mehra was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years at the 18<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015. Ms. Anjana Mehra will complete her initial term as an Independent Director of the Company on 31<sup>st</sup> March, 2020, she is eligible for re-appointment for one more term.

Ms. Anjana Mehra aged 68 years and currently resident at Faridabad is Commerce graduate and also Law graduate. She is having over 40 years of rich, vast and varied experience in legal matters. She advised the board in legal matters & policy formulation. The board is of the opinion that rich & diversified experience of Mrs. Anjana Mehra would be of immense benefit of the Company in terms of her advice to the board in decision making.

The Company has received a declaration from Ms. Anjana Mehra, 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 Ms. Anjana Mehra 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. Ms. Anjana Mehra 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 fulfils 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 Ms. Anjana Mehra to be reappointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and is annexed hereto and forms part of this Notice of Annual General Meeting.

The Board after taking into consideration her rich experience, knowledge, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her 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 Ms. Anjana Mehra as an Independent Director of the Company.

Except Ms. Anjana Mehra, 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.

The Board recommends the resolution set out in **Item No. 5** for the approval of members.

#### **Item No. 6**

The Securities and Exchange Board of India, vide its Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2<sup>nd</sup> September, 2015 (the "said circular"), introduced the regulations called the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after "SEBI (LODR)"]. As per regulation 23 (4) of the SEBI (LODR), all material related party transactions shall require approval of the shareholders through resolution in the General Meeting.

Shyam Tex exports Limited is a 'Related Party' of the company within the meaning of Section 2(76) of the Companies Act, 2013 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company in the ordinary course of its business does a Sale/Job-work transaction with Shyam Tex exports Limited. These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

As approved by the members in the Annual General Meeting held on 29.09.2018, Company entered into related party transactions for Sale/Job-work to the extent of Rs. 40 Crores. However, Company executed transactions amounting to Rs. 42.54 Crores (approx.). In compliance of Companies Act, 2013 and SEBI (LODR) Regulations 2015, Members approval is sought for ratification of excess transactions. The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vishal Aggarwal who is relative of directors of Shyam Tex Exports Limited within the meaning of Section 2(76) of the Companies Act, 2013 are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6.

The Board recommends the Resolution under Item No. 6 of the notice for approval of the Members as an Ordinary Resolution in the forthcoming 22<sup>nd</sup> Annual General Meeting of the Company.

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

Sd/-

**Vishal Aggarwal**  
**(Chairman & Managing Director)**  
**(DIN: 00226677)**

Date: 12<sup>th</sup> August, 2019

Place: Faridabad

## DIRECTORS' REPORT

To

The Members,

Your board of directors has pleasure in presenting the 22<sup>nd</sup> Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31<sup>st</sup> March 2019.

The Financial Results of your company for the year ended on 31<sup>st</sup> March 2019 are as follows:

(Rs. in Crores)

<b>Year Ended March 31<sup>st</sup></b>	<b>2019</b>	<b>2018</b>
Sales and Other Income	148.28	104.51
Expenditure	105.33	85.48
Depreciation & Amortization	2.20	2.86
Profit/(Loss) before Exceptional & Extra Ordinary Items	43.30	16.53
Exceptional Items Income/(Expenses)	0.00	14.85
Extraordinary Items	0.00	0.00
Profit/(Loss) before Tax	43.30	31.38
Tax Paid for Earlier Year	0.00	0.54
Provision for Deferred Tax	0.00	0.00
<b>Profit/(Loss) After Tax</b>	<b>43.30</b>	<b>30.84</b>

### Performance of your Company

As you all are already aware that Company has been facing adverse factors from previous nine-ten years but Continuous Efforts of the Management of your company resulted upto 30% increase in topline in textile segment and continuous increased profitability by achieving cost effectiveness has put the company on track of growth after a long difficult era. The company has settled or in process of settlement of secured/unsecured Loans of Banks.

India's economy is expected to grow 7.3% in the financial year 2018-19 and accelerate to 7.5% in 2019-20, bottoming out from the impact of demonetisation and GST, the World Bank has stated even as it highlighted private investments and exports as the two lagging engines of growth. In its latest India Development Update, the World Bank said India's economy will grow 7.3% in fiscal year 2018-19. The Government's push towards manufacturing sector and digital economy and Make in India initiatives will provide the thrust for fuelling economic growth. The expectation of normal rainfall in 2018 is a further shot in the arm for positive impact on the Agricultural and Manufacturing Sectors. Domestic and Export Garment segment continues to evolve faster in India. Influence of competitively priced private labels in modern trade and e-commerce market places is bringing in new value conscious consumers to the industry. On the other hand, fashion led premium consumer's preferences are switching over to product made from high end fabrics and innovative designs. The market is clearly drawing distinction between the value led and the fashion conscious consumers both in terms of product as well as the channel preferences. GST implementation has helped the organized retailers by reducing influx of cheap alternatives from abroad and domestic unorganized industry.

### Operations

Results of the Company for the last financial year are as follows; Total revenue for the year ended 31<sup>st</sup> March, 2019 has been increased to Rs. 148.28 Crores as compared to previous year's Rs. 104.51 Crores, hence there was an increase of approx. 35% to 40%. The operating profit before tax is Rs. 43.30 Crores which is mainly due to reversal of provision of interest and no tax paid for earlier years during the year. No Provision for deferred tax has been made during the last financial year as there is no certainty of future taxable income. The net profit for the year was Rs. 43.30 crores against a net profit of Rs. 30.84 crores in the previous financial year.

## **Dividend**

With a view to conserve the resources in long run, your Directors have not recommended any dividend for the year ended 31st March, 2019.

## **Unclaimed Dividends:**

As Company has not paid any dividend in last considerable years so the applicability of different rules, act and regulation is not applicable.

## **Management Discussion and Analysis Report**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 and Schedule V of the SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Annual Report. **(Annexure-I)**

## **Indian Accounting Standard (Ind AS)**

The Company has adopted Indian Accounting Standards (IND AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and accordingly, Financial Results of 2018-19 have been prepared in accordance with the recognition and measurement principals laid down in Ind AS 34 "Interim Financial Reporting" and the other accounting principles generally accepted in India. The Impact of transition has been accounted for in the opening reserves and the comparative figures have been reinstated accordingly.

## **Segment Reporting**

Your Company's business is segregated into two segments Textile & Real Estate Business and the Financial Statements has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 "Interim Financial Reporting" and other accounting principles generally accepted in India.

## **Fixed Deposit**

No Fixed Deposits was held by the company as on 31<sup>st</sup> March 2019.

## **Listing and ISIN**

Equity Shares of the Company are listed at BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited (NSE), Mumbai. The Annual Listing Fees for the Financial Year 2019-20 has already been paid by the Company to both the stock exchanges.

The Company's shares are compulsorily traded in De-Materialized form.

The ISIN for fully paid-up equity shares is **INE353H01010**

## **Share Capital**

There was no change in the Authorized Share Capital of the Company during last financial year and it remains unchanged at Rs.42,00,00,000/- (Forty Two Crores only) divided into 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The paid-up share capital of the Company as on 31<sup>st</sup> March 2019 was also remains unchanged at Rs. 27,22,17,975/- consisting of 26990915 fully paid up Equity shares of Rs.10/- each and 461765 partly paid up Equity Shares of Rs. 5/- each.

## **Address of Corporate Office**

At present the Corporate Office of the company is situated at Plot No.207-208, Sector-58, Faridabad-121004, HR (India). All Shareholders of the Company are requested to please take a note of the same.

## **Material Changes and Commitment**

There were no material changes and commitments affecting the financial position of the Company occurred during the Financial Year ended as on 31st March, 2019 to which this financial statement relates on the date of this report.

## **Directors & Key Managerial Personnel**

During the last financial year there was some changes in Composition of Board of Directors. Mr. Faquir Chand Gupta (DIN: 00420271), Non-Executive Independent director was resigned from the Company w.e.f. 15<sup>th</sup> February, 2019 due to some personal reasons, health issues and other preoccupations.

Further in order to comply with Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of director has appointed Mr. Sanjay Aggarwal (DIN: 00774040) as an Additional Independent Director on the board w.e.f. 13<sup>th</sup> February, 2019 upto the forthcoming AGM subject to the approval of the members in the forthcoming Annual General Meeting. Further Mr. Prakash Swaroop Arya (DIN: 07799593), Non-Executive Independent director was also resigned from the Company w.e.f. 30<sup>th</sup> May, 2019 due to some personal reasons and other preoccupations. In order to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time the Company is under the process of appointing a suitable person for the post of Independent Director on the Board of Directors of the Company. Hence at present the total strength of the Board of directors is four directors. Out of which two are Executive Directors and two are Non-Executive & Independent Directors. In the last Annual General Meeting (AGM) company has not reappointed any director of the Company.

### **Retirement by Rotation**

In the company there are two rotational directors at present. In accordance with the provisions of Section 149(13) of the Companies Act, 2013, which states that the provision of sub-sections (6) and (7) of section 152 in respect of retirement of Directors by rotation shall not apply to the appointment of Independent Directors. Hence one director shall retire by rotation in the forthcoming 22<sup>nd</sup> AGM. So Mr. Sanjiv Kumar Agarwal (DIN: 00227251), Whole Time Director of the Company shall retire by rotation at the forthcoming 22<sup>nd</sup> Annual General Meeting (AGM) and being eligible, he has offered himself for re-appointment. A brief resume of director, containing their age, qualifications and experience is already given in the annexure to the notice convening forthcoming 22<sup>nd</sup> Annual General Meeting.

The resolution contained at Item No. 2 of the notice is being proposed for his re-appointment as director at the forthcoming Annual General Meeting of the Company. The board recommends his re-appointment.

### **Declaration by Independent Directors**

Your Company abided by definition of Independence as per Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and according to the Provision of Section 149 (6) of the Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

### **Company's Policy relating to Directors appointment, payment of remuneration and discharge of their duties**

Your Company has adopted a Nomination and Remuneration Policy on Directors Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under Section 178(3) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Nomination and Remuneration Policy is available on the website of the company i.e. [www.stl-global.com](http://www.stl-global.com).

### **Loans, Investment and Guarantees by the Company**

Disclosure on particulars relating to Loans, guarantees or investments under Section 186 of the Companies Act 2013, if any, is provided as annexures of financial statements.

### **Secretarial Audit**

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Company has appointed M/s Vijay Mourya & Associates, a Company Secretary Firm to undertake the Secretarial Audit of the Company for the Financial Year 2018-19. The Secretarial Audit Report (Form MR-3) for the Financial Year 2018-19 is annexed herewith as part of Director's Report as **(Annexure-II)**.



## **Director's Responsibility Statement**

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on 31<sup>st</sup> March 2019 and of the profit or loss of the company for the year ended on that date.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
4. That the directors have prepared the annual accounts on a Going Concern Basis.
5. That the directors have laid down internal financial controls are adequate and were operating effectively.
6. That the directors have devised proper system to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Internal Control Systems and their Adequacy**

STL Global Limited has adequate systems of internal control covering all financial and operational activities. The internal control is designed to provide reasonable assurance with regard to maintaining proper accounting controls, protecting assets from unauthorized losses and ensuring reliability of financial and operational information and proper compliance with regulations. The internal control system of the company is monitored and evaluated by the internal auditor and the senior management of the company. In the opinion of the Board, an internal control system adequate to the size of the Company is in place.

## **Subsidiary Companies**

The Company does not have any subsidiary companies at present.

## **Auditors and Auditor's Report**

Pursuant to Section 139 of the Companies Act, 2013, rules made there under, the Board of Directors on the recommendation of the Audit Committee M/s. Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C), Auditors of the Company is appointed in the 20<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 29, 2017 to hold office for a period of five years till the conclusion of 25<sup>th</sup> Annual General Meeting (AGM), subject to ratification of their appointment at every AGM of the Company, this was done as per prevailing law at that time. As per notification issued by Ministry of Corporate Affairs dated May 7, 2018, proviso of sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year has been omitted. However, the resolution passed by the members on September 29, 2017 contains requirement for ratification of appointment of auditors at every AGM. As an abundant caution it is now proposed, to ratify an appointment of Statutory Auditors in the forthcoming 22<sup>nd</sup> Annual General Meeting (AGM). The company had received a confirmation from the Statutory Auditor that their appointment if made, will be within the limits prescribed under the provisions of Section 139 of the companies Act, 2013.

Notes to the accounts referred to in the auditor's report are self explanatory and therefore do not call for any further comments.

## **Cost Audit**

As per the requirement of Central Government and pursuant to Section 148 of the Companies act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, company is not required to carry out audit of cost records.

## **Internal Audit:**

The Board of Directors of the Company has appointed Mr. Naveen Kumar, Chartered Accountant (Membership No. 505899) proprietor of M/s Naveen Brahmanand & Co., Chartered Accountants (FRN:

023923N) as an Internal Auditor of the Company for the F.Y. 2018-19, who has conducted the audit and submits their report on time to time before the Audit Committee and Board including action taken reports on the findings and discrepancies, if any.

**Board Evaluation:**

During the year, Board of the Directors of the Company has made performance evaluation of the Promoter Directors and Independent Directors of the Company. Evaluation was made on the basis of following assessment criteria:

- i) Attendance in Board meeting, active participation in the meeting and giving inputs on time in the minutes.
- ii) Stick to ethical standards and code of conduct of the Company and timely submission of disclosure of interest.
- iii) Interpersonal relationship with other directors and management.
- iv) Active contribution for the benefit of the Company
- v) Compliances with policies. Immediately reporting fraud, violation, statutory matters etc.

The overall performance of the Board and Committees of the Board was found satisfactory.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company sincerely believes that growth needs to be sustainable in a socially relevant manner. Today's business environment especially in India therefore demands that Corporates play a pivotal role in shouldering social responsibility. India's new Companies Act, 2013 has introduced several new provisions which change the face of Indian corporate business. One of such new provisions is Corporate Social Responsibility (CSR).

As per Section 135(1) of the Companies Act, 2013 provides that every company having net worth of Rs. 500 Crore or more, or turnover of Rs. 1,000 Crore or more or a net profit of Rs. 5 Crore or more during any financial year shall constitute a Corporate Social Responsibility ("CSR") Committee. Company has earned a profit more than prescribed limit under section 135(1) of the Companies Act, 2013 and rules provided thereunder as amended from time to time for the year ended on March 31, 2019 and therefore the CSR provisions as per section 135 of the Companies Act, 2013 and rules framed thereunder applicable on the Company.

In accordance with the requirements of Section 135 of Companies Act, 2013, Company has formed Corporate Social Responsibility Committee which comprises Mr. Vishal Aggarwal, Mr. Sanjiv Kumar Aggarwal and Ms. Anjana Mehra, Directors of the Company.

The average net profit of the Company computed as per Section 198 of the Companies Act, 2013 for the purpose of CSR, during the three immediately preceding financial years i.e. in 2018-19, 2017-18 and in 2016-17 as shown in the financial statements was more than Rs. 5 crores as prescribed under section 135(1) of the Companies Act, 2013 and rules provided thereunder as amended from time to time. We further hereby inform you that Profit shown in financial statements mainly due to reversal of Provision of interest created in earlier years. Further company has negative Net Worth, huge accumulated losses and also had Bank's restructured Liability that's why Company had not spent amount on CSR activities during the last year. Further Company is in mode of revival itself and will do CSR in future once the company recovers its accumulated losses.

**Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Expenditure**

Information on Conservation of energy as required to be disclosed under section 134 (3)(m) of the Companies Act 2013, read with Rules 8 of Company (Accounts) Rules, 2014 is provided as under:

## A. Conservation of Energy

During last financial year also the Company has made continuous efforts in order to ensure optimum utilization of fuel and electricity.

a. Energy conservation measures taken:

The Company has been continuously making its best efforts for energy conservation like Energy saving tubes and other 'less electricity consuming' electronic devices are installed in the Plant in a phased manner for this purpose. The Department wise monitoring of energy consumption is regularly conducted in order to save power cost and for optimum utilization of available resources.

b. The relevant data in respect of energy consumption is given below:

### FORM – A

(a) Power and Fuel Consumption	Current Year (2018-19)	Previous Year (2017-18)
Electricity Purchased Units (Nos)	5101135	4812278
Total Cost (Rs.)	40,842,117	37,437,920
Rate per Unit (Rs.)	8.01	7.78
(b) Own Generation- (Through D.G. set)		
Generated Units (Nos)	221760	455718
Diesel Cost (Rs.)	4,216,740	8,366,875
Diesel Cost Per Unit (Rs.)	19.01	18.36

## B. Technology Absorption, Research & Development

The Company is working with best available technology in all of its production activities viz. knitting, dyeing etc. The Company has a full time specialized and dedicated, independent Research & Development department for its production divisions, which regularly provide suggestions for reducing the cost of production and improving quality of products. The present technology is also being updated from time to time as and when required and the company is also taking full advantage of implementation of information technology through the plant-wide network for quicker decision making and faster preventive actions.

