

SHREE GLOBAL TRADEFIN LIMITED

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

Date: 21/06/2017

The Deputy General Manager

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

Dear Sir,


Subject: Notice of 31st Annual General Meeting

Ref : Scrip Code- 512463

Please find attached herewith Notice of the 31st Annual General Meeting scheduled to be held on **Thursday, 13th July, 2017 at 10.30 a.m. at The Qube, CTS No. 1498 A/2, Asan Pada Road, Opp. Hotel Sunshine, Marol, Andheri East, Mumbai 400059, Maharashtra** to transact the Business as attached in the Notice and Explanatory Statement.

Kindly take the same on record.

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


**Jitendra K. Sharma
Company Secretary**



NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of **Shree Global Tradefin Limited will be held on Thursday, 13th July, 2017 at 10.30 a.m.** at The Qube, CTS No. 1498 A/2, Asan Pada Road, Opp. Hotel Sunshine, Marol, Andheri East, Mumbai 400059, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.
- To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and Auditors Report thereon.
- To appoint a Director in place of Mr. Rajesh R. Gupta, Chairman and Managing Director (DIN: 00028379), who retires by rotation and being eligible offers himself for re-appointment.
- To Ratify the appointment of Statutory Auditor of the Company**

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

“RESOLVED THAT pursuant to the resolution passed by the Members of the Company at the 30th Annual General Meeting held on 29th September, 2016 and pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for ratification of the appointment of M/s Todarwal & Todarwal, Chartered Accountants (ICAI Registration No: 111009W) as the Statutory Auditor of the Company, to hold office from the conclusion of Thirty First Annual General Meeting until the conclusion of Thirty Second Annual General Meeting of the Company to be held in the year 2018, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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

SPECIAL BUSINESS:

- Revision of Remuneration of Mr. Rajesh R. Gupta, Managing Director of the Company w.e.f 1st April, 2017 to 31st December, 2017**

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

“RESOLVED THAT in accordance with the provisions of section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other consents and permission as may be necessary, the consent of the Members be and is hereby accorded for revision in the

remuneration of Mr. Rajesh R. Gupta [DIN: 00028379], Managing Director of the Company w.e.f 1st April, 2017 to be paid as under including salary, allowances and perquisites for the remainder period of his tenure i.e upto 31st December, 2017 within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time and in force unless approval from Central Government is obtained to pay in excess of the limits prescribed.

Details of Remuneration:- Salary Per Month

Details	(Amount in ₹)
Basic Salary	1,00,000
House Rent Allowance	1,25,000
Conveyance	50,000
Education Allowance	10,000
Transport Allowance	10,000
General Allowance	44,667
Special Allowance	55,000
L.T.A	30,000
Medical	30,000
Perquisite	2,00,000
Provident Fund	12,000
Total	6,66,667 per month

RESOLVED FURTHER THAT Mr. Rajesh R. Gupta, Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- Contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

- To re-appoint Mr. Rajesh R. Gupta (DIN: 00028379) as the Managing Director [designated as Chairman & Managing Director] of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company; and subject to such other approval(s), permission(s) and sanction(s), as may be required, the

members hereby accords its approval and consent to the re-appointment of Mr. Rajesh R. Gupta (DIN: 00028379) as the Managing Director of the Company, (designated as Chairman & Managing Director) being liable to retire by rotation for a period of three years w.e.f 01st January, 2018 and to his receiving remuneration as recommended by the Nomination and Remuneration Committee of the Board with effect from 1st January, 2018 to be paid as under including salary, allowances and perquisites within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time and in force unless approval from Central Government is obtained to pay in excess of the limits prescribed.

Details of Remuneration:- Salary Per Month

Details	(Amount in ₹)
Basic Salary	1,00,000
House Rent Allowance	1,25,000
Conveyance	50,000
Education Allowance	10,000
Transport Allowance	10,000
General Allowance	44,667
Special Allowance	55,000
L.T.A	30,000
Medical	30,000
Perquisite	2,00,000
Provident Fund	12,000
Total	6,66,667 per month

RESOLVED FURTHER THAT Mr. Rajesh R. Gupta, Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- Contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

By Order of the Board of Directors

Date: 26th May, 2017
Place: Mumbai

Jitendra K. Sharma
Company Secretary

NOTES:

