

MINUTES OF THE ANNUAL GENERAL MEETING OF SHREE GLOBAL TRADEFIN LIMITED HELD ON SATURDAY, 2ND AUGUST, 2014 AT 10:30 A.M. AT ORCHID, 1ST FLOOR, CENTRE 1, WORLD TRADE CENTRE, CUFFE PARADE, MUMBAI- 400005.

The Members/Proxies as per the attendance register were present.

1. Mr. Rajesh Gupta occupied the Chair.
2. The Chairman called the meeting to the order after confirming that the quorum was present. He then initiated the proceedings of the meeting.
3. The Chairman informed the members that the Register of Directors' Share Holdings, Proxy Register and Proxies received, Auditors' Certificate for proposed Preferential Issue are open for inspection by the members. He further informed that the Company has received 1 proxy for 8,70,666 Equity Shares and the Management is holding 1 proxy for 8,70,666 Shares which is 0.42% of the Paid-up Share Capital of the Company.
4. The Chairman requested the Company Secretary to read the Notice convening the Annual General Meeting. However as desired by the members present, the Notice was taken as read.
5. The Company Secretary informed the members that as the Auditors' Report is unqualified, it is not required to read the same.
6. The Chairman welcomed the members present and delivered his speech, wherein he briefed about the performance for the year ended 31st March 2014 and future prospects.
7. Thereafter the Chairman proceeded with the business to consider the resolutions contained in the Notice of the Meeting.

RESOLUTION NO. 1 :- ADOPTION OF ACCOUNTS.

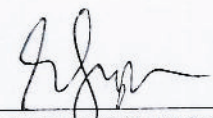
The Chairman proposed the following resolution as on Ordinary Resolution which was seconded by Shri R. F. Batiwala.

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with the Auditors' and Directors' Report thereon be and are hereby adopted and approved."

Then Chairman invited the comments and questions from the members present on the above resolution.

The Chairman satisfactorily replied the queries raised by the Members and elaborated on the challenges faced by the Company during the year under review.

Thereafter the Chairman put the above resolution to vote by show of hands and declared the same as passed unanimously.

x 
CHAIRMAN'S INITIALS

RESOLUTION NO. 2 :- APPOINTMENT OF STATUTORY AUDITORS.

Shri Vimal Kumar proposed the following resolution as an Ordinary Resolution, which was seconded by Shri Shyam Dandriyal.

"**RESOLVED THAT** M/s. Ashok Jain & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for the financial year from 1st April,2014 to 31st March,2017 subject to ratification by members at each Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors, exclusive of travelling and other out-of-pocket expenses."

Thereafter the Chairman put the above resolution to vote by show of hands and declared the same as passed unanimously.

RESOLUTION NO. 3 :- APPOINTMENT OF SHRI RAJESH GUPTA AS WHOLE TIME DIRECTOR.

Shri Jehangir Batliwala proposed the following resolution as a Special Resolution which was seconded by Shri Prashant Shinde.

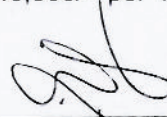
"**RESOLVED THAT** pursuant to the provisions of Section 196,197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals / consents as may be required, Consent of the members be and is hereby accorded to the appointment of Shri Rajesh Gupta as Whole Time Director of the Company designated as ' Executive - Chairman ' for a period of three years with effect from 1st May,2014 upon remuneration, perquisites, and other allowances as set out below with the liberty to the Board of Directors to alter and vary the terms and conditions of appointment including remuneration payable in such manner within the overall limits specified in schedule V to the said Act:-

Details of remuneration:-

- a) Basic Salary : Rs. 1,00,000/- per month
b) House Rent Allowance : 60% of Basic Salary i.e. Rs. 60,000/- per month
c) Perquisites : Rs. 40,000/- per month
d) Leave : As per Company's Rules

In addition to this Shri Rajesh Gupta is also eligible for:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
3. Encashment of leave as per Company Rules.
4. Reimbursement of expenses not exceeding Rs.40,000/- per month incurred towards dischargement of company duty.

X 

CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT if during the currency of his tenure as Whole time Director, the Company has no profits or its profits are inadequate in any financial year from the period of three years from 1st May, 2014, Shri Rajesh Gupta shall be entitled to aforesaid remuneration as minimum remuneration subject to the limits specified in Part II of the said Schedule V of the Companies Act, 2013 and obtaining necessary approval, if any and as may be required.

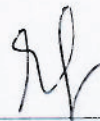
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

RESOLUTION NO. 4 :- PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS TO NON PROMOTERS.

Shri Vijay More Proposed the following Resolution as a Special Resolution and Smt SK Mahajan seconded the

"RESOLVED THAT in accordance with the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 73(1)(e) under Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations, 2009"), as amended thereto, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, upto 1,90,00,000 (One Crore Ninety Lacs) convertible warrants of Face value Rs. 5/- (Rupees Five only) at a premium of Rs.31/- (Rupees Thirty One only) aggregating to Rs. 68,40,00,000/- (Rupees Sixty Eight Crores and Forty Lacs only) to Strategic Investors, on preferential allotment basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

x



CHAIRMAN'S INITIALS

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Non Promoter		
1.	Pragya Realty Developers Private Limited	1,90,00,000	1. Om Hari Halan 2. Ajay Kumar Halan 3. Narayan Halan
	Total	1,90,00,000	


RESOLVED FURTHER THAT:

- (i) The relevant date for the purpose of pricing of issue of the convertible warrants in accordance with the Regulation 71 of SEBI (ICDR) Regulations, 2009 (as amended) be fixed as 3rd July, 2014 being the 30th day prior to 2nd August, 2014 i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue.
- (ii) The convertible warrants allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.
- (iii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the aforesaid convertible warrants allotted on preferential basis shall be locked in from the date of trading approval granted from all the stock exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of issue, into one fully paid-up Equity Share of Rs.5/- each at the price which be determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

x



 CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required. *

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of convertible warrants of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of convertible warrants of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

Thereafter the Chairman put the above resolution to vote by show of hands and declared the same as passed unanimously.

There being no other business to transact, the meeting terminated with a vote of thanks to the Chair.

Place : Mumbai
Date : 19.08.2014

x 
CHAIRMAN

CHAIRMAN'S INITIALS