## C. Foreign Exchange Earnings and Outgo

Particulars regarding foreign exchange earnings and expenditure, if any are annexed hereto as (**Annexure – III**) and forms part of this Director's Report.

### Cautionary Statement

This director's report contains some forward looking statements which may be identified by use of words like expect, anticipate, believes, intends, projects, plans or other words of similar meaning. These forward looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. Company assumes no responsibility to publicly amend, modify or revise any of the forward looking statement on the basis of any subsequent developments, information or events.

Management is also of the opinion that quarter to quarter performance comparison would not be an ideal way of reviewing the Company's performance in view of the changing transaction dynamics which might result into some of the key assignments getting stretched and the incidence of the revenues may either pass over to next quarter or pushed on to a longer time scale than anticipated.

### Extract of Annual Return

The details forming part of the extract of Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is included in this Report as (**Annexure- IV**) and forms an integral part of this Report.

## **Particulars of Contracts or Arrangements with Related Parties referred to in section 188(1) of the Companies Act, 2013.**

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company had obtained prior approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions.

The policy on materiality of Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company i.e. [www.stl-global.com](http://www.stl-global.com). In compliance with Section 134(3) of the Companies Act, 2013, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are enclosed, in the Form AOC-2, as a part of this report **(Annexure-V)**

### **Corporate Governance**

Your Company believes that Corporate Governance balances the interest of all stakeholders of a company and satisfies the tests of accountability, transparency and fair play. Corporate Governance is the combination of voluntary practices, disclosures and compliance with laws as may be applicable to the company leading to effective control and management of a Company.

The Company's philosophy on Corporate Governance is to operate for the benefit of all its stakeholders, including shareholders, customers, lenders, creditors, employees, government authorities and the community and to conduct its business in a transparent, ethical and fair manner. Your Board of Directors considers itself the trustee of Company's shareholders and always aims at maximizing the shareholders' value and protecting the interest of all other stakeholders.

The report on Corporate Governance is annexed and forms part of this Directors' Report **(Annexure – VI)**.

STL Global Limited has been strictly complying with the requirements of Corporate Governance as stipulated under Regulation 27 and Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The copy of certificate obtained from Statutory Auditor's of the Company dated 30.05.2019 confirming the compliance of the conditions of Corporate Governance by the Company is also attached with this report.

### **Number of Board Meeting**

During the financial year 2018-19, four meetings of the Board of Directors were held, the details of which are given in the Corporate Governance report annexed herewith and forms part of this Director's Report.

### **Formation of various Committees**

Details regarding various committees constituted by the Board of directors are given in the Corporate Governance Report annexed herewith and forms part of this Director's Report.

### **Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

STL Global Limited and its Management has always believed in providing a safe and harassment free workplace for every employee/individual working in the company through various interventions and practices. The company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. Proper awareness programs, whenever required were carried out against sexual harassment. During the year ended 31<sup>st</sup> March, 2019 in the Company no complaints pertaining to sexual harassment was received.

## **SAFETY, HEALTH AND ENVIRONMENT**

### **SAFETY**

The Company believes that safety is an integral part in the efficient business management; hence it has benchmarked its processes to the highest standards of safety. Adequate Controls are made at workstation to safeguard the interest of employees. Prompt and regular efforts with respect to safety, training and

education are your company's commitment to the safety. The employees working on the production floor are required to undergo a mandatory training in their respective department. Also various other efforts are being taken continuously for improving safety at the plant and these efforts include continuous safety trainings with internal & external faculties, on-the-job training for technicians and safety awareness among employees etc.

## HEALTH

The Company has built sufficient infrastructure in order to provide necessary medical care to the employees working at all levels. The medical checkups are also done before recruitment of any new person. A first-aid box is always available in all the departments and normal medical checkups are regularly conducted. The employees are also imparted with health education from time to time. The company is committed to safe and healthy life of its employees.

## ENVIRONMENT

The Company and its management are fully committed to provide a safe and healthy working environment inside the Company as well outside. The Company regularly complies with all rules & regulations regarding protection of the environment of its outside surrounding area. Your Company is also committed to prevent wasteful use of natural resources and to minimize the dangerous impacts of any of its activities e.g. production, development, use & disposal of products and other services on the environment. The Company always ensures that highest standards of environmental management are being maintained. The company regularly participates in plantation activity in the vicinity.

## SHE COMMITTEE

The Company had a SHE Committee (Safety, Health & Environment Committee) that comprises of members from the senior management of Company. The SHE Committee is mainly responsible for ensuring safe and healthy environment within the Company and its neighboring area, and also for complying with all applicable regulatory requirements in this regard.

The Company is also fully committed to make its contribution in the Social and Economic Development of the community located in vicinity of its operations and to provide assistance for improving the quality of their life and optimum utilization of resources.

## Particulars of Employees

**A. The information required under section 197(12) of the Companies act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:**

- Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2019:

S. No.	Name of Director	Designation	Remuneration	Ratio
1.	Mr. Vishal Aggarwal	Managing Director	12 Lakhs	5.40
2.	Mr. Sanjiv Kumar Agarwal	Whole Time Director	9 Lakhs	4.05
3.	Mr. Sanjay Aggarwal*	Non-Executive Independent Director	N.A.	N.A.
4.	Mr. Prakash Swaroop Arya*	Non-Executive Independent Director	N.A.	N.A.
5.	Mrs. Anjana Mehra*	Non-Executive Woman Independent Director	N.A.	N.A.

The Median remuneration of the employees for the Financial Year ending on 31<sup>st</sup> March, 2019 is Rs. 2.22 Lakhs.

\* All the Non-Executive Independent Directors of the Company were not paid any remuneration and were paid only sitting fee for attending the meetings of the Board/Committee of Directors. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: **During the financial year 2018-19 there was increase in the remuneration of Company Secretary (upto 25%)**
3. The percentage increase in the median remuneration of employees in the financial year: **2.80%**
4. The number of permanent employees on the rolls of the Company: **186 Employees**
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **During the last financial year there was increase in the remuneration/salary of the employees (upto 15%) but there was no increase in the managerial remuneration except Company Secretary's remuneration (upto 25%).**
6. The key parameters for any variable component of remuneration availed by the directors: **The Executive Directors have not availed any variable component of remuneration.**
7. Affirmation that the remuneration is as per the remuneration policy of the company: **It is affirmed that the remuneration paid is as per the remuneration policy of the company.**

**B. Top Ten Employees (including Directors) information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 in terms of salary as on 31<sup>st</sup> March, 2019 are given below:**

S. No.	Name of Employees	Designation	Salary per month (In Rs.)
1	Mr. Vishal Aggarwal	Managing Director	1,00,000
2	Mr. Sanjiv Kumar Aggarwal	Whole Time Director	75,000
3	Mr. Sanjay Kumar Gupta	General Manager of Production	75,000
4	Mr. Anil Jodhani	Chief Financial Officer (CFO)	75,000
5	Mr. Pawan Shukla	General Manager of Maintenance	75,000
6	Mr. Praveen Mishra	Dying Manager	60,000
7	Mr. Gajender Singh Chauhan	Personal & HR Manager	50,000
8	Mr. Dilip Kumar Banka	Purchase Manager	46,000
9	Mr. Ajay Kumar Singh	Finishing Incharge	46,000
10	Mr. Pramod Singh	Sr. Marketing Merchant	45,000

**C. The information required under section 197(12) of the Companies act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:**

None of the employee has received remuneration exceeding the limit Rs. 1.20 Crore per annum when employed for full year and Rs. 10 lakhs per month, when employed for a part of the year, as stated in section 197(12) of the Companies act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.

#### **Personnel**

STL Global Limited's Board of Directors and Management once again sincerely acknowledge the devotion of all the employees of the company, who have contributed in the performance & development of the company.

Company treats its employee like its asset. The Company's relations with employees are always cordial, the employees are regularly provided with internal & external trainings and more responsibility is being entrusted to them thereby involving them in day-to-day decision making. The true spirit of trust, commitment, dignity, transparency and opportunity to explore & achieve their dreams gives the employees an encouragement and yearning to perform better.

#### **Acknowledgement & Appreciation**

The company's growth is achieved with the continuous support of all the stakeholders. In today's world no company can grow without the support of their employees. Your directors once again take this opportunity to first of all thank all the employees of the Company for their hard work, dedication, co-operation and support rendered towards the Company.

The board of directors also wants to express its gratitude towards the Company's Bankers, Financial Institutions, Central and State Government Authorities & Officials, Customers, Vendors, Traders, Solicitors, Advisors and to our well wishers for their support and co-operation during the period under review.

And also to you, our dear shareholders, we are extremely grateful for your continuous support and confidence.

#### **For and on behalf of the Board of Directors**

**Sd/-**  
**Vishal Aggarwal**  
**(Chairman & Managing Director)**  
**(DIN: 00226677)**

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

**Date: 12<sup>th</sup> August 2019**  
**Place: Faridabad**

## **ANNEXURES TO DIRECTOR'S REPORT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019**

### **Annexure – I**

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

India's economy is expected to grow 7.3% in the financial year 2018-19 and accelerate to 7.5% in 2019-20, bottoming out from the impact of demonetisation and GST, the World Bank has stated even as it highlighted private investments and exports as the two lagging engines of growth. In its latest India Development Update, the World Bank said India's economy will grow 7.3% in fiscal year 2018-19. The Government's push towards manufacturing sector and digital economy and Make in India initiatives will provide the thrust for fuelling economic growth. The expectation of normal rainfall in 2018 is a further shot in the arm for positive impact on the Agricultural and Manufacturing Sectors. Domestic and Export Garment segment continues to evolve faster in India. Influence of competitively priced private labels in modern trade and e-commerce market places is bringing in new value conscious consumers to the industry. On the other hand, fashion led premium consumer's preferences are switching over to product made from high end fabrics and innovative designs. The market is clearly drawing distinction between the value led and the fashion conscious consumers both in terms of product as well as the channel preferences. GST implementation has helped the organized retailers by reducing influx of cheap alternatives from abroad and domestic unorganized industry.

Continuous Efforts of the Management of your company resulted into 30% increase in topline in textile segment and continuous increased profitability by achieving cost effectiveness has put the company on track of growth after a long difficult era.

#### **Global economic overview**

At the beginning of 2018 the global economy was firing on all cylinders, but it lost speed during the year and the ride could get even bumpier in the year ahead. Slowing external demand, rising borrowing costs, and persistent policy uncertainties are expected to weigh on the outlook for emerging market and developing economies. The upswing in commodity exporters has stagnated, while activity in commodity importers is decelerating. Per capita growth will be insufficient to narrow the income gap with advanced economies in about 35 percent of emerging market and developing economies in 2019, with the share increasing to 60 percent in countries affected by fragility, conflict, and violence. A number of developments could act as a further brake on activity. A sharper tightening in borrowing costs could depress capital inflows and lead to slower growth in many emerging market and developing economies. Past increases in public and private debt could heighten vulnerability to swings in financing conditions and market sentiment. Intensifying trade tensions could result in weaker global growth and disrupt globally interconnected value chains.

#### **Industry Structure and Development:**

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world. The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunities and attract investments worth Rs 800.00 billion (US\$ 11.93 billion) during 2018-2020. As of August 2018, it generated additional investments worth Rs 253.45 billion (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million). The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route. The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent

#### **Opportunities and Threats:**

During the year some of initiatives were taken by the government to further promote the industry are as under:



- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.
- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunity and attract investments worth Rs 80,000 crore (US\$ 11.93 billion) during 2018-2020. As of August 2018 it generated additional investments worth Rs 25,345 crore (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS), scheme is estimated to create employment for 35 lakh people and enable investments worth Rs 95,000 crore (US\$ 14.17 billion) by 2022.
- Integrated Wool Development Programme (IWDP) approved by Government of India to provide support to the wool sector starting from wool rearer to end consumer which aims to enhance the quality and increase the production during 2017-18 and 2019-20.
- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20

### **Indian textile industry challenges**

While China – the world's largest apparel manufacturer and exporter, continues to shed market share in the global trade, India has not been able to capitalize on the opportunity. Instead, a large chunk has been garnered by Bangladesh and Vietnam, the second and the third largest apparel exporting nations globally. While Bangladesh has been the key beneficiary in the EU, Vietnam has maintained growth in its stronghold market of the US. The concerns are heightened by the developments in the international trade including allegations of the US against certain export subsidy schemes in India as well as progress on certain large free trade agreements (FTA) which can materially alter the global trade dynamics. The most prominent amongst these is the Comprehensive and Progressive Trans Pacific Partnership (CP TPP), which is the third largest free trade area in the world by GDP. . By mid-January 2019, the agreement had entered into force between seven of the eleven nations. Even though there is some respite for India considering that the leading apparel importing regions are not yet a part of the CP TPP, any incremental developments on this front could prove to be a potential threat as it could considerably strengthen Vietnam's competitiveness. Another FTA being closely watched is the EU-Vietnam FTA. Conclusion of the FTA can weaken India's competitive positioning in one of the key apparel markets, accounting for ~37% of India's apparel exports in CY2018. This can be corroborated from the fact that Bangladesh, which enjoys a duty-free access to the EU market since 2001 under the Generalized Scheme of Preferences, has been able to expand its market share in EU from less than 7% in 2001 to ~20% at present, while India has been able to barely maintain its share at ~6-7%.

The management of Your Company visualize massive Opportunities in Textile Industry forcing to think about some expansion plans associated with improved and latest technology but the biggest challenge before the management of your company to maintain this marvelous growth passing through the challenges and facing threats in the global Economic scenario discussed above.

## Annexure-I

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

#### **STL GLOBAL LIMITED**

UNIT NO-111 BLOCK NO-1, 1st FLOOR  
TRIBHUWAN COMPLEX, ISHWAR NAGAR

NEW DELHI

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s STL GLOBAL LIMITED (CIN: L51909DL1997PLC088667)** (hereinafter called the company). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. STL GLOBAL LIMITED for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

And hereby certify that the Company has duly made compliance with all the applicable provisions of the above said Acts & Regulations except the constitution of Nomination and Remuneration Committee under Section 178(1) of Companies Act, 2013 due to resignation of one Independent Director.

**Board's Comment:** The Company is under the process of appointing a suitable person for the post of Independent Director of the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with the Stock Exchanges.

***I further report that -***

Keeping in view the nature of activities carried by the company during the period under audit, the following Acts, Rules, Regulations, Guidelines, Standards etc. are not applicable to the company during the audit period-

- i) The Depositories Act, 1996 and thereunder Regulations and Bye-laws framed;
- ii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Borrowings;
- iii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vi) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

***I further report that-***

As informed by the Company, the board of Directors of the Company, the board was duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors.

I further report that during the audit period following are the specific event/actions taken by the Company which have major bearing on the company's affairs in pursuance of the act, rules, regulations , guidelines, standards etc. referred above:-

- i) Members have enabled Creation of Charges by way of hypothecation, mortgage or in any manner on the Assets of the Company, whether Fixed or Current as the Board of Directors may deem necessary to secure money(ies) borrowed by the Company under Section 180(1) (a) of the Companies Act, 2013 .