- A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**
- The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
- A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- The proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- The information regarding the Director who is proposed to be re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued, is annexed hereto.
- An explanatory Statement setting out details relating to the ordinary and special business to be transacted at the Annual General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
- Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- The business set out in the Notice will be transacted through electronic voting system and the Company

is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 6th July, 2017 to Thursday, 13th July, 2017 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
13. In line with the Green Initiative of the Ministry of Corporate Affairs, hard copy of the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to those shareholders who have not registered their e-mail addresses. Shareholders who have registered their e-mail addresses will be sent the soft copies by e-mail. However, a shareholder continues to retain the right to request the Company for a hard copy of the Report.
14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, the Statutory Registers, the Audited Standalone and Consolidated Financial Statements, the Directors' Report and the Auditor's Report, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays and public holidays upto the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on www.sgtl.in
15. Members desiring any information as regards to Accounts are requested to write 7 days in advance to the Company before the date of the meeting to enable the Management to keep full information ready.
16. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.
17. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
18. **Information and other instructions relating to e-voting are as under:**
 - a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - b. The facility for voting through ballot shall be made available at the Meeting and the members attending the Meeting who have not cast their vote

by remote e-voting shall be able to vote at the Meeting through 'ballot'.

- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again. Please note that if a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid.
- d. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- e. The Board of Directors of the Company has appointed K. C. Nevatia, Practicing Company Secretary (Membership No. FCS 3963, CP No. 2348), as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, 6th July, 2017.
- g. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 6th July, 2017 only shall be entitled to avail the facility of remote e-voting /Ballot.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting (Ballot) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sgtl.in. The results shall simultaneously be communicated to the Stock Exchange.
- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 13th July, 2017.
- j. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 10th July, 2017 at 9.00 a.m. and ends on 12th July, 2017 at 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 6th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date through remote e-voting would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iv) Click on "Shareholders" tab.

SHREE GLOBAL TRADEFIN LIMITED

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

19. The route map of the venue of the Annual General Meeting is given in this Annual Report.
20. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the following information is furnished in respect of Director seeking re-appointment.

Details of Director seeking re-appointment

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

Name of Director	Rajesh R. Gupta
Date of Birth	10 th October, 1964
Age	52 Years
DIN	00028379
Date of first appointment on the Board	01/05/2014
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Rajesh R. Gupta is a successful industrialist having vast knowledge and rich experience of over 25 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, companies like Uttam Value Steels Ltd (Formerly Lloyds Steel Industries Ltd.) and Lloyds Metals and Energy Ltd. implemented several projects in Steel Sector, including power plant.
Qualification	B.Com
Disclosure of Relationships Between Directors Inter-Se;	None
Names of Listed Entities in which the person also holds the Directorship and the Membership/ Chairmanship of Committees of the Board	Directorship 1. Shree Global TradeFin Limited 2. Lloyds Metals and Energy Limited \$ Membership of Committees- None \$ Chairmanship of Committees- None
No. of Shares held in the Company	Nil
No. of Board meetings attended during last Financial Year	6 (Six)
Terms and conditions of appointment	Managing Director, Liable to retire by Rotation.

\$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee

By Order of the Board of Directors

Date: 26th May, 2017
Place: Mumbai

Jitendra K. Sharma
Company Secretary

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

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

Item No. 4

Pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder, the Board of Directors on the recommendation of the Audit Committee appointed M/s Todarwal & Todarwal, Chartered Accountants (ICAI Registration No: 111009W), as the Statutory Auditors of the company for the period of five financial years commencing from the conclusion of 30th Annual General Meeting until the conclusion of 35th Annual General Meeting. The appointment was subsequently approved at the Annual General Meeting of the Company held on 29th September, 2016.

In view of above, the Board based on the recommendation of the Audit Committee, recommends the ratification of the appointment of M/s Todarwal & Todarwal, Chartered Accountants (ICAI Registration No: 111009W). The members are thus requested to ratify the appointment of aforesaid Statutory Auditors at the ensuing Annual General Meeting to hold office from the conclusion of 31st Annual General Meeting until the conclusion of 32nd Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends for your approval the Resolution as set out in Item No. 4 of the Notice.

Item No. 5

The Board of Directors of the Company at its meeting held on 13th April, 2017 proposed to seek the approval of members by way of special resolution for the revised remuneration payable to Mr. Rajesh R. Gupta with effect from 1st April, 2017, for remainder period of his tenure i.e upto 31st December, 2017, in terms of applicable provisions of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee.

The details as required under Schedule V to the Companies Act, 2013 is provided in Item No. 6 of the Notice under the heading "DISCLOSURES AS PER SUB CLAUSE (iv) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE ACT"

Except Mr. Rajesh R. Gupta, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the special resolution for your approval as set out in Item No. 5 of the Notice.