**For Vijay Mourya & Associates**

**Sd/-  
Vijay Bahadur Mourya  
Proprietor  
CP No. 13053**

Date: 12<sup>th</sup> August, 2019  
Place: Faridabad

Note: This report is to be read with the notes of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**'Annexure A'**

To,  
The Members,  
STL GLOBAL LIMITED  
UNIT NO-111 BLOCK NO-1, FIRST FLOOR  
TRIBHUWAN COMPLEX, ISHWAR NAGAR  
NEW DELHI

Dear Sir/Madam,

My Secretarial Audit Report for the financial year 2018-19 of even date is to be read along with the following notes-

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records, personal records of employee(s) and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Vijay Mourya & Associates**

**Sd/-  
VIJAY BAHADUR MOURYA  
Proprietor  
CP No. 13053**

Date: 12<sup>th</sup> August, 2019  
Place: Faridabad

### **Annexure – III**

Foreign Exchange Earnings and Outgo

(In Rupees)

<b>Particulars</b>	<b>Current Year (2018-19)</b>	<b>Previous Year (2017-18)</b>
(I) Foreign exchange earned (Including export of goods on FOB basis)	Nil	Nil
(II) Foreign exchange used	2,125,022	1,450,422

### **Annexure - IV**

#### **FORM MGT-9**

#### **EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31<sup>st</sup> March 2019

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

#### **I. REGISTRATION AND OTHER DETAILS:**

<b>CIN</b>	:	<b>L51909DL1997PLC088667</b>
<b>Registration Date</b>	:	<b>22/07/1997</b>
<b>Name of the Company</b>	:	<b>STL GLOBAL LIMITED</b>
<b>Category / Sub-Category of the Company</b>	:	<b>COMPANY LIMITED BY SHARE, INDIAN NON-GOVERNMENT COMPANY</b>
<b>Address of the Registered office and contact details</b>	:	<b>UNIT NO.111, BLOCK NO.-1, FIRST FLOOR, TRIBHUWAN COMPLEX, ISHWAR NAGAR, NEW DELHI – 110065 TEL.: 011-26935829, WEBSITE: <a href="http://www.stl-global.com">www.stl-global.com</a>, EMAIL: <a href="mailto:investors@stl-global.com">investors@stl-global.com</a></b>
<b>Whether listed company</b>	:	<b>Yes</b>
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any:</b>	:	<b>LINK INTIME INDIA PRIVATE LIMITED, C-101, 247 PARK, LBS MARG, VIKHROLI WEST, MUMBAI – 400 083, MH, PH# 022- 49186000, FAX# 022- 49186060</b>

#### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

<b>Sl. No.</b>	<b>Name and Description of main products/ services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
<b>1</b>	<b>Processed Dyed &amp; Finished Fabric (Knitted Fabric) Textile</b>	<b>13911</b>	<b>73.12</b>
<b>2</b>	<b>Real Estate</b>	<b>68100</b>	<b>26.88</b>

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	----	---	---	----	---
2	---	---	-----	----	---

#### I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

##### (i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual/HUF	12401555		12401555	45.18	12617911		12617911	45.96	(+) 0.79
b) Central Govt.	---	---	---	---	---	---	---	---	---
c) State Govt.(s)	----	---	---	---	----	---	---	---	---
d) Bodies Corp.	5177879	---	5177879	18.86	5177879	---	5177879	18.86	---
e) Banks / FI	---	---	---	---	---	---	---	---	---
f) Any other	---	---	---	---	---	---	---	---	---
<b>Sub-total(A)(1):</b>	<b>17579434</b>		<b>17579434</b>	<b>64.04</b>	<b>17795790</b>		<b>17795790</b>	<b>64.82</b>	<b>(+) 0.79</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	---	----	---	---	---	----	---	---	----
b) Other – Individuals	---	----	---	---	---	----	---	---	----
c) Bodies Corp.	---	----	---	---	---	----	---	---	----
d) Banks / FI	---	---	---	---	---	---	---	---	---
e) Any other	---	---	---	----	---	---	---	----	---
<b>Sub-total (A)(2):</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>17579434</b>		<b>17579434</b>	<b>64.04</b>	<b>17795790</b>		<b>17795790</b>	<b>64.82</b>	<b>(+) 0.79</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	---	---	---	---	---	---	---	---	---
b) Banks / Financial Institutions	48230	---	48230	0.18	48230	---	48230	0.18	---

c) Central Govt.	---	---	---	---	---	---	---	---	---
d) State Govt.(s)	---	---	---	---	---	---	---	---	---
e)Venture Capital Funds	---	---	---	---	---	---	---	---	---
f)Insurance Companies	---	---	---	---	---	---	---	---	---
g) FIs	---	---	---	---	---	---	---	---	---
h)Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others (specify)	---	---	---	---	---	---	---	---	---
<b>Sub-total (B)(1):</b>	<b>48230</b>	<b>---</b>	<b>48230</b>	<b>0.18</b>	<b>48230</b>	<b>---</b>	<b>48230</b>	<b>0.18</b>	<b>---</b>
<b>(2)Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	696324	1	696325	2.54	505621	1	505622	1.84	(-) 0.69
ii) Overseas	-	---	---	---	-	---	---	---	---
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4522324	500	4522824	16.47	4433934	500	4434434	16.15	(-) 0.32
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3629937	---	3629937	13.22	3479844	---	3479844	12.68	(-) 0.55
NBFC's registered with RBI	----	----	----	----	200	----	200	0.0007	(+) 0.0007
<b>c) Others</b>									
(i)Non Resident Indians	429799	---	429799	1.56	424389	---	424389	1.55	(-) 0.01
(ii) Clearing Members	165234	----	165234	0.60	380106	----	380106	1.38	(+) 0.78
(iii) Hindu Undivided Family	380897	----	380897	1.39	384065	----	384065	1.39	(+) 0.01
<b>Sub-total(B)(2):</b>	<b>9824515</b>	<b>501</b>	<b>9825016</b>	<b>35.79</b>	<b>9608159</b>	<b>501</b>	<b>9608660</b>	<b>35.00</b>	<b>(-) 0.79</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>9872745</b>	<b>501</b>	<b>9873246</b>	<b>35.96</b>	<b>9656389</b>	<b>501</b>	<b>9656890</b>	<b>35.17</b>	<b>(-) 0.79</b>
<b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>27452179</b>	<b>501</b>	<b>27452680</b>	<b>100</b>	<b>27452179</b>	<b>501</b>	<b>27452680</b>	<b>100</b>	<b>---</b>

## (ii) SHAREHOLDING OF PROMOTERS:

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Target Fashion Limited	5177879	18.86	18.40	5177879	18.86	18.40	---
2	Vinod Kumar Aggarwal	3966002	14.45	0.00	4162402	15.16	0.00	(+) 0.71
3	Rita Aggarwal	3825948	13.94	0.00	3936302	14.34	0.00	(+) 0.40
4	Vishal Aggarwal	1246002	4.54	0.00	1246002	4.54	0.00	---
5	Vikas Aggarwal	1246001	4.54	0.00	1246001	4.54	0.00	---
6	Sangeeta Aggarwal	970262	3.53	0.00	1076264	3.92	0.00	(+) 0.39
7	Viniti Aggarwal	950940	3.46	3.46	950940	3.46	3.46	---
8	Payal Aggarwal	196400	0.71	0.00	0	0.00	0.00	(-) 0.71
	<b>Total</b>	<b>17579434</b>	<b>64.04</b>	<b>21.86</b>	<b>17795790</b>	<b>64.82</b>	<b>21.86</b>	<b>(+) 0.79</b>

## (iii) Change in Promoters' Shareholding

Sl. No.	Shareholding of Promoters	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
1.	Vinod Kumar Aggarwal	3966002	14.45	31/07/2018	(+) 196400	Off Market (Gift)		
	At the end of the year						4162402	15.16
2.	Payal Aggarwal	196400	0.71	31/07/2018	(-) 196400	Off Market (Gift)		
	At the end of the year						0	0.00
3.	Sangeeta Aggarwal	970262	3.53	07/12/2018 To 14/12/2018	(+) 106002	Open Market Purchase		
	At the end of the year						1076264	3.92
4.	Rita Aggarwal	3825948	13.94	22/03/2019 To 29/03/2019	(+) 110354	Open Market Purchase		
	At the end of the year						3936302	14.34

## (iv) Shareholding Pattern of Top Ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	(%) of total shares of the company	No. of shares	(%) of total shares of the company
1.	Nirav M Sapani	601778	2.19	651656	2.37
2.	M/s Profitmart Securities Private Limited	150486	0.55	335623	1.22
3.	Anjali Rahul Sanghvi	211579	0.77	219372	0.80
4.	Shardaben Jaswantlal Shah	200262	0.73	214219	0.78
5.	M/s Matalia Stock Broking Private Limited	166128	0.60	165474	0.60
6.	Mrudu Kantilal Vakharia	161170	0.59	161170	0.59



7.	Vicky Praful Sapani	123470	0.45	123470	0.45
8.	Ashish Nanda	122582	0.45	122582	0.45
9.	Madhukar Sheth	105303	0.38	105303	0.38
10.	Suresh Babulal Shah	100000	0.36	100000	0.36
11.	Ramit Rajinder Bhardwaj	217488	0.79	27048	0.10

**Note:** The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

## II. SHAREHOLDING OF DIRECTORS:

Sl. No.	Shareholding of Directors	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
1.	Vishal Aggarwal	1246002	4.54	---	---	---	---	---
	At the end of year						1246002	4.54
2.	S.K. Aggarwal	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL
3.	Prakash Swaroop Arya	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL
4.	Anjana Mehra	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL
5.	Sanjay Aggarwal	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL

## III. INDEBTEDNESS:

**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

(Figure in Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	522,389,579	149,700,000	---	672,089,579
ii) Interest due but not paid	538,801,206	554,373	---	539,355,579
iii) Interest accrued but not due	---	---	---	---
<b>Total (i+ii+iii)</b>	<b>1,061,190,785</b>	<b>150,254,373</b>	<b>---</b>	<b>1,211,445,158</b>
<b>Change in Indebtedness during the financial year</b>				
Addition i) Principal Amount	---	---	---	---
ii) Interest due but not paid	---	---	---	---
Reduction i) Principal Amount	(30,000,000)	(21,200,000)	---	(51,200,000)
ii) Interest due but not paid	---	(121,841)	---	(121,841)
<b>Net Change</b>	<b>(30,000,000)</b>	<b>(21,321,841)</b>	<b>---</b>	<b>(51,321,841)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	492,389,579	128,500,000	---	620,889,579
ii) Interest due but not paid	538,801,206	432,532	---	539,233,738
iii) Interest accrued but not due	---	---	---	---
<b>Total (i+ii+iii)</b>	<b>1,031,190,785</b>	<b>128,932,532</b>	<b>---</b>	<b>1,160,123,317</b>

#### **IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

##### **A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Value in Rupees)

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Vishal Aggarwal	Sanjiv Kumar Aggarwal	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,20,000	5,40,000	<b>12,60,000</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,80,000	3,60,000	<b>8,40,000</b>
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	
2	Stock Option	---	---	
3	Sweat Equity	---	---	
4	Commission	---	---	
	- as % of profit	---	---	
	- others, specify	---	---	
5	Others, please specify	---	---	
	<b>Total (A)</b>	<b>12,00,000</b>	<b>9,00,000</b>	<b>21,00,000</b>

##### **B. REMUNERATION TO OTHER DIRECTORS:**

(Value in Rupees)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		F.C. Gupta	Prakash Swaroop Arya	Anjana Mehra	Sanjay Aggarwal	
	<b>1. Independent Directors</b>					
	Fee for attending board / committee meetings	18,000	8,000	36,000	4,000	66,000
	Commission					
	Others, please specify					
	<b>Total (1)</b>	<b>18,000</b>	<b>8,000</b>	<b>36,000</b>	<b>4,000</b>	<b>66,000</b>
	<b>2. Other Non-Executive Directors</b>	N.A	N.A	N.A		
	Fee for attending board / committee meetings					
	Commission					
	Others, please specify					
	<b>Total (2)</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>		
	<b>Total (B)=(1+2)</b>	<b>18,000</b>	<b>8,000</b>	<b>36,000</b>	<b>4,000</b>	<b>66,000</b>
	<b>Total Managerial Remuneration= (A)+(B)</b>					<b>21,66,000</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	---	3,66,000	9,00,000	12,66,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	---	---	---
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	---	---	---	---
2	Stock Option	---	---	---	---
3	Sweat Equity	---	---	---	---
4	Commission	---	---	---	---
	- as % of profit	---	---	---	---
	- others, specify	---	---	---	---
5	Others, please specify	---	---	---	---
	<b>Total</b>	---	3,66,000	9,00,000	12,66,000

**V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
<b>B. DIRECTORS</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---

**Annexure – V**

**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of Contracts or Arrangements or transactions not at arm's length basis:**

S. No.	Name (s) of the Related Party	Nature of Transaction	Duration of the Transactions	Salient Terms of the Transactions	Justification for Transactions	Date of Approval by the Board	Amount Paid as Advance	Date of Special Resolutions
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**2. Details of Contracts or Arrangements or transactions at arm's length basis:**

S. No.	Name of the Related Party	Nature of Relationship	Nature of Transactions	Duration of the Transactions	Transactions value (Rs. In Lakhs)	Date of Approval by Board	Amount Paid as Advance
1.	Shyam Tex Exports Limited	Related Party	Sale/Job-Work	2018-19	4,254.65	30.05.2018	NIL

## **Annexure – VI**

### **CORPORATE GOVERNANCE REPORT**

#### **Corporate Governance Compliance Report**

In terms of Regulation 34(3) and 53(f) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Corporate Governance Compliance Report is provided hereunder:

#### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

A good corporate governance process aims to achieve balance between shareholders interest and corporate goals by providing long term vision of its business and establishing systems that help the board in understanding and monitoring risk at every stage of the corporate evolution process to enhance the trust and confidence of the stakeholders without compromising with laws and regulations.

The Company is fully committed and determined to adopt best Corporate Governance practices & procedures in all its activities, policies and actions. Your Company's Philosophy on Corporate Governance is to operate for the benefit of all its stakeholders, and to conduct its business in a transparent, ethical and fair manner. Your Company believes in transparency, accountability, empowerment, motivation, respect for law, fair business and good corporate practices. These principles have been continuously followed by the Company since its inception. Your Company also believes that adhering to good corporate governance norms will ultimately leads to generation of goodwill for Company, earning respect from society, bringing about a consistent sustainable growth and also generating competitive returns for the investors. Board of Directors of the Company is committed to develop an environment of fairness, equity and transparency in all its activities with the objective of securing long-term shareholder value, while at the same time respecting the rights of all stakeholders.

The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 regulations as amended from time to time require companies to get shareholders' approval for material related party transactions, establishment of whistle-blower mechanism, establish policy for materiality disclosure, policy for preservation of documents, archival policy, conducted familiarize programs for Independent directors and have at least one women director on their board. The amended norms are aligned with the provisions of the Companies Act, 2013, and aimed to encourage companies to 'adopt best practices on Corporate Governance'.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as leadership and governance of the Company.

#### **1. BOARD OF DIRECTORS**

##### **Composition of Board:**

The Board of Directors of the Company has an optimum combination of Executive Director and Non-Executive Independent Directors, who have in depth knowledge of the business and industry. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Your Company as on 31<sup>st</sup> March, 2019, has five Directors on its Board with one as promoter Managing Director, one as Whole Time Director and three Independent directors involving one woman Independent director. All the Independent Directors have confirmed that they meet the 'Independence' criteria as mentioned under Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also as mentioned under Section 149 of Companies Act, 2013.

##### **Attendance at Board Meetings:**

During the last financial year i.e. 2018-19, Four Meetings of the Board of Directors were held viz. 30<sup>th</sup> May 2018, 13<sup>th</sup> August 2018, 14<sup>th</sup> November 2018 and 13<sup>th</sup> February 2019.

All the Board Meetings were held at the Company's Corporate Office situated at Plot No. 207-208, Sector-58, Faridabad-121004, Haryana. Notices and agenda for Board Meetings are sent well in advance to all the directors of the Company along with relevant information.

The names and categories of the Directors on the Board, their attendance at the Board Meetings and Last Annual General Meeting held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in all companies are given herein below. Other Directorships do not include directorships in Section 25 Companies and Companies incorporated outside India. Chairmanships/Membership of Board Committees include only Audit Committee, Stakeholders Relationship Committee as per Regulation 26(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations. The details of Cessation/Appointment of Directors, if any, also disclosed below:

Sr. No	Name and Designation of the Director	Director Identification Number (DIN)	Category	Number of Board meeting during the F.Y. 2018-19 Director's Attendance		Directorships in other Public Companies including this Public Company	Membership/Chairmanship of Committees in other Public Companies including STL GLOBAL LIMITED		Attendance at the A.G.M Held on 29 <sup>th</sup> September 2018	Cessation/ Appointment (if any)
				Held	Attended		Chairman	Membership		
1	Mr. Vishal Aggarwal (Chairman & Managing Director)	00226677	PD	4	4	2	0	2	Present	NA
2	Mr. Sanjiv Kumar Aggarwal (Whole Time Director)	00227251	WTD	4	4	1	0	1	Present	NA
3	Mr. Faquir Chand Gupta (Director)	00420271	NEI	4	4	1	1	1	Absent	Cessation w.e.f. 13 <sup>th</sup> February, 2019
4	Ms. Anjana Mehra (Director)	07071868	WD, NEI	4	4	1	1	2	Present	NA
5	Mr. Prakash Swaroop Arya (Director)	07799593	NEI	4	3	1	0	0	Absent	Cessation w.e.f. 30 <sup>th</sup> May, 2019
6	Mr. Sanjay Aggarwal (Director)	00774040	NEI	N.A.	N.A.	1	1	1	N.A.	Appointment w.e.f. 13 <sup>th</sup> February, 2019

**PD:** Promoter Director, **WD:** Woman Director, **ED:** Executive Director, **NEI:** Non Executive Independent Director, **WTD:** Whole Time Director, **NA:** Not Applicable

#### Independent Directors:

The company abided by definition of Independent as per Regulation 17 of the SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015 and according to the provision of Section 149 (6) of the Companies Act, 2013. The Board of the STL Global Limited has an optimum number of Independent Directors, as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the Provision of Section 149 (6) of the Companies Act, 2013. All the independent directors are persons of integrity and possess relevant expertise and experience in the Industry and are not related to promoters, or directors in the Company, its holding, subsidiary or associate Company. Independent Directors fulfill all the conditions for being Independent to the Company, as stipulated under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The maximum tenure of Independent Directors is determined in accordance with the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, from time to time. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

The performance evaluation of Independent Directors shall be done by the Board of Directors of the company. As required under Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Independent Directors held their separate meeting on 30<sup>th</sup> March, 2019 for the financial year 2018-19, inter alia, to

- a) Review the performance of non-independent Directors and the Board as a whole;
- b) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further, in compliance with under Regulation 25(7) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has familiarization programme to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operations in depth and contribute significantly to the growth of the Company. A policy related to it shall be uploaded on the company's website i.e. www.stl-global.com.