Item No. 6

Mr. Rajesh R. Gupta was appointed by the Shareholders through Postal Ballot as Managing Director of the Company for a period of three years i.e. from 1st January, 2015 to 31st December, 2017. His term as Managing Director of the Company will expire on 31st December, 2017.

SHREE GLOBAL TRADEFIN LIMITED

Keeping in view that Mr. Rajesh R. Gupta has rich and varied experience in the Industry and has been involved in the operations of the Company over a period of time, it is proposed to re-appoint him for further period of three years from 1st January, 2018 to 31st December, 2020. The re-appointment of Mr. Rajesh R. Gupta (DIN: 00028379) as the Managing Director of the Company shall require the approval of the shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), the approvals of the Central Government and other authorities, if so required.

The proposed re-appointment of and payment of remuneration to Mr. Rajesh R. Gupta (DIN: 00028379)) as the Managing Director has been considered and recommended by the Nomination and Remuneration Committee at its meetings held on 26th May, 2017.

The remuneration and terms of re-appointment are set out below:

Details	(Amount in ₹)
Basic Salary	1,00,000
House Rent Allowance	1,25,000
Conveyance	50,000
Education Allowance	10,000
Transport Allowance	10,000
General Allowance	44,667
Special Allowance	55,000
L.T.A	30,000
Medical	30,000
Perquisite	2,00,000
Provident Fund	12,000
Total	6,66,667 per month

In addition to this Mr. Rajesh R. Gupta is also eligible for:-

- Contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

General

- The Managing Director will perform his Duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
- The Managing Director shall adhere to the Company's code of conduct.

Mr. Rajesh R. Gupta satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013, for his re-appointment. He is not disqualified for being appointed as directors in terms of section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Rajesh R. Gupta under section 190 of the Companies Act, 2013.

As per Audited Financial Statements of the Company for the Financial Year 2016-17, the Company has incurred loss, therefore, pursuant to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to Managing Director should be in accordance with the provisions of Schedule V of the Act.

DISCLOSURES AS PER SUB CLAUSE (iv) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE ACT:

I. General Information:

1	Nature of industry	Trading Concern		
2	Date or expected date of commencement of commercial production	The Company was incorporated on 15 th October, 1986 and the Commencement of Business Certificate was granted on 10 th November, 1986. The Company had since commenced its business.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators	Financial Year 2016-17	Financial Year 2015-16	
		(₹ in Lakhs)	(₹ in Lakhs)	
		Total Income	4,764.71	13,348.63
		Profit/ (Loss) before tax	(365.05)	(498.68)
	Net profit after Taxation	(365.05)	(533.29)	
5	Foreign investments or collaborations, if any.	Not Applicable		

II. Information about Mr. Rajesh R. Gupta:

1	Background details	Mr. Rajesh R. Gupta is a successful industrialist having vast knowledge and rich experience of over 25 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, companies like Uttam Value Steels Ltd (Formerly Lloyds Steel Industries Ltd.) and Lloyds Metals and Energy Ltd. implemented several projects in Steel Sector, including power plant.
2	Past remuneration	₹ 25,44,000 per annum
3	Recognition or awards	None

4	Job profile and his suitability	Mr. Rajesh R. Gupta, Managing Director of the Company. He is having vast experience of over 25 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry and hence most suitable for the post of Managing Director of the Company.
5	Remuneration proposed	₹ 80,00,004 per annum.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of business of the company and the huge responsibility Mr. Rajesh R. Gupta is carrying. The remuneration differs from company to company in the industry depending on the respective operations.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from drawing remuneration as Managing Director of the Company, there are no other pecuniary relationships. The Appointee is not related to any managerial personnel of the Company.

III. Other information:

Reasons of loss or inadequate profits	The Company has incurred losses due to the payment of Contingent Liability of Sales Tax under the Amnesty Scheme.
Steps taken or proposed to be taken for improvement	The Company is planning to enter into more profitable ventures.
Expected increase in productivity and profits in measurable terms.	Though the Steel Industry is following a downturn, in anticipation of revival of the market in the near future, the steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

Profile of Mr. Rajesh R. Gupta is given in this notice. The Board considers that his reappointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends his re-appointment. His period of office shall be liable to determination by retirement of directors by rotation.

Except Mr. Rajesh R. Gupta, being appointee, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the special resolution for your approval as set out in Item No. 6 of the Notice.

By Order of the Board of Directors

**Date: 26th May, 2017
Place: Mumbai**

**Jitendra K. Sharma
Company Secretary**

ROUTE MAP

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