### Performance Evaluation:

One of the key functions of the Board is to monitor and review the board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/ non-executive/ independent directors through a peer- evaluation excluding the director being evaluated through a survey. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy and the effectiveness of the whole Board.

### Notes on Directors appointment/ re-appointment

Mr. Sanjiv Kumar Agarwal, Whole Time Director of the Company is retiring by rotation at the forthcoming 22<sup>nd</sup> Annual General Meeting and being eligible, he offers himself for re-appointment. Details regarding age, qualification & experience etc. of Mr. Sanjiv Kumar Agarwal, Whole Time Director of the Company is already given in the annexure forming part of the notice convening 22<sup>nd</sup> Annual General Meeting of the Company.

## 2. COMMITTEES

### (A) AUDIT COMMITTEE

The Company has an Audit Committee in compliance with the provision of section 177 of chapter XII of Companies Act, 2013 and as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee comprises of 2 Non Executive Independent Directors and 1 Promoter Executive Director. Mr. Faquir Chand Gupta, Non- Executive Independent Director was the Chairman of the Audit Committee in the last year. He was resigned from the Company w.e.f. 15<sup>th</sup> February, 2019 and in place of him board has selected Mr. Sanjay Aggarwal as Chairman of the Audit Committee. Five meetings of Audit Committee were held during the year 2018-19 on the following dates:

1. 30<sup>th</sup> April 2018
2. 30<sup>th</sup> May 2018
3. 13<sup>th</sup> August 2018
4. 14<sup>th</sup> November 2018
5. 13<sup>th</sup> February 2019

Details of meetings attended by its members till 31<sup>st</sup> March, 2019 are given below:

S. No.	Name of Members	Category	No. of meetings held	No. of meetings attended
1	Mr. F.C. Gupta*	Chairman	5	5
2	Mr. Sanjay Aggarwal**	Chairman	N.A.	N.A.
3	Mr. Vishal Aggarwal	Member	5	5
4	Ms. Anjana Mehra	Member	5	5

\*Ceased to be director of the Company w.e.f. 15<sup>th</sup> February, 2019

\*\* Appointed director of the Company w.e.f. 13<sup>th</sup> February, 2019

The Committee also invites such of the other Directors, Executives or Auditors as it considers appropriate to be present at the meeting. The Company Secretary/ Compliance Officer acts as the secretary to the Committee. Minutes of each Audit Committee meeting are placed before, and when considered appropriate, are discussed in the meeting of the Board. The Audit Committee, inter-alia, reviews the adequacy of the internal control functions, and reviews the Internal Audit reports including those related to Internal Control weaknesses, if any. The Audit Committee is provided with necessary assistance and information to carry out their functions effectively.

**Powers and Terms of Reference of the Committee:**

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee’s purpose is to oversee the accounting and financial reporting process of the Company, the audit of the Company’s financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors, review the related party transactions on a quarterly basis and the Company’s risk management policies. The Committee, inter -alia, performs the following functions:

1	Overseeing of the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2	Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and other auditors, if required and the fixation of audit fees.
3	Approval of payment to statutory auditors for any other services rendered by them.
4	Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
	a. Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of Section 134 (5) of the Companies Act, 2013.
	b. Changes, if any, in accounting policies and practices and reasons for the same.
	c. Major accounting entries involving estimates based on the exercise of judgment by management.
	d. Significant adjustments made in the financial statements arising out of audit findings.
	e. Compliance with listing and other legal requirements relating to financial statements.
	f. Disclosure of any related party transactions and review the same on quarterly basis.
	g. Qualifications in the draft audit report.
5	Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6	Reviewing, with the management, the statement of uses / application of funds as and when raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7	Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8	Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9	Discussion with internal auditors on any significant findings and follow up thereon.
10	Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.



11	Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12	To look into the reasons for substantial defaults if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13	To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14	Carrying out any other function as is assigned to the Audit Committee.

## **(B) NOMINATION AND REMUNERATION COMMITTEE**

STL Global Limited complies with the provisions relating to the Nomination and Remuneration Committee in terms of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013. As on 31.03.2019, the Nomination and Remuneration Committee consists of three Non-Executive Directors. Mrs. Anjana Mehra, the Chairperson of the Nomination and Remuneration Committee is a Woman Independent Director, Mr. Sanjay Aggarwal and Mr. Prakash Swaroop Arya member of the Nomination and Remuneration Committee both are independent Director.

The Company Secretary of the Company acts as the Secretary to the Committee.

### **Terms of Reference**

The terms of reference of Nomination and Remuneration Committee are briefly described below:

- a. It shall identify persons who are qualified to become directors and persons, who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every directors performance.
- b. It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- c. It shall, while formulating the remuneration policy ensure that-
  - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
  - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

### **Nomination and Remuneration Policy**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors. A Policy related to it also uploaded on company's website i.e. [www.stl-global.com](http://www.stl-global.com).

Details of number of meetings and attendance by the members of Nomination & Remuneration Committee on 31<sup>st</sup> March, 2019 are given below:

Sr. No.	Name of Members	Category	No. of meetings held	No. of meetings attended
1.	Ms. Anjana Mehra	Chairperson	2	2
2.	Mr. F.C. Gupta*	Member	1	0
3.	Mr. Prakash Swaroop Arya**	Member	2	1
4.	Mr. Sanjay Aggarwal***	Member	1	1

\*Ceased to be director of the Company w.e.f. 15<sup>th</sup> February, 2019

\*\*Ceased to be director of the Company w.e.f. 30<sup>th</sup> May, 2019

\*\*\* Appointed director of the Company w.e.f. 13<sup>th</sup> February, 2019

### Remuneration paid to Directors

The Company benefits from the professional expertise and invaluable experience of the Independent Directors in their individual capacity as competent professionals/business executives in achieving corporate excellence. The Company has not granted any stock options to any of its Non-Executive Directors.

During the financial year 2018-19, only sitting fees for attending board or committee meetings was paid to the non-executive directors and the details are as follows:

#### a) Non- executive Directors:

Sr. No.	Name of Director	Sitting Fees paid (In Rs.)	No. of shares held (Face Value Rs.10/- each)
1.	Mr. Prakash Swaroop Arya	8000	NIL
2.	Mr. F. C. Gupta	18000	NIL
3.	Ms. Anjana Mehra	36000	NIL
4.	Mr. Sanjay Aggarwal	4000	NIL

#### b) Executive Directors:

Sr. No.	Name of Director	Salary, Perquisites, Allowances and Commission paid (Rs.)	No. of Shares held (excluding Stock Option)
1.	Mr. Vishal Aggarwal (Managing Director)	1,00, 000 P.M.	1246002
2.	Mr. Sanjiv Kumar Aggarwal (Whole Time Director)	75, 000 P.M.	NIL

### (C). Shareholder Committees

There are Two Shareholders Committees in the Company viz.

- (i) Share Transfer Committee and
- (ii) Stakeholders' Relationship Committee.

Following are the details of these committees:

#### 1.) Share Transfer Committee

S. No.	Name of the Member	Category	Designation
1.	Mr. Vishal Aggarwal	Chairperson	Chairman & Managing Director
2.	Mr. S. K. Aggarwal	Member	Whole Time Director
3.	Ms. Anjana Mehra	Member	Non-Executive Independent Woman Director

The main terms of reference of Share Transfer Committee cover the following matters:

- a) Approval of Transfer/Transmission of Shares.
- b) Issue of duplicate share certificates.
- c) Review of Shares dematerialized / rematerialized and other related matters.
- d) Performance appraisal of the Registrar and Transfer Agents of the company with regard to handling of Transfer Requests.
- e) Share Transfer Committee meets as and when required in the above matters.

## 2.) STAKEHOLDERS' RELATIONSHIP COMMITTEE

STL Global Limited has constituted the Stakeholders' Relationship Committee as per the provisions of section 178 of Companies Act, 2013 and as per the Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Chairperson of the Committee shall be a Non-Executive Independent Director and it shall comprise of such other members as may be decided by the Board Directors from time to time.

The composition of Stakeholders' Relationship Committee as on 31<sup>st</sup> March, 2019 comprises of Ms. Anjana Mehra as Chairperson, Mr. Vishal Aggarwal and Mr. Sanjiv Kumar Aggarwal as Members. The Company Secretary / Compliance Officer of the Company shall act as the Secretary of the Committee.

The meetings of the Stakeholders' Relationship Committee were held Four times during the year on 08<sup>th</sup> May, 2018, 01<sup>st</sup> August, 2018, 01<sup>st</sup> November, 2018 and 09<sup>th</sup> February, 2019.

Details of meetings attended by its members are given below:

Sr. No.	Name of Members	No. of meetings held	No of meetings attended
1.	Ms. Anjana Mehra	4	4
2.	Mr. Vishal Aggarwal	4	4
3.	Mr. Sanjiv Kumar Aggarwal	4	4

## ROLE of the STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee is entrusted with the responsibility to resolve the grievances of security holders. The Committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors. The broad terms of reference of the Committee are as under:

- To specifically look into complaints received from the shareholders of the Company.
- To oversee the performance of the Registrar and Transfer Agent of the company.
- To recommend measures for overall improvement in the quality of services to the investors.

### Details of Complaints from Shareholders:

No. of complaints remaining unresolved at the beginning of the year	: 0
No. of complaints received during the year	: 2
No. of complaints resolved during the year	: 2
No. of complaints unresolved at the end of the year	: 0

### Name and Designation of Compliance Officer:

Mr. Manil Kr. Nagar, Compliance Officer

### (D). General Committee

The board of directors of the Company has also constituted a "General Committee" comprising of three directors i.e.

S. No.	Name of the Member	Category	Designation
1.	Mr. Vishal Aggarwal	Chairperson	Chairman & Managing Director
2.	Mr. S. K. Aggarwal	Member	Whole Time Director
3.	Ms. Anjana Mehra	Member	Independent Woman Director

The General Committee is mainly responsible for day to day smooth functioning of various business activities and quick decision making in urgent matters. Presence of at least two of the above directors is necessary to constitute the requisite quorum for the meetings of general committee. The general committee is empowered to exercise the following powers & functions: -

- Make long term contracts with any reputed supplier of raw materials, chemicals & components etc.
- Appointment of technical and non technical staff.
- Purchase of any equipment, machinery or any replacement thereof.
- Deal with all technical problems involved in the production and maintenance of the plant.
- Taking accommodation on lease or rent.
- Making Capital Expenditure on behalf of the company not exceeding Rs 5,00,00,000/- (Rupees Five Crores only).
- Investment of funds of the Company in any venture up to Rs. 1,00,00,000/- (Rupees One Crores Only).
- Opening of Bank Accounts.
- Operation of Bank Accounts.
- Execution of authorization on behalf of Company.
- Delegation of administrative Duties to Staff.
- Calling Extra Ordinary General Meetings.
- Execution of custom house documents.
- Dealing with Central/State Government Authorities or local bodies.
- Obtaining license from Central Government or State Government.
- Availing loan facilities from Bankers & Financial Institutions within the limits given to the Board by shareholders of the Company by passing special resolution under section 180(1) (c) of the Companies Act 2013.
- To mortgage and/or to create first/second charge as security for term loans/financial assistance granted by Financial Institutions/ Banks in addition to the mortgages/charge created/ to be created by the company, in favor of any banks, financial institutions, bodies corporate.
- Appoint Lead managers, Legal advisors, Co-managers, Bankers, Trustees, Underwriters, Collection agents, etc in case company plans for public issue of its shares.
- Negotiation of Outstanding Dues with Bankers.

The General Committee meetings are held at regular intervals as and when required in the above matters. Minutes of the meetings of General Committee are regularly placed before the board for its consideration and approval.

#### **Investor Services**

**Link Intime India Private Limited** is acting as the Registrar and Share Transfer Agents (RTAs) of the Company since the time of listing. Link Intime India Private Limited is having adequate infrastructure and

VSAT connectivity with both the depositories (NSDL & CDSL), which facilitate prompt and better services to the shareholders of the Company.

**Name and Address of Compliance Officer**

Mr. Manil Kr. Nagar,  
 Company Secretary and Compliance Officer  
 STL Global Limited  
 Corp. Office: Plot No. 207-208, Sector-58,  
 Faridabad-121004, Haryana.  
 Contact No. 91-129-4275900-30, Fax No. 91-129-4275999  
 E-mail – [investors@stl-global.com](mailto:investors@stl-global.com) , [manilnagar@stl-global.com](mailto:manilnagar@stl-global.com)

**3. GENERAL BODY MEETINGS**

a) Location, time and date where last three Annual General Meetings / Extra Ordinary General Meetings/Postal Ballot were held are given below:

Financial Year	Date and Time	Venue of Meeting
2017-18	AGM – 29 <sup>th</sup> September, 2018 at 10:00 A.M.	Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044
2016-17	AGM – 29 <sup>th</sup> September, 2017 at 10.00 A.M.	Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, Mathura Road, New Delhi-110044
2015-16	AGM – 30 <sup>th</sup> September, 2016 at 10.00 A.M.	Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, Mathura Road, New Delhi-110044

b) In the last three AGMs/EGMs, following Special Resolutions were passed:

Meetings held on	Special Resolution passed
AGM – 29 <sup>th</sup> September, 2018	• No Special Resolution Passed
AGM - 29 <sup>th</sup> September, 2017	• Re-Appointment of Mr. Vishal Aggarwal as Managing Director
AGM - 30 <sup>th</sup> September, 2016	• Service of documents under Section 20 and other applicable provisions, if any, of the Companies Act, 2013

c) Details of Extra-ordinary General Meetings held during the year 2018-19

S. N.	Date	Location of Meeting	Time	No. of Special Resolutions passed
N. A.	N. A.	N. A.	N. A.	N. A.

During the last financial year ended on 31<sup>st</sup> March 2019 no Extra-Ordinary General Meeting of the Company was held.

#### **d) Postal Ballot**

During the financial year 2018-19, Company has not passed any resolution through postal ballot.

At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

#### **SEBI Complaints Redress System (SCORES)**

SEBI vide circular dated 3<sup>rd</sup> June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are:

Centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

#### **DISCLOSURES**

##### **a) Compliance with Governance Framework**

The Company is following all mandatory requirements as per Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The shareholders are already aware that the shares of the company are listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), Mumbai. The Company is regularly complying with the requirements since the very first day of listing. The company has also obtained a Certificate from its statutory auditors regarding compliance of the conditions of Corporate Governance as stipulated in Schedule-V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same is also attached herewith and forms part of this director's report.

##### **b) Disclosure on materiality significant Related Party Transactions**

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company had obtained prior approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions. Details of transactions entered with related parties are disclosed in the notes forming part of Financial Statements annexed herewith.

The policy related to Related Party Transaction has been uploaded on the website of the company i.e. [www.stl-global.com](http://www.stl-global.com).

##### **c) Details on non-compliance by the Company, penalties and strictures imposed on the company by stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years**

STL Global Limited has complied with all requirements of the stock exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

##### **d) Whistle Blower Policy**

STL Global Limited pursuant to Section 177(9) & (10) of Companies Act, 2013 and Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has formulated Whistle Blower Policy for Directors and employees of the Company, to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Further, the Company affirms that no personnel have been denied access to Audit Committee on any issue related thereto. The Whistle Blower policy may be accessed on the Company's website i.e. [www.stl-global.com](http://www.stl-global.com).

##### **e) Disclosure of Accounting Treatment**

The Company follows Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India which are issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

**f) Risk Management**

The Company is well aware of risks associated with its business operations and various projects under execution. Comprehensively risk management system is being put in place involving classification of risk, adoption of risk mitigation measures and a strong mechanism to deal with potential risks and situation leading to rise of risks in an effective manner.

Senior persons of the Management conversant with risk management systems have been entrusted with the said task with a brief to implement the risk management.

**g) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.**

The Company has not made any capital issue and issue of Equity Shares under the Company's Employee Stock Option Scheme (ESOS) during the year and hence not received any proceeds there from.

**h) Implementation of Compliance Management System**

The Company has in place a well-structured Legal Compliance Management System to monitor periodical compliances on regular basis and Review Reports are discussed at the Audit Committee meetings and Board Meetings.

**4. Means of Communication**

- a. Quarterly, Half Yearly & Annually Results:** Quarterly Half Yearly & Annually Results are published in two newspapers, one in the English language i.e. Mint and the other in the vernacular language i.e. Veer Arjun, circulating in the place where the registered office of the Company is situated. These financial results and quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also uploaded on the Company's website [www.stl-global.com](http://www.stl-global.com).
- b. News Release Presentations:** Official news releases are displayed on the Company's website.
- c. Website:** The Company's website [www.stl-global.com](http://www.stl-global.com) makes online announcements of Board Meeting dates, results of the meetings, quarterly financial results, announcement of the date of Annual General Meeting, changes in Directors and other announcements. The website also provides quarterly shareholding pattern. Copies of Notices and Annual Reports sent to Shareholders are also available on the website. The website [www.stl-global.com](http://www.stl-global.com) gives information about the company and the products offered by it.
- d. Annual Report:** Annual Report containing inter alia Audited Annual Accounts, Directors Report, Auditors Report, Corporate Governance Report along with Management Discussion & Analysis Report are circulated to all the members and others entitled thereto.
- e. E-mail:** [investors@stl-global.com](mailto:investors@stl-global.com) mail id has been formed exclusively for investor servicing.

**5. General Shareholder Information**

**A.**

a)	<b>22<sup>nd</sup> Annual General Meeting</b>	Date: 30 <sup>th</sup> September, 2019 Time: 10:00 A.M.
b)	<b>Venue</b>	Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044
c)	<b>Date of Book Closure</b>	24 <sup>th</sup> September, 2019 to 30 <sup>th</sup> September, 2019
d)	<b>Dividend payment date</b>	N.A.
e)	<b>Listing on Stock Exchanges</b>	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)
f)	<b>Demat ISIN Number For CDSL and NSDL</b>	INE353H01010

## B. Financial Calendar (Year 2019-20)

(Tentative and subject to change)

Period	: Approval of Quarterly Results
For the 1 <sup>st</sup> quarter ending on 30.06.2019	: On or before 14 <sup>th</sup> of August, 2019
For the 2 <sup>nd</sup> quarter & half year ending on 30.09.2019	: On or before 14 <sup>th</sup> of November, 2019
For the 3 <sup>rd</sup> quarter ending on 31.12.2019	: On or before 14 <sup>th</sup> of February, 2020
For the 4 <sup>th</sup> quarter & year ending on 31.03.2020	: On or before 30 <sup>th</sup> of May, 2020
For Annual General Meeting	: On or before 30 <sup>th</sup> September, 2020

## C. Listing on Stock Exchanges:

(a) At Present the Equity Shares of the Company are listed on the following Stock Exchanges:

1.) **BSE Limited (BSE)**

25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400 001, MH

2.) **National Stock Exchange of India Limited (NSE)**

"Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051, MH

The Listing Fee for the year 2019-20, has already been paid to the above Stock Exchanges.

(b) Depositories:

1. **National Securities Depository Limited (NSDL)**

4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, MH

2. **Central Depository Services (India) Limited (CDSL)**

Marathon Futurex, A-Wing, 25<sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai – 400 013, MH

The Annual Custodial Fees for the year 2019-20 have also been paid to the above-mentioned depositories.

## D. Stock Code:

- |   |                 |
|---|-----------------|
| 1. BSE Limited (BSE)                              | : <b>532730</b> |
| 2. National Stock Exchange of India Limited (NSE) | : <b>SGL</b>    |

## E. Market Price Data (for the Financial Year 2018-19)

The shares of the Company are listed at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Market Price data showing monthly high and low prices of equity shares of the Company at BSE and NSE for the year 2018-19 is as follows:

MONTH	BSE Limited (BSE) (In Rs. Per share)		National Stock Exchange of India Limited (NSE) (In Rs. Per share)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April, 2018	18.30	15.70	18.25	15.10
May, 2018	16.60	13.50	16.55	13.60
June, 2018	15.00	10.75	15.20	10.50
July, 2018	11.80	07.65	11.90	07.80
August, 2018	11.95	08.00	11.90	08.00
September, 2018	12.50	08.60	12.65	08.70
October, 2018	11.95	10.50	11.70	10.30
November, 2018	11.40	08.00	11.00	07.85
December, 2018	09.00	07.65	08.70	07.75
January, 2019	08.70	07.15	08.70	07.20
February, 2019	07.65	05.60	07.60	05.55
March, 2019	07.00	05.50	07.00	05.35



## F. Registrar and Transfer Agents

M/s Link Intime India Private Limited continues to be the Registrar and Share Transfer Agents (RTA) of the Company for both physical and Demat Shares and the address of their Mumbai & Delhi offices is given below:

### Link Intime India Private Limited (Mumbai)

C-101, 247 Park, LBS Marg,  
Vikhroli West, Mumbai – 400 083, MH

### Contact Person

Ms. Maheswari Patil

### Link Intime India Private Limited (Delhi)

Noble Heights, First Floor, Plot NH-2,  
C-1 Block LSC, Near Savitri Market,  
Janakpuri, New Delhi-110058

### Contact Person

Mr. Bharat Bhushan

## G. Share Transfer System:

The share transfer requests are received and processed by the Registrar and Share Transfer Agents (RTA) i.e. Link Intime India Private Limited and are approved by the Share Transfer Committee of the company, which normally meets at regular intervals depending on the volume of share transfers.

The Company has been regularly complying with the provisions of Regulation 7(3) and 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and a Compliance Certificate Duly signed by Company Secretary and Compliance Officer of the Company and by the Authorized Representative of our RTA i.e. Link Intime India Private Limited as per Regulation 7(3) and Certificate from a Company Secretary-in-Practice for due compliance of the share transfer formalities as per Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is being forwarded to NSE and BSE on half yearly basis within 30 days from the end of each half year as per the provisions of said regulations.

## Shareholding Pattern as on 31<sup>st</sup> March 2019

S. NO.	Category	No. of Shares	% of total
1.	<b>Promoters Holding</b>		
	Promoters	17795790	64.82
2.	<b>Institutional Investors</b>		
	Mutual Funds & UTI	0	0.00
	Banks/ FIs /FIIIs/ Insurance Co.	48230	0.18
	NBFCs registered with RBI	200	0.0007
3.	<b>Others</b>		
	Hindu Undivided Family	384065	1.40
	Bodies Corporate	505622	1.84
	Indian Public	7914278	28.83
	NRIs	424389	1.55
	Clearing Member	380106	1.38
	<b>TOTAL</b>	<b>27452680</b>	<b>100</b>

## Distribution of Shareholding as on 31<sup>st</sup> March 2019

Number of Shares Category	Number of Shareholders		Equity Shares held in each category	
	Holders	% of Total	Total Shares	% of Total
1 to 500	6618	74.15	1199270	4.37
501 to 1000	1075	12.05	875915	3.19
1001 to 2000	626	7.01	922349	3.36
2001 to 3000	213	2.39	529161	1.93
3001 to 4000	88	0.99	319271	1.16
4001 to 5000	79	0.89	371885	1.35
5001 to 10000	98	1.09	742726	2.71
10001 and above	128	1.43	22492103	81.93
<b>Total</b>	<b>8925</b>	<b>100.00</b>	<b>27452680</b>	<b>100.00</b>

### Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As at 31<sup>st</sup> March 2019 only 501 equity shares out of total 27452680 equity shares were held in physical form and the remaining 27452179 equity shares were held in dematerialized form.

The Company's shares are regularly traded on BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE).

**Outstanding ADRs, GDRs, warrants or any convertible instruments, conversion date and impact on equity:** No ADRs or GDRs, or any other convertible instruments were outstanding for conversion as on 31<sup>st</sup> March, 2019.

### Plant Location

Company's production activities at present are running on Plant located at Plot No. 207-208, Sector-58, Faridabad – 121004, Haryana (India).

### Address for Correspondence:

#### STL Global Limited

Corp. Office: Plot No. 207-208, Sector-58,

Faridabad–121004, Haryana

Tel No. 91-129-4275900-30; Fax No. 91-129-4275999

E-mail – [investors@stl-global.com](mailto:investors@stl-global.com), [manilnagar@stl-global.com](mailto:manilnagar@stl-global.com)

### Certificate on Corporate Governance

STL Global Limited has taken adequate steps to adhere to all the stipulations laid down as per clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations.

A Report on Corporate Governance is included as a part of this Annual Report. Certificate from the Chartered Accountants M/s Vishnu Aggarwal Associates confirming the compliance with the conditions of Corporate Governance is included as **Annexure – A** of this Report.

## **Code of Conduct**

STL Global Limited has laid down a Code of Corporate Governance & Conduct for all its Board Members and Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct. The said code has been posted on the company's website i.e. [www.stl-global.com](http://www.stl-global.com). Declaration for Code of Conduct is given in Board's Report as per **Annexure – B**.

### **Code of conduct for Prevention of Insider Trading:**

The Company has established a code of conduct for Prevention of Insider Trading. The necessary preventive actions, including closure of trading window around the time of any price sensitive events information are taken care. In pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019 the Company has adopted revised Insider Trading Code. The Code provides framework for dealing with the securities of Company in mandated manner.

The detailed policy and above mentioned Insider Trading -Code of Conduct can be accessed on the Company's website at [www.stl-global.com](http://www.stl-global.com).

### **Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practising Company Secretary (PCS) carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the Report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The Audit, inter alia, confirms that the listed and paid up capital of the company with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

The Company also sends a 'Reconciliation of Share Capital Audit Report' obtained from a Company Secretary-in-Practice for reconciliation of share capital & dematerialization of the shares of the Company pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 as amended from time to time to the Stock Exchanges i.e. BSE and NSE where equity shares of the company are listed within 30 days from the end of each quarter.

### **CEO/CFO Certification**

The Chairman & Managing Director and the Chief Financial Officer (CFO) of the Company have already furnished the requisite Certificate to the Board of Directors pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The said certificate is also attached herewith and forms part of this director's report as **Annexure - C**.

### **Certificate from Company Secretary in Practice**

A certificate has been received from Mr. Vijay Mourya, a Practising Company Secretary, Proprietor of M/s Vijay Mourya & Associates (CP NO. 13053), that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority as **Annexure – D**.

### **Green initiative in the Corporate Governance:**

The Ministry of Corporate Affairs (MCA) vide its General Circular No. 18/2011 dated 29<sup>th</sup> April 2011 has clarified that as a measure of "Green Initiative in Corporate Governance" it will be in compliance, if the Annual Report (i.e. documents listed in section 136 of the Companies Act, 2013) is sent through e-mail. A recent amendment to the listing agreement with the Stock Exchanges now permits Company to send soft copies of the Annual Report to all those shareholders who have registered email address for the purpose.

However, we are not having the E-mail IDs of all the shareholders with us, and accordingly we are proposing to send the physical copy of 22<sup>nd</sup> Annual Report to the shareholders whose Email IDs are not available with us. In case the shareholders desire to receive the documents mentioned above in electronic form, they are requested to register their E-mail ID with their Depository Participant (only in case of Demat account holders) or send an email to [investors@stl-global.com](mailto:investors@stl-global.com) giving details like Name and Folio No. (In case of physical shares) so that the above-referred documents can be sent to them electronically in future.

The board is sure that you appreciate the Green Initiative that has been undertaken by MCA and hope that you will support your Company's desire to participate in it.

### **INTER-SE RELATIONSHIP IN DIRECTORS**

**(As on 12.08.2019)**

The following table contains the details of inter-se-relationships between the directors of the Company, as required to be disclosed in accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

<b>S. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Inter-se Relationship</b>
1.	Mr. Vishal Aggarwal	Chairman & Managing Director	No Relationship
2.	Mr. Sanjiv Kumar Agarwal	Whole Time Director	No Relationship
3.	Ms. Anjana Mehra	Independent Woman Director	No Relationship
4.	Mr. Sanjay Aggarwal	Independent Director	No Relationship

### **NON-MANDATORY REQUIREMENTS**

#### 1) CHAIRMAN OF THE BOARD

The Company is having an Executive Chairman on the board; hence the requirement relating to reimbursement of expenses to non-executive Chairman does not arise.

#### 2) SHAREHOLDER RIGHTS

The financial performance of the Company is well published and also displayed on the Company's website in the form of quarterly/half-yearly/annual financial results. In view of this, individual communication of quarterly/half-yearly/annual financial results is not sent to the shareholders separately.

#### 3) AUDIT QUALIFICATIONS

The Auditor's Report on annual accounts of the Company for the financial year ended on 31<sup>st</sup> March 2019 does not contain any qualifications or adverse remarks.

**Annexure - A****AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members,

**STL GLOBAL LIMITED**

We have examined the compliance of conditions of Corporate Governance by M/s STL Global Limited, for the year ended on 31<sup>st</sup> March 2019, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we hereby certify that the Company has complied with the requirements & conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Vishnu Aggarwal Associates  
(Chartered Accountants)

Sd/-  
Vishnu Aggarwal  
(Proprietor)  
(Mem. No.086573)

Place: Delhi

Date: 30<sup>th</sup> May, 2019

**Annexure - B****DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as per Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2019.

Sd/-  
Vishal Aggarwal  
Chairman & Managing Director  
(DIN: 00226677)

Place: Faridabad

Date: 30<sup>th</sup> May, 2019

**Annexure - C**

To

**The Board of Directors  
STL Global Limited,  
Regd. Office: Unit No.111, Block No. 1,  
First Floor, Tribhuwan Complex,  
Ishwar Nagar, New Delhi-110065**

**CERTIFICATION BY**

**CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO)**

**(Pursuant to Reg. 17(8) of SEBI (LODR) Regulations, 2015)**

We have reviewed the financial statements and the cash flow statements for the financial year ended on 31<sup>st</sup> March, 2019 and to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are to the best of our knowledge and belief, no transactions entered in to by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct;
4. We accept the responsibility for establishing and maintaining Internal Controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of Internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;
5. We further certify that:
  - (a) There have been no significant changes in internal control during this year;
  - (b) There have been no significant changes in accounting policies during this year and that the same has been disclosed in the notes to the financial statements; and
  - (c) There have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control systems.

**Sd/-  
Vishal Aggarwal  
(Chairman & Managing Director)  
(DIN: 00226677)**

**Sd/-  
Anil Jodhani  
(Chief Financial Officer)**

**Place : Faridabad  
Date : 30<sup>th</sup> May, 2019**

**Annexure – D**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

**The Members of**

**STL Global Limited**

**Unit No. 111, Block No. 1,**

**First Floor, Tribhuwan Complex,**

**Ishwar Nagar, New Delhi-110065**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s STL Global Limited** having CIN **L51909DL1997PLC088667** and having registered office at **Unit No. 111, Block No. 1, First Floor, Tribhuwan Complex, Ishwar Nagar New Delhi-110065** and (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Faridabad

Date: 30<sup>th</sup> May, 2019

Sd/-  
(ACS Vijay Bahadur)  
Vijay Mourya & Associates  
Membership No.: 34508  
CP No.: 13053

## Independent Auditor's Report

To the Members of STL GLOBAL LIMITED

Report on the Audit of the Financial statements

### Opinion

We have audited the accompanying financial statements of STL GLOBAL LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit & Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in Equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key Audit matters came into light during our Audit are as follows:

a) Revenue Recognition:

Revenue is recognized to the extent that economic benefit will flow to the Company and the revenue can be reliably measured. It is measured at fair value consideration received or receivable, net of return and allowances, discount and rebates. The Company recognizes revenue when it satisfies its performance obligation by transferring the goods to the customers.

Revenue is the key driver of the business and judgement is involved in determining when contractual obligations have been performed and to the extent that the right to consideration has been earned.

The Management of the company focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the risk and rewards have been transferred. We therefore identified Revenue Recognition as a significant risk and key audit matters.

b) Employee Benefit:

As per the provisions of Payment of Gratuity Act, 1972, every employer liable for the payment of gratuity should get his liability covered by an insurance. Otherwise, the employer can maintain an approved fund (herein referred as "Plan Asset") for the purpose of payment of gratuity. However, it is observed that, the Company has made provisions in the financial statement for payment of gratuity, but has not get it covered the same by insurance or has maintained an approved fund.

### Information other than the Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other



information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit or loss including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act, read with relevant rules issued thereunder as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design,

implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternatives but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls over financial reporting in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, the Statement of Profit and Loss (Including other comprehensive income), the Statement of Cash Flows and the Statement of changes in equity dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid Financial statements comply with the applicable Accounting Standards specified under section 133 of the Act, as applicable;
  - e) on the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act.
  - f) with respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure-B". Our reports express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and explanation given to us:

- i. The company has disclosed the impact of pending litigation on its financial position in its Financial statements.
- ii. The company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred, to the investor Education and protection Fund by the Company during the year.

**For Vishnu Aggarwal Associates**

Chartered Accountants

Firm Registration No. : 007231C

Sd/-

**(Vishnu Aggarwal)**

Proprietor

Membership No. 086573

New Delhi

May 30, 2019

## Annexure –A to the Independent Auditor’s Report

With reference to the Annexure referred to in paragraph 1 under “Report on other Legal and Regulatory requirements” section of our independent Auditor’s report of the Company for the year ended 31st March 2019, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner which in our opinion is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such physical verification.
  - (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the stocks of inventories have been physically verified by the management during the year at regular intervals. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and nature of its business. The Company is maintaining proper records of inventory, as explained to us, there were no material discrepancies noticed on physical verification of inventories by the management
- (iii) According to the information and explanation given to us and on the basis of our examination of the books of accounts, the company has not granted any loans, secured or unsecured to companies, firms or other parties as listed in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us the Company has not granted any loans, made any investments or provided any guarantees or security to which the provisions of section 185 and 186 of the Act apply. Hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits from the public covered under section 73 to 76 of the Act and the rules made thereunder. Hence reporting under clause (v) of the Order is not applicable.
- (vi) In our opinion and according to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company is generally regular in depositing undisputed statutory dues including Provident fund, Employee’s State Insurance, Income tax, Goods and service tax, Custom duty, Cess and any other statutory dues as applicable to it with the appropriate authorities.
  - (b) There are no undisputed amount payable in respect of statutory dues payable as at 31st March, 2019 for a period of more than six months from the date they become payable.
  - (c) According to the information and explanation given to us, the following dues have not been deposited with the concerned authorities on account of dispute –

Name of the Statue	Nature of Dues	Amount Rupees	Forum where Dispute is pending
Local Area Development Ordinance-2000	Local Area Development Tax	47,99,479	Jt. Excise & Taxation Commissioner, Faridabad
HVAT Act	Sale Tax	21,91,221	Jt. Excise & Taxation Commissioner, Faridabad
HVAT Act	Sale Tax	30,70,369	Jt. Excise & Taxation Commissioner, Faridabad

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and interest to bank and financial institutions during the year and are repaying as per rescheduled / restructured by lender.
- (ix) In our opinion and according to the information and explanations given to us the Company has not raised money by way of initial public offer (including debt instrument) and term loans during the year and hence reporting under clause (ix) of the order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our Opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statement, as required by the applicable accounting standards.
- (xiv) During the Year the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our Opinion and according to the information and explanations given to us the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence reporting under clause (xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company.

**For Vishnu Aggarwal Associates**

Chartered Accountants

Firm Registration No. : 007231C

Sd/-

**(Vishnu Aggarwal)**

Proprietor

Membership No. 086573

New Delhi

May 30, 2019

## **Annexure –B to the Independent Auditor’s Report**

### **Report on the Internal Financial Controls over financial reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of STL Global Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the Financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or

fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Vishnu Aggarwal Associates**

Chartered Accountants

Firm Registration No. : 007231C

Sd/-

**(Vishnu Aggarwal)**

Proprietor

Membership No. 086573

New Delhi

May 30, 2019

**STL GLOBAL LIMITED**  
**Balance Sheet as at 31st March, 2019**

Particulars	Notes	Amount in ₹	
		As at 31st March,2019	As at 31st March,2018
<b>ASSETS</b>			
<b><u>Non-Current Assets</u></b>			
Property, Plant and Equipment	2	204,997,580	205,502,859
Financial Assets			
Investments	3	126,400	126,400
Other Financial assets	4	1,590,500	1,650,500
Tax Assets	5	41,896,839	28,218,375
Other Non Current assets		-	-
		<b>248,611,319</b>	<b>235,498,134</b>
<b><u>Current assets</u></b>			
Inventories	6	133,183,686	214,043,863
Financial Assets			
Trade receivables	7	549,761,571	195,193,294
Cash and cash equivalents	8	14,648,968	1,951,426
Other Financial assets	9	761,754	651,897
Other Current Assets	10	14,136,920	12,616,713
		<b>712,492,899</b>	<b>424,457,194</b>
	<b>TOTAL</b>	<b>961,104,218</b>	<b>659,955,328</b>
<b>EQUITY AND LIABILITIES</b>			
<b><u>Equity</u></b>			
Equity Share Capital	11	272,217,975	272,217,975
Other Equity	12	(637,659,847)	(1,000,742,111)
		<b>(365,441,872)</b>	<b>(728,524,136)</b>
<b><u>Liabilities</u></b>			
<b><u>Non-current liabilities</u></b>			
Financial Liabilities			
Borrowings	13	575,227,111	642,643,952
Other Financial Liabilities	14	538,801,206	538,801,206
Provisions	15	3,901,222	3,355,899
Other Non-Current Liabilities		-	-
		<b>1,117,929,539</b>	<b>1,184,801,057</b>
<b><u>Current liabilities</u></b>			
Financial Liabilities			
Trade payables	16	152,336,924	164,367,301
Other Financial Liabilities	17	46,095,000	30,000,000
Other current liabilities	18	9,229,175	8,444,585
Provisions	19	955,451	866,520
		<b>208,616,551</b>	<b>203,678,406</b>
	<b>TOTAL</b>	<b>961,104,218</b>	<b>659,955,328</b>

The accompanying notes 1-36 form an integral part of these Financial statements  
As per our Audit Report of even date annexed

**For Vishnu Aggarwal Associates**

Chartered Accountants

Firm's Registration Number : 007231C

Sd/-

**Vishnu Aggarwal**

Proprietor

Membership No. 086573

Place : New Delhi

Date : May 30, 2019

For and on behalf of the Board

Sd/-

**Vishal Aggarwal**

Managing Director

DIN : 00226677

Sd/-

**Anil Jodhani Aggarwal**

Chief Financial Officer

Sd/-

**Sanjiv Kumar Aggarwal**

Director

DIN : 00227251

Sd/-

**Manil Kumar Nagar**

Company Secretary

M.No. A37299



**STL GLOBAL LIMITED**
**Statement of Profit and Loss for the year ended 31st March, 2019**

Particulars	Notes	Amount in ₹	
		For the year ended 31st March,2019	For the year ended 31st March,2018
Revenue from operations	20	1,482,855,808	1,045,071,198
Other income	21	25,491,580	3,683,482
<b>Total revenue</b>		<b>1,508,347,388</b>	<b>1,048,754,680</b>
<b>Expenses</b>			
Cost of materials consumed	22	800,326,615	633,175,324
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	17,964,270	(6,049,955)
Employee benefit expense	24	54,281,949	48,921,385
Finance costs	25	10,749,291	3,837,371
Depreciation and amortization expense	26	22,029,703	28,574,776
Other expenses	27	169,941,073	174,974,792
<b>Total expenses</b>		<b>1,075,292,901</b>	<b>883,433,693</b>
<b>Profit / (Loss) before tax before Exceptional items</b>		<b>433,054,487</b>	<b>165,320,987</b>
<b>Exceptional Items Expenses(Income)</b>	28	-	<b>(148,481,122)</b>
<b>Profit / (Loss) before tax</b>		<b>433,054,487</b>	<b>313,802,109</b>
<b>Tax expense:</b>			
Tax paid for earlier years		-	5,415,051
Deferred tax		-	-
<b>Profit / (Loss) for the period</b>		<b>433,054,487</b>	<b>308,387,058</b>
<b>Other Comprehensive Income</b>			
Item that will not be classified to Statement of Profit or Loss		-	-
Income tax relating to Item that will not be classified to Statement of Profit or Loss		-	-
<b>Total Comprehensive Income for the year</b>		<b>433,054,487</b>	<b>308,387,058</b>
<b>Earnings per share (of Rs. 10/- each):</b>			
Basic & diluted	29	<b>16.04</b>	<b>11.43</b>

The accompanying notes 1-36 form an integral part of these Financial statements  
As per our Audit Report of even date annexed

**For Vishnu Aggarwal Associates**

Chartered Accountants

Firm's Registration Number : 007231C

Sd/-

**Vishnu Aggarwal**

Proprietor

Membership No. 086573

Place : New Delhi

Date : May 30, 2019

For and on behalf of the Board

Sd/-

**Vishal Aggarwal**

Managing Director

DIN : 00226677

Sd/-

**Anil Jodhani Aggarwal**

Chief Financial Officer

Sd/-

**Sanjiv Kumar Aggarwal**

Director

DIN : 00227251

Sd/-

**Manil Kumar Nagar**

Company Secretary

M.No. A37299

**STL GLOBAL LIMITED**
**Statement of Cash Flows for the year ended 31 March, 2019**

Amount in ₹

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
<b>A. Cash flow from operating activities</b>		
<b>Profit before tax</b>	<b>433,054,487</b>	<b>313,802,109</b>
<b><u>Adjustments for non cash/Non trade items:</u></b>		
Depreciation and amortization	22,029,703	28,574,776
Allowance for doubtful debt and advances	314,325	11,259,204
(Profit) / loss on sale of property, plant and equipment (net)	212,339	24,817
Financial costs	10,749,291	3,837,371
Interest and other Income	(25,491,580)	(3,683,482)
Revaluation Reserve Fixed Assets	(69,972,223)	(33,553,723)
Provision for employee Benefit	545,323	404,177
<b>Operating profit / (loss) before working capital changes</b>	<b>371,441,665</b>	<b>320,665,249</b>
<b><u>Adjusted For :</u></b>		
(Increase)/ Decrease in Inventories	80,860,177	(2,583,278)
(Increase)/ Decrease in Trade Receivable	(354,882,602)	(34,439,687)
(Increase)/ Decrease in other financial Assets	(109,857)	(106,000)
(Increase)/Decrease in other current Assets	(1,520,207)	(6,086,307)
Increase/(Decrease) in Trade Payable	(12,030,377)	56,048,704
Increase/(Decrease) in Other Financial liabilities	16,095,000	(284,624,456)
Increase/(Decrease) in Other Current Liabilities	784,590	(80,937,822)
Increase/(Decrease) in Provisions	88,931	(58,893)
<b>Cash generated from Operations</b>	<b>100,727,321</b>	<b>(32,122,490)</b>
Net income tax (paid) / refunds	-	5,415,051
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>100,727,321</b>	<b>(37,537,541)</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment	(21,936,763)	(2,674,135)
Proceeds from sale of property, plant and equipment	200,000	1,300,000
Interest received	25,491,580	3,683,482
Movement in Tax Assets	(13,678,464)	14,651,004
Movement in Other Financial Assets	60,000	(21,500)
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(9,863,647)</b>	<b>16,938,851</b>
<b>C. Cash flow from financing activities</b>		
Movement in long-term borrowings	(67,416,841)	128,104,373
Movement in Other Financial Liabilities	-	(105,927,804)
Finance cost	(10,749,291)	(3,837,371)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(78,166,132)</b>	<b>18,339,198</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>12,697,542</b>	<b>(2,259,492)</b>
Cash and cash equivalents at the beginning of the year	1,951,426	4,210,918
<b>Cash and cash equivalents at the end of the year</b>	<b>14,648,968</b>	<b>1,951,426</b>

The accompanying notes 1-36 form an integral part of these Financial statements  
As per our Audit Report of even date annexed

**For Vishnu Aggarwal Associates**

Chartered Accountants

Firm's Registration Number : 007231C

Sd/-

**Vishnu Aggarwal**  
 Proprietor  
 Membership No. 086573

Sd/-

**Vishal Aggarwal**  
 Managing Director  
 DIN : 00226677

Sd/-

**Anil Jodhani Aggarwal**  
 Chief Financial Officer

For and on behalf of the Board

Sd/-

**Sanjiv Kumar Aggarwal**  
 Director  
 DIN : 00227251

Sd/-

**Manil Kumar Nagar**  
 Company Secretary  
 M.No. A37299

 Place : New Delhi  
 Date : May 30, 2019

## STL GLOBAL LIMITED

### Statement of Change in Equity for the year ended 31st March,2019

Particulars	No. of Shares	Amount in ₹
		Amount Rs.
<b>Balance as at 1st April,2017</b>	26,990,915	269,909,150
Changes in Equity Share Capital during the year	-	-
<b>Balance as at 31st March,2018</b>	<b>26,990,915</b>	<b>269,909,150</b>
Changes in Equity Share Capital during the year	-	-
<b>Balance as at 31st March,2019</b>	<b>26,990,915</b>	<b>269,909,150</b>

B.Other Equity	Security Premium Account	Capital Revaluation reserve	General Reserve	Retained Earning	Total
	<b>Balance as at 1st April,2017</b>	453,762,392	103,525,946	62,562,721	(1,895,426,505)
Less: Release to Profit & Loss account	-	33,553,723	-	-	33,553,723
Add: Profit/(Loss) for the year	-	-	-	308,387,058	308,387,058
<b>Balance as at 31st March,2018</b>	<b>453,762,392</b>	<b>69,972,223</b>	<b>62,562,721</b>	<b>(1,587,039,447)</b>	<b>(1,000,742,111)</b>
Less: Release to Profit & Loss account	-	69,972,223	-	-	69,972,223
Add: Profit/(Loss) for the year	-	-	-	433,054,487	433,054,487
<b>Balance as at 31st March,2019</b>	<b>453,762,392</b>	<b>-</b>	<b>62,562,721</b>	<b>(1,153,984,960)</b>	<b>(637,659,847)</b>

The accompanying notes 1-36 form an integral part of these Financial statements  
As per our Audit Report of even date annexed

#### For Vishnu Aggarwal Associates

Chartered Accountants

Firm's Registration Number : 007231C

Sd/-

**Vishnu Aggarwal**

Proprietor

Membership No. 086573

Place : New Delhi

Date : May 30, 2019

For and on behalf of the Board

Sd/-

**Vishal Aggarwal**  
Managing Director  
DIN : 00226677

Sd/-

**Anil Jodhani Aggarwal**  
Chief Financial Officer

Sd/-

**Sanjiv Kumar Agarwal**  
Director  
DIN : 00227251

Sd/-

**Manil Kumar Nagar**  
Company Secretary  
M.No. A37299

## **STL GLOBAL LIMITED**

### **Notes to financial statements for the year ended 31 March 2019**

#### **Corporate Information**

STL Global Limited (the "Company") is a public limited Company incorporated under the Companies Act 1956, domiciled in India and has its registered office at New Delhi. The shares of the company are listed on National stock exchange and Bombay stock exchange. It has been engaged primarily in the Textile Business. The Company has its manufacturing facilities and sells its products in India.

#### **1 Significant Accounting Policies**

##### **1.1 Basis of preparation**

These Financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under Section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act and presentation requirement of Schedule III to the Act under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value.

The financial statements are presented in and all values are rounded to the nearest to the rupees, except when otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to a exciting accounting standard require a change in the accounting policy hitherto in use.

##### **1.2 Use of Estimates, assumptions and judgements**

The estimated and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances.

Differences between actual results and estimates are recognised in the period in which the result are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

##### **1.3 Property, plant and equipment**

Property, plant and equipment (PPE) are initially recognises at cost. The initial cost of PPE comprises its purchase price, including non refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes borrowing cost directly attributable to acquisition, construction of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repair and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and Capital work in progress) less their residual value over the useful lives using the Written Down Value method (W.D.V) in the manner prescribed in the schedule II of the Act.

The carrying value of PPE are reviewed for impairment when events or changes in circumstances indicates that the carrying value may not be recoverable.

Intangible Assets are stated at cost of acquisition net of recoverable taxes, less accumulated depreciation and impairment loss, if any. The Cost of intangible Assets comprises purchase price and any cost directly attributable to bringing the assets to its working condition for the intended use.

## **STL GLOBAL LIMITED**

### **Notes to financial statements for the year ended 31 March 2019**

#### **1.4 Inventories**

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and conditions.

#### **1.5 Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash and cash equivalent comprises cash in hand and at bank, demand deposits with banks, other short term highly liquid investment with original maturities of three months or less which is subject to insignificant risk of change in value.

#### **1.6 Revenue recognition**

Revenue from operation includes Sales of goods and services and adjusted for Sale returns and trade discounts and exclude Goods and Service Tax (GST).

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

#### **1.7 Segment Reporting**

Operating segment are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue are accounted on the basis of transactions which are primarily determined based on market /fair value factors, Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to the segment on a reasonable basis have been included under "unallocable revenue/expense/assets/liabilities.

#### **1.9 Foreign currency transactions**

Foreign exchange transactions are accounted at the exchange rates prevailing on the date of the transaction. Realised gains and losses on foreign exchange transactions during the year are recognized in the Profit & loss account. Foreign currency monetary assets and liabilities are translated at year-end rates and resultant gains/losses on foreign exchange transactions are recognised in the Profit & loss account.

#### **1.10 Leases**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating leases. Operating lease payments are recognized as

#### **1.11 Earning Per Share (EPS)**

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

#### **1.12 Investments**

Investment that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investment are carried at cost.

## **STL GLOBAL LIMITED**

### **Notes to financial statements for the year ended 31 March 2019**

an expenses in the statement of profit and loss on a straight line over the leased terms.

#### **1.13 Employee benefits**

The Company's contribution to provident fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

Gartuity liability is defined benefit obligations and is provided for on the basis of an actuarial valuation made at the end of the each financial year.

Provision for compensated absence are provided for based on the estimates. Long term compensated leave are provided for based on actuarial valuation at the year end.

Actruial gain/losses are immediately taken to profit and loss account and are not deferred.

The Company's contributions to State plans namely Employee State Insurance Fund and employees Pension Scheme are charged to Profit & Loss Account.

#### **1.14 Borrowing costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

#### **1.15 Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

#### **1.16 Impairment of assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss statement in the year in which an asset is identified as impaired. The Impairment loss recognised in prior accounting period is reversed if there have been a change in the estimate of recoverable amount.

#### **1.17 Contingent Liability**

Contingent liabilities in respect of show cause notices received is considered only when they are converted into demands. Payments in respect of such demands, if any are shown as advances.

Contingent liabilities under various fiscal laws includes those in respect of which the company/ Department is in appeal. No Provision is made for a liability which is contingent in nature but if material is disclosed in the financial statement by way of notes.

#### **1.18 Current versus non-current classification**

All assets & liabilities have been classified as current & non-current as per the company's normal operating cycle (twelve months) and other criteria set out in the schedule III to the Act

## **STL GLOBAL LIMITED**

### **Notes to financial statements for the year ended 31 March 2019**

#### **1.19 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

##### **(i) Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received. Incremental costs directly attributable to the issuance of new ordinary equity shares are recognized as a deduction from equity, net of tax effects.

##### **(ii) Financial assets**

###### **(a) Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost using the Effective Interest Rate method (EIR) if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to bank deposits, loans and other financial assets.

###### **(b) Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

###### **(c) Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. In balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of financial assets.

###### **(d) Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

**STL GLOBAL LIMITED****Notes to financial statements for the year ended 31 March 2019****(iii) Financial liabilities****(a) Financial liabilities at amortised cost**

Financial liabilities are measured at amortised cost using the effective interest rate method (EIR). Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category applies to trade and other payables.

**(b) Derecognition**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid / payable is recognised in the statement of profit and loss.

**(iv) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.



## STL GLOBAL LIMITED

### Notes forming part of the financial statements

#### 2. Statement of Property Plant and Equipment as at 31.03.2019

PARTICULARS	Amount in ₹							
	Land (Free Hold)	Building	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Total
<b>Gross carrying value as at 01.04.2017</b>	63,425,120	101,550,398	756,367,294	2,976,142	5,333,758	4,518,383	5,270,777	939,441,872
Additions	-	-	2,193,589	11,250	-	156,838	312,458	2,674,135
Disposals	-	-	26,496,348	-	-	-	-	26,496,348
<b>Gross carrying value as at 31.03.2018</b>	<b>63,425,120</b>	<b>101,550,398</b>	<b>732,064,535</b>	<b>2,987,392</b>	<b>5,333,758</b>	<b>4,675,221</b>	<b>5,583,235</b>	<b>915,619,659</b>
Additions	20,371,718	-	1,397,322	-	-	32,031	135,692	21,936,763
Disposals	-	-	8,246,780	-	-	-	-	8,246,780
<b>Gross carrying value as at 31.03.2019</b>	<b>83,796,838</b>	<b>101,550,398</b>	<b>725,215,077</b>	<b>2,987,392</b>	<b>5,333,758</b>	<b>4,707,252</b>	<b>5,718,927</b>	<b>929,309,642</b>
<b>Accumulated Depreciation as at 01.04.2017</b>	-	51,785,749	638,451,574	2,644,092	5,052,751	4,015,156	4,824,543	706,773,865
Depreciation	-	4,689,452	23,415,377	66,158	4,331	154,940	184,208	28,514,466
Accumulated Depreciation on disposals	-	-	25,171,531	-	-	-	-	25,171,531
<b>Accumulated Depreciation as at 31.03.2018</b>	-	56,475,201	636,695,420	2,710,250	5,057,082	4,170,096	5,008,751	710,116,800
Depreciation	-	4,247,553	17,339,226	46,754	3,206	122,295	270,669	22,029,703
Accumulated Depreciation on disposals	-	-	7,834,441	-	-	-	-	7,834,441
<b>Accumulated Depreciation as at 31.03.2019</b>	-	60,722,754	646,200,205	2,757,004	5,060,288	4,292,391	5,279,420	724,312,062
Carrying value as at 01.04.2017	63,425,120	49,764,649	117,915,720	332,050	281,007	503,227	446,234	232,668,007
Carrying value as at 31.03.2018	63,425,120	45,075,197	95,369,115	277,142	276,676	505,125	574,484	205,502,859
<b>Carrying value as at 31.03.2019</b>	<b>83,796,838</b>	<b>40,827,644</b>	<b>79,014,872</b>	<b>230,388</b>	<b>273,470</b>	<b>414,861</b>	<b>439,507</b>	<b>204,997,580</b>

**STL GLOBAL LIMITED**
**Notes to financial statements for the year ended 31 March 2019**

Amount in ₹

**3. Investments (Non Current)**

Particulars	As at 31st March,2019	As at 31st March,2018
<b>Quoted</b>		
9700 Equity shares of Uco Bank at Rs. 12/- each	116,400	116,400
PNB Mutual Funds 1131.445 Units at Rs. 8.84	10,000	10,000
<b>Total</b>	<b>126,400</b>	<b>126,400</b>

**4. Other Financial Assets (Non Current)**

Particulars	As at 31st March,2019	As at 31st March,2018
(Unsecured, considered good, except stated Security deposits	1,590,500	1,650,500
<b>Total</b>	<b>1,590,500</b>	<b>1,650,500</b>

**5. Tax Assets (Non Current)**

Particulars	As at 31st March,2019	As at 31st March,2018
Advance Income Tax	18,753,480	10,817,173
Balance Refundable with Excise	11,266,922	11,266,922
GST Input Receivable	11,876,437	6,134,280
<b>Total</b>	<b>41,896,839</b>	<b>28,218,375</b>

**6. Inventories**

Particulars	As at 31st March,2019	As at 31st March,2018
<b>(As taken, valued &amp; certified by the management)</b>		
Raw Material	78,417,204	67,145,440
Work-in-progress	34,900,250	45,932,120
Finished goods	16,406,800	23,339,200
Stores and spares	1,467,987	2,211,870
Fuel & Oil	1,902,606	1,190,961
Packing Material	88,839	43,396
Land ( Conversion into Stock in Trade)	-	74,180,876
<b>Total</b>	<b>133,183,686</b>	<b>214,043,863</b>

**7. Trade receivables**

Particulars	As at 31st March,2019	As at 31st March,2018
Unsecured unless otherwise stated		
Considered good	549,761,571	195,193,294
Considered doubtful	11,573,529	11,259,204
	561,335,100	206,452,498
Allowance for bad & doubtful debts	11,573,529	11,259,204
	<b>549,761,571</b>	<b>195,193,294</b>
The movement in allowance for bad and doubtful		
Balance as at beginning of the year	11,259,204	-
Allowance for bad & doubtful debts during	314,325	11,259,204
Trade receivable written off during the year	-	-
	11,573,529	11,259,204

**8. Cash & Cash Equivalent**

Particulars	As at 31st March,2019	As at 31st March,2018
Balances with banks		
In Current Account	14,184,707	1,666,220
Cash on hand	464,261	285,206
<b>Total</b>	<b>14,648,968</b>	<b>1,951,426</b>

# STL GLOBAL LIMITED

## Notes to financial statements for the year ended 31 March 2019

Amount in ₹

### 9. Other Financial Assets

Particulars	As at 31st March,2019	As at 31st March,2018
In Fixed Deposit (Margin Money)	761,754	651,897
<b>Total</b>	<b>761,754</b>	<b>651,897</b>

### 10. Other Current Assets

Particulars	As at 31st March,2019	As at 31st March,2018
(Unsecured, considered good, except stated		
Advance payment to suppliers	9,558,787	8,379,792
Loans and advances to employees	4,037,746	4,015,361
Prepaid expenses	50,548	65,534
VAT credit receivable	489,839	156,026
<b>Total</b>	<b>14,136,920</b>	<b>12,616,713</b>

### 11. Equity Share Capital

Particulars	As at 31st March,2019	As at 31st March,2018
<b>Authorised</b>		
4,20,00,000 Equity shares ( Previous year 4,20,00,000 Equity shares) of Rs. 10/ each with	<b>420,000,000</b>	<b>420,000,000</b>
<b>Issued, Subscribed &amp; Paid-up</b>		
2,69,90,915 Equity shares ( Previous year 2,69,90,915 Equity shares of `Rs.10/ each with voting rights	269,909,150	269,909,150
<b>Subscribed but not fully Paid up</b>		
4,61,765 Equity shares ( Previous year 4,61,765 Equity shares) of `Rs.10/ each with differential voting rights, `Rs. 5/- not paid up	2,308,825	2,308,825
<b>Total</b>	<b>272,217,975</b>	<b>272,217,975</b>

#### 11(a) Reconciliation of equity shares outstanding at the beginning and end of the reporting period.

Particulars		As at 31st March,2019	As at 31st March,2018
Balance at the beginning of the year	Nos.	26,990,915	26,990,915
	Amount	269,909,150	269,909,150
Issued during the year	Nos.	-	-
	Amount	-	-
Balance at the end of the year	Nos.	26,990,915	26,990,915
	Amount	269,909,150	269,909,150

#### 11(b) The details of shareholders holding more than 5% shares :

Name of the Shareholders	As at 31st March,2019		As at 31st March,2018	
	Number of	% held	Number of	% held
Rita Aggarwal	3,936,302	14.34%	3,825,948	13.94%
Vinod Kumar Aggarwal	4,162,402	15.16%	3,966,002	14.45%
Target Fashion Limited	5,177,879	18.86%	5,177,879	18.86%

### 12. Other Equity

Particulars	As at 31st March,2019	As at 31st March,2018
Securities Premium Account	453,762,392	453,762,392
Capital Revaluation reserve	-	69,972,223
General reserve	62,562,721	62,562,721
Retained Earnings	(1,153,984,960)	(1,587,039,447)
<b>Total</b>	<b>(637,659,847)</b>	<b>(1,000,742,111)</b>

## STL GLOBAL LIMITED

### Notes to financial statements for the year ended 31 March 2019

Amount in ₹

#### 13. Borrowings (Non Current)

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Secured</b>		
From Banks *	-	-
From others (Assets Reconstruction Company) *	446,294,579	492,389,579
	<b>446,294,579</b>	<b>492,389,579</b>
<b>Unsecured</b>		
From related parties	128,932,532	150,254,373
	<b>128,932,532</b>	<b>150,254,373</b>
<b>Total</b>	<b>575,227,111</b>	<b>642,643,952</b>

#### 13 (a) Security

\* Secured by a first charge over the Company's immovable and movable properties (except land situated at 12/6 Mathura Road, Faridabad) including its movable machinery, spare & tools and accessories, present & future, and a first charge on all the remaining assets of the Company, present & future ( save and except book debts in the case of hypothecation) subject to prior charges and/ or to be created in favour of the company's bankers for securing its working capital requirement and further guaranteed by personal guarantee of promoters directors.

The above secured borrowings are further secured by way of Pledge of 60,00,000 equity share of the Promoters of the Company.

\*\* Secured by pari passu first charge on current assets , stock of raw material, semi finished and finished goods, consumable stores & spares, bills receivables & books debts and all other movables, present & future, and also a second parri passu charge ranking after the charge to be created in favour of the term lenders on immovable and movable properties, both present and future.

#### 13(b) Repayment

Amount Rs. In Lakhs

PARTICULARS	2019-20	2020-2021	2020-21 Onwards
From Alchemist ARC	460.95	1,000.00	3,462.95

13 (c) Oriental Bank of Commerce and Uco Bank have filed separate recovery suit before Hon'ble DRT Delhi. Although they have assigned their debts to ARC ie Alchemist Assets Reconstruction Company Limited, therefore the recovery suit have been kept in abeyance

13 (d). Interest on secured loans assigned to ARC has not been provided for the current financial year.

#### 14. Other Financial Liabilities (Non Current)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Interest	538,801,206	538,801,206
<b>Total</b>	<b>538,801,206</b>	<b>538,801,206</b>

#### 15. Non current Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
Retirement Benefits	3,901,222	3,355,899
<b>Total</b>	<b>3,901,222</b>	<b>3,355,899</b>

**STL GLOBAL LIMITED**
**Notes to financial statements for the year ended 31 March 2019**

Amount in ₹

**16. Trade payables**

Particulars	As at 31st March,2019	As at 31st March,2018
<b>Trade Payable</b>		
Micro and small enterprises	298,566	2,886,590
Others	152,038,358	161,480,711
<b>Total</b>	<b>152,336,924</b>	<b>164,367,301</b>

**17. Other current Financial liabilities**

Particulars	As at 31st March,2019	As at 31st March,2018
Current maturities of long-term debt (refer note 4)	46,095,000	30,000,000
<b>Total</b>	<b>46,095,000</b>	<b>30,000,000</b>

**18. Other current liabilities**

Particulars	As at 31st March,2019	As at 31st March,2018
Accrued Salaries & benefits	3,678,734	3,137,230
Statutory liabilities	1,336,628	1,269,091
Provision for expenses	3,630,077	3,620,896
Trade / security deposits received	50,000	50,000
Advances from customers	533,736	367,368
<b>Total</b>	<b>9,229,175</b>	<b>8,444,585</b>

**19. Provisions**

Particulars	As at 31st March,2019	As at 31st March,2018
Provision for employee benefits		
Provision for bonus	955,451	866,520
<b>Total</b>	<b>955,451</b>	<b>866,520</b>

**20. Revenue from operations**

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
<b>Sale of products</b>		
Revenue from Real estate	398,564,883	180,823,750
Sale of Goods	902,962,050	680,875,205
Processing Charges	181,328,875	183,372,243
	<b>1,482,855,808</b>	<b>1,045,071,198</b>

Revenue from Real estate have been recognised in the current financial year, yet not realized and will be received on deferred basis with interest bearing monthly installment ended till the financial Year 2027 as per the revised agreement with the Collaborator.

**21. Other income**

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
<b>Interest income</b>		
Interest from banks on Deposits/others	25,491,580	3,683,482
<b>Total</b>	<b>25,491,580</b>	<b>3,683,482</b>

# STL GLOBAL LIMITED

## Notes to financial statements for the year ended 31 March 2019

Amount in ₹

### 22. Cost of raw materials consumed

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
<b>Cost in respect of Raw Material</b>		
Opening stock	67,145,440	35,660,612
Add: Purchases	807,389,726	662,641,980
	874,535,166	698,302,592
Less: Closing stock	78,417,204	67,145,440
<b>Cost of material consumed</b>	<b>796,117,962</b>	<b>631,157,152</b>
<b>Cost in respect of Real Estate</b>		
Opening Stock	74,180,876	109,752,771
Less: release from Capital Revaluation reserve	69,972,223	33,553,723
Less: Closing Stock	-	74,180,876
	4,208,653	2,018,172
<b>Total cost of Raw Material consumed</b>	<b>800,326,615</b>	<b>633,175,324</b>
<b>Cost of Raw Material consumed comprises:</b>		
Real Estate	4,208,653	2,018,172
Dyes & Chemicals	93,568,755	89,334,093
Fabric	69,495,104	54,525,374
Yarn	633,054,103	487,297,685
<b>Total</b>	<b>800,326,615</b>	<b>633,175,324</b>

### 23. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
<u>Inventories at the end of the year:</u>		
Finished goods	16,406,800	23,339,200
Work-in-progress	34,900,250	45,932,120
	51,307,050	69,271,320
<u>Inventories at the beginning of the year:</u>		
Finished goods	23,339,200	17,412,405
Work-in-progress	45,932,120	45,808,960
	69,271,320	63,221,365
<b>Net (increase) / decrease</b>	<b>17,964,270</b>	<b>(6,049,955)</b>

### 24. Employee benefits expense

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
Salaries and wages including bonus	50,095,525	45,111,900
Contributions to provident and other funds	3,201,342	2,993,003
Staff welfare expenses	985,082	816,482
<b>Total</b>	<b>54,281,949</b>	<b>48,921,385</b>

### 25. Finance costs

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
Interest on borrowing		
Other borrowing costs	10,749,291	3,837,371
<b>Total</b>	<b>10,749,291</b>	<b>3,837,371</b>

### 26. Depreciation and amortization expense

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
Depreciation on tangible assets	22,029,703	28,514,466
Amortization of amalgamation expenses	-	60,310
<b>Total</b>	<b>22,029,703</b>	<b>28,574,776</b>

**STL GLOBAL LIMITED**
**Notes to financial statements for the year ended 31 March 2019**

Amount in ₹

**27. Other expenses**

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
Consumption of stores and spare parts	7,285,813	5,884,599
Consumption of packing materials	3,335,575	3,307,840
Job work Charges	26,258,097	27,993,329
Power and fuel	100,683,255	96,494,533
Repairs and maintenance - Buildings	308,029	1,454,577
Repairs and maintenance - Machinery	12,223,576	7,993,746
Repairs and maintenance - Others	547,672	614,259
Insurance	146,491	157,993
Rent paid	420,000	360,000
Rates and taxes	1,150,998	642,902
Postage, Telegram & Telephone	719,496	935,449
Conveyance	659,382	660,515
Travelling expenses (Foreign)	345,718	1,874,486
Travelling expenses	476,625	703,321
Security Charges	1,347,920	1,484,642
Advertisement & publicity	128,960	115,709
Donation Paid	51,000	-
Bank Charges	43,174	37,691
Fees & subscription	1,245,085	1,250,071
Printing and stationery	709,857	680,595
Freight and transportation	6,745,949	6,012,011
Sales promotions	502,266	1,229,556
Legal and professional	2,042,160	2,100,625
Vehicle Running & maint	1,018,466	1,082,408
Sale Tax Paid	577,635	139,103
Allowance for doubtful Debts & Advances	314,325	11,259,204
Loss on sale of Fixed Assets	212,339	24,817
Payments to auditors (Refer Note (i) below)	206,500	206,500
Miscellaneous expenses	234,710	274,311
<b>Total</b>	<b>169,941,073</b>	<b>174,974,792</b>

**Notes:**

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
(i) Payments to the auditors comprises		
As auditors - statutory audit fees	147,500	147,500
For Tax Audit Fees	59,000	59,000
<b>Total</b>	<b>206,500</b>	<b>206,500</b>

**28. Exceptional items Expenses/(Income)**

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
Income from Reversal of Bank Liability	-	(37,303,833)
Reversal of Provision of interest made earlier	-	(111,177,289)
<b>Total</b>	<b>-</b>	<b>(148,481,122)</b>

**29. Earning Per Share EPS**

Particulars	For the year ended 31st March,2019	For the year ended 31st March,2018
Weighted Average Number of Equity Shares	26,990,915	26,990,915
Net Profit as per Profit & Loss Account	433,054,487	308,387,058
Basic & Diluted Earning per Share Rs.	16.04	11.43
Face Value per Equity Share Rs.	10.00	10.00

## **STL GLOBAL LIMITED**

### **Notes to financial statements for the year ended 31 March 2019**

#### 30. Contingent liabilities and commitments (to the extent not provided for)

<b>Particulars</b>	<b>Amount in ₹ lakhs</b>	
	<b>As at 31 March, 2019</b>	<b>As at 31 March, 2018</b>
<b><u>Contingent liabilities</u></b>		
Disputed Liability towards Sale Tax	52.61	52.61
Disputed Liability towards Local Area Development Tax	47.99	47.99
Surety given to Sale Tax Deptt for third	1	1

#### 31. Employee Benefits

The Company has classified various benefits provided to the employee as per Ind AS-19

##### a) Defined Contribution Plans

The Company has defined contribution plan for post employment benefit namely Provident fund which are administered by appropriate authorities. The Company contributes to a government administered Provident fund and has no further obligation beyond making its contributions.

The Company contributes to State Plans namely Employees' state Insurance fund and has no further obligation beyond making the payment to them.

<b>Particulars</b>	<b>Amount in ₹ lakhs</b>	
	<b>For the year ended 31 March, 2019</b>	<b>For the year ended 31 March, 2018</b>
<b>Defined Contribution Plans</b>		
Employer's Contribution to Provident Fund	22.24	20.49
Employer's Contribution to Employees's State Insurance	9.77	9.43
<b>Total</b>	<b>32.01</b>	<b>29.92</b>

##### b) Defined Benefit plan

In Accordance with the payment of Gratuity Act, 1972, the Company has a defined Benefit plan (unfunded) namely "Gratuity Plan" covering its employee who has completed five year of service is entitled to gratuity benefit.

#### 32. Segment Reporting

##### a) Primary Segment

Based on the guidelines on Segment Reporting (Ind AS-108) issued by the ICAI. The Company's primary business segment is Textile, during the current financial year The Company have revenue from Real Estate also.



## STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2019

Amount in ₹

Particulars	For the year ended 31 March, 2019			For the year ended 31 March, 2018		
	Textile	Real Estate	Total	Textile	Real Estate	Total
Revenue from operations	1,084,290,925	398,564,883	1,482,855,808	864,247,448	180,823,750	1,045,071,198
Cost of Material consumed	796,117,962	4,208,653	800,326,615	631,157,152	2,018,172	633,175,324
Segmental Operation Income	288,172,963	394,356,230	682,529,193	233,090,296	178,805,578	411,895,874
Unallocable Expenses		-	274,966,286			101,777,247
Other Income		-	25,491,580			3,683,482
<b>Profit before Tax</b>			<b>433,054,487</b>			<b>313,802,109</b>
Tax Expenses			-			5,415,051
<b>Profit after Tax</b>			<b>433,054,487</b>			<b>308,387,058</b>

Fixed assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly no disclosure relating to total segment assets and liabilities are made.

### b) Secondary Segment Reporting (By Geographical Segments):

The distribution of Company's consolidated sales is within India, accordingly no disclosure relating to Geographical Segment are made.

### 33. Related party transactions

A. List of Related Parties :				
<u>Director and their relatives</u>				
Vishal Aggarwal	Chairman & Managing Director			
Sanjiv Kumar Aggarwal	Executive Director			
<u>Key Managerial Personnel</u>				
Anil Jodhani	Chief Financial Officer			
Manil Kumar Nagar	Company Secretary			
<u>Enterprises under significant influence</u>				
Shyam Tex Exports Limited				
Shyam Tex Garments Limited				
Virita Securities Private Limited				
B. Nature of Related Party Transactions :				Amount in ₹ lakhs
The transactions with the related parties have been entered in the ordinary course of business and are at arm's length.				
Particulars	Year	Directors & Their Relatives	Key Managerial Personnel	Enterprises under significant influence
Trade Receivable	2018-19	-	-	145.69
	2017-18	-	-	233.01
Loans & advances payable from	2018-19	698.00	-	591.32
	2017-18	810.00	-	692.54
Remuneration Payable	2018-19	1.65	1.05	-
	2017-18	1.50	0.98	-
Loans Taken from	2018-19	-	-	-
	2017-18	310.00	-	692.54
Rent Paid	2018-19	-	-	3.30
	2017-18	-	-	-
Interest paid	2018-19	-	-	73.04
	2017-18	-	-	6.16
Revenue from Sales	2018-19	-	-	4,254.65
	2017-18	-	-	2,937.20
Director Remuneration paid/Salary	2018-19	21.00	12.66	-
	2017-18	21.00	12.12	-

## **STL GLOBAL LIMITED**

### **Notes to financial statements for the year ended 31 March 2019**

#### **34. Deferred Tax**

No provision for deferred tax assets has been provided by the Company, as there is no certainty that there will sufficient future taxable income to realise such assets.

#### **35. Financial Instruments**

##### **35.1 Capital Management**

Company's capital management objectives are to:

- ensure the company's ability to continue as a going concern.
- provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

For the purpose of the Company's Capital Management, capital includes issued capital and all other equity reserves. Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of financial covenants

##### **35.2 Categories of Financial Assets and Financial Liabilities**

**Amount in Rs.**

	<b>As at 31 March, 2019</b>	<b>As at 31 March, 2018</b>
<b>Financial assets</b>		
<b>Measured at amortised cost</b>		
Trade Receivables	549,761,571	195,193,294
Cash and cash equivalents	14,648,968	1,951,426
Other Financial Assets	761,754	651,897
<b>Total financial assets</b>	<b>565,172,293</b>	<b>197,796,617</b>
<b>Financial liabilities</b>		
<b>Measured at amortised cost</b>		
Trade payables	152,336,924	164,367,301
Other financial liability	46,095,000	30,000,000
<b>Total financial liabilities</b>	<b>198,431,924</b>	<b>194,367,301</b>

##### **35.3 Financial risk management framework**

Company's activities expose it to financial risks viz credit risk and liquidity risk

###### **a) Credit Risk**

Based on the overall credit worthiness of Receivables, coupled with their past track records, Company expects No / Minimum risk with regards to its outstanding receivables. Also, there is a mechanism in place to periodically track the outstanding amount and assess the same with regard to its realisation. Company expects that all the debtors will be realized in full, and adequate provisions has been made in the books of accounts for doubtful receivables

###### **b) Liquidity Risk**

###### **(i) Liquidity Risk Management**

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flow and by matching the maturity profiles of financial assets and liabilities.

## **STL GLOBAL LIMITED**

### **Notes to financial statements for the year ended 31 March 2019**

#### **(ii) Maturities of Financial Liabilities**

The following tables details the Company's remaining contractual maturities for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the earliest date on which the Company can be required to pay.

<b>Particulars</b>	<b>Less than 1 Year</b>	<b>1-5 Year</b>
<b>31st March, 2019</b>		
Long Term Borrowings	-	446,294,579
Trade Payables	152,336,924	-
Other Financial Liabilities	46,095,000	-
<b>Total</b>	<b>198,431,924</b>	<b>446,294,579</b>

#### **Fair value measurement**

The management assessed the fair value of loans, current investments (unquoted), cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate to their carrying amount largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

- (i) The fair value of unquoted instruments are evaluated by the Company based on parameters such as interest rates and its investments rating.
- (ii) The fair value of loans are estimated by discounted cash flow method to capture the present value of the expected future economic benefits that will flow to the company.

36. Previous figures have been regrouped/rearranged wherever necessary to make them comparable.

The accompanying notes 1-36 form an integral part of these Financial statements  
As per our Audit Report of even date annexed

#### **For Vishnu Aggarwal Associates**

Chartered Accountants

Firm's Registration Number : 007231C

Sd/-

**Vishnu Aggarwal**

Proprietor

Membership No. 086573

Place : New Delhi

Date : May 30, 2019

Sd/-

**Vishal Aggarwal**

Managing Director

DIN : 00226677

Sd/-

**Anil Jodhani Aggarwal**

Chief Financial Officer

For and on behalf of the Board

Sd/-

**Sanjiv Kumar Aggarwal**

Director

DIN : 00227251

Sd/-

**Manil Kumar Nagar**

Company Secretary

M.No. A37299



**STL GLOBAL LIMITED**  
**CIN: L51909DL1997PLC088667**

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

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

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

DP Id No.		Folio No.	
Client Id No.		No. of shares	

**ATTENDANCE SLIP**

I/We hereby record my presence at the 22<sup>nd</sup> Annual General Meeting of the Company held on Monday the 30<sup>th</sup> day of September 2019 at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044, at 10:00 A.M.

NAME/S OF THE SHAREHOLDER (IN BLOCK LETTERS)	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER/PROXY	

**ELECTRONIC VOTING PARTICULARS**

Event No.	User ID	*Default PAN/Sequence No.
190218		

**Notes:**

1. Member/s intending to appoint a Proxy should complete the Proxy form below and deposit it at the registered office of the Company not later than 48 hours before the time of Commencement of the meeting.
2. A Proxy need not be a member.
3. A Proxy cannot speak at the meeting or vote on a show of hands.

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**STL GLOBAL LIMITED**  
**CIN: L51909DL1997PLC088667**  
**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)**  
**E-MAIL: [investors@stl-global.com](mailto:investors@stl-global.com)**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio No/Client ID : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ holding \_\_\_\_\_ shares of the above named company, hereby appoint

**1. Name:** \_\_\_\_\_ **Address:** \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

**2. Name:** \_\_\_\_\_ **Address:** \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the company, to be held on Monday, 30<sup>th</sup> day of September, 2019 at 10:00 A.M. at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
1	Adoption of Audited Financial Statements, Directors' Report and Auditors Report for the financial year 2018-19		
2	Retirement by rotation of Director – Mr. Sanjiv Kumar Agarwal		
3	Ratification of Appointment of Statutory Auditors M/s Vishnu Aggarwal Associates, Chartered Accountants		
4	Appointment and Regularization of Mr. Sanjay Aggarwal as an Independent Director		
5	Re-Appointment of Ms. Anjana Mehra as an Independent Woman Director for second term		
4	Approval on Ratification of Material Related Party Transactions with M/s Shyam Tex Exports Limited		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder's \_\_\_\_\_

Affix Revenue
Stamp of Rs. 1/-

**Note:**

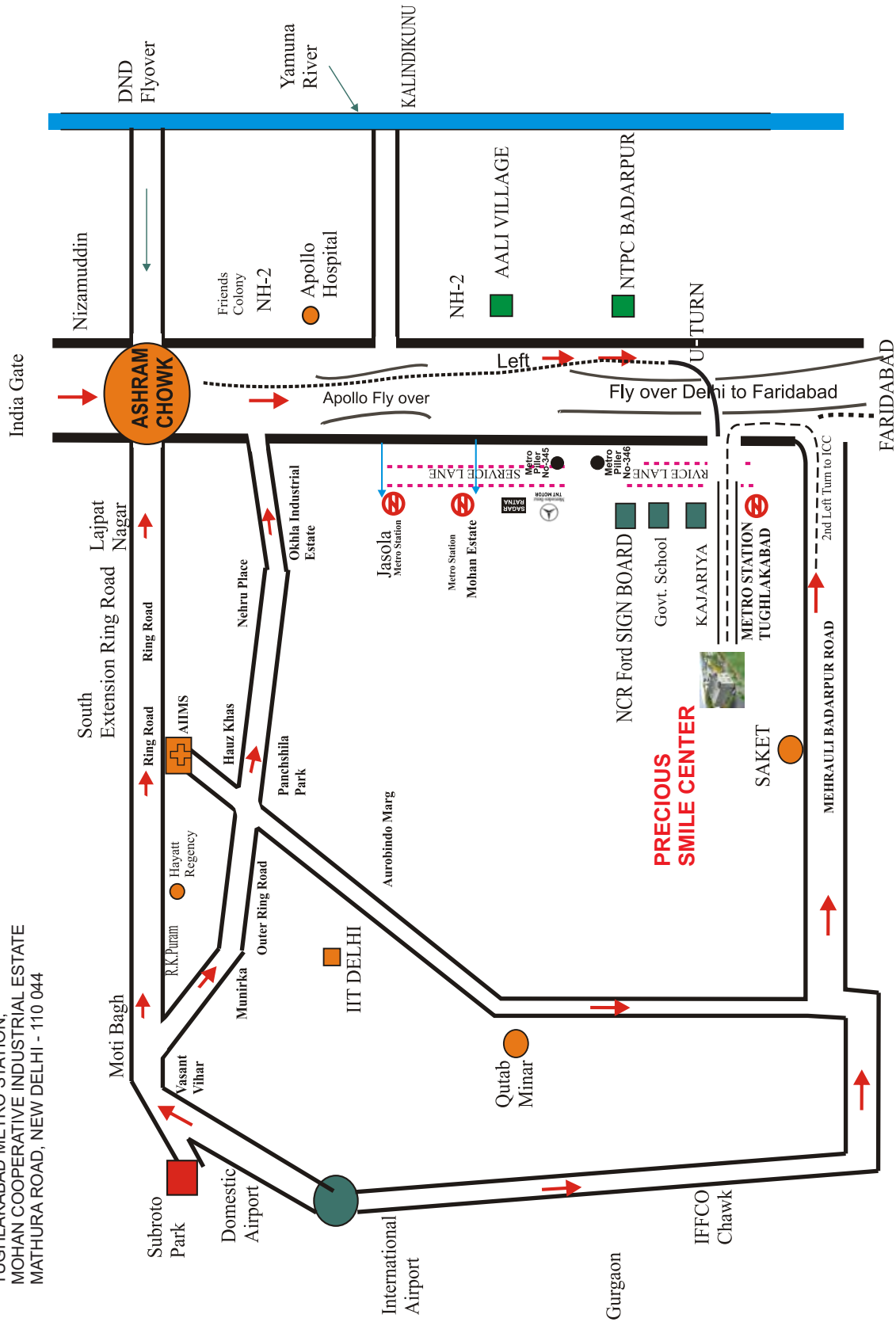
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 22<sup>nd</sup> Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details of member(s) in above box before submission.

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# PRECIOUS SMILE CENTER

E1, BLOCK B-1, NEAR KAJARIA TILES,  
TUGHLAKABAD METRO STATION,  
MOHAN COOPERATIVE INDUSTRIAL ESTATE  
MATHURA ROAD, NEW DELHI - 110 044

# ROUTE MAP





**Printed Material**

**BOOK POST**



**STL Global**

If undelivered  
please return to :

# **STL Global Limited**

**Registered Office**

Unit No. 111, Block No. 1,  
1st Floor, Tribhuvan Complex,  
Ishwar Nagar, New Delhi - 65

**Corporate Office**

Plot No. 207-208, Sector-58  
Faridabad-121 004  
Haryana, India