



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: 06.09.2017

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

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

Sub: **Notice of 20th Annual General Meeting of the Company**

Dear Sir/Madam,

In consonance with the provisions of Regulation 30(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith the "Notice of 20th Annual General Meeting" of the STL Global Limited scheduled to be held on Friday the 29th day of September, 2017 at Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, Mathura Road, New Delhi-110044, DL at 10:00 A.M.

This is for the intimation of the Exchange. Kindly take the above information in your record and acknowledge receipt of the same.

Thanking you,

Yours truly,
For **STL Global Limited**



Manil Kr. Nagar
(Company Secretary)

Encl: **As Above**



STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

Unit No. 111, Block No. – 1, 1st Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi – 110065

Tel.: 011-26935829, website: www.stl-global.com

E-MAIL: investors@stl-global.com

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of the members of STL Global Limited will be held on Friday the 29th day of September 2017 at Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, 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 Statement including the Balance Sheet and Profit & Loss account as on 31st March, 2017 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 Statement including the Balance Sheet and Profit & Loss account as on 31st March, 2017 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 appoint auditors to hold office from the conclusion of this 20th Annual General Meeting until the conclusion of 25th Annual General Meeting and to fix their remuneration, and if thought fit to pass with or without modifications, the following as an Ordinary Resolution:**

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder viz., Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C) be and are hereby appointed as Statutory Auditors of the Company in place of retiring Auditors M/s M. M. Goyal & Co., Chartered Accountants (FRN: 007198N) to hold office from the conclusion of this 20th Annual General Meeting (AGM) until the conclusion of the 25th Annual General Meeting of the Company, subject to annual ratification by Members at every subsequent AGM, on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for Re-appointment of Mr. Vishal Aggarwal (DIN: 00226677) as a Managing Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and such other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government, if any, consent of the company be and is hereby accorded to the appointment of Mr. Vishal Aggarwal (DIN: 00226677), as Managing Director of the Company for a period of 5 years, with effect from 01st October, 2017 on the remuneration and terms and conditions as set out in the accompanying explanatory statement attached hereto with liberty to the

Board of Directors (herein after referred to as 'the Board', which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) to alter/vary any such terms and conditions so as not to exceed the limits specified in Schedule V read with section 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration, payable to Mr. Vishal Aggarwal for such remaining period of his tenure, including salary, perquisites, allowances etc., with such prescribed limits or ceilings under Companies Act 2013 without any further reference to or approval by the Company in General Meeting.

RESOLVED FURTHER THAT the remuneration proposed to be paid to Mr. Vishal Aggarwal is paid as minimum remuneration in the case of absence and inadequacy of profits.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps including acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. 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 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. Prakash Swaroop Arya, (DIN: 07799593), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 29, 2017 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 Director of the Company, has been received, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) Consecutive years for a term up to May 28, 2022."

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 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, upto a maximum amount of Rs. 25 crore from the financial year 2017-18 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 or any other officer(s) or employee(s) 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: 11th August, 2017
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 20th 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:

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • 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 (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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.

General Instructions:

- (A) The e-voting period begins on Tuesday, 26th September, 2017 (9:00 A.M.) and ends on Thursday, 28th September, 2017 (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 22nd September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 22nd September 2017 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 22nd September, 2017.
- (F) The Results declared along with the Scrutinizer's report shall be placed on the Company's website i.e. www.stl-global.com and on the website of CDSL within two days of passing the resolutions at the 20th Annual General Meeting of the Company held on 29th September, 2017.
9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Saturday the 23rd September 2017 to Friday the 29th September 2017 (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:

Name of the Director	Mr. Vishal Aggarwal	Mr. Sanjiv Kumar Agarwal	Mr. Prakash Swaroop Arya
DIN	00226677	00227251	07799593
Date of Birth	12-09-1971	07-11-1956	13-01-1948
Nationality	Indian	Indian	Indian
Date of Appointment	5 th June, 2006	30 th September, 2005	29 th May, 2017
Qualifications	B.Tech and M.B.A (USA)	Law Graduate	Commerce Graduate
Expertise in specific functional areas	Mr. Vishal Aggarwal aged about 45 years is a B.Tech and M.B.A from USA. He has a vast and varied experience of over 22 years in Textile Industry. Presently he is the Chairman & Managing Director of the Company and involved in the Long Term Planning and overall Management of affairs of the Company. He also controls the Marketing Division including new product evaluation & Liaisoning with Customers.	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.	Sh. Prakash Swaroop Arya, aged about 69 years is Graduate in Commerce. He has rich and vast exposure of over 35 years in the field of Banking Industry. He has retired from Government Bank. He advises the board in banking, financial matters as well as in policy formulation.
Shareholding in STL Global Limited	446002 (1.62%)	NIL	NIL
Directorship in other Companies and Membership of Committees	Companies: 1 Committees: 5	Companies: NIL Committees: 4	Companies: NIL Committees: 1
Relationship with any Director(s) of the Company	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 20th Annual General Meeting:

ORDINARY BUSINESS

Item No. 2

Mr. Sanjiv Kumar Aggarwal, aged about 60 years is the Whole time Director of the company since 30th September 2005. Mr. Aggarwal is a Commerce graduate and also done L.L.B. He is associated with the Company since its inception. 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 Aggarwal retires by rotation at the forthcoming 20th 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 Aggarwal 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

This explanatory statement is provided though not mandatory under Section 102 of the Companies Act, 2013 (Act). In terms of the provisions under Section 139 (2) of the Act dealing with mandatory rotation of Auditors, no listed company, shall appoint or re-appoint an audit firm as Auditor for more than two terms of five consecutive years and any audit firm which has completed its term as above shall not be eligible for re-appointment as Auditor in the same company for five years from the completion of such term. Provided also that every company, existing on or before the commencement of this Act which is required to comply with provisions of this sub-section, shall comply with the requirements of this sub-section within three years from the date of commencement of this Act and the time was further extended to the date of AGM to be held in 2017.

The tenure of present Statutory Auditors M/s M. M. Goyal & Co., Chartered Accountants (FRN: 007198N) will come to an end at the conclusion of ensuing AGM. Considering that the present Auditors have completed the maximum tenure allowed under the Act, the Company is required to appoint a new statutory auditor in their place. Based on recommendation of Audit Committee, the Board of Directors at their meeting held on 11th August, 2017 have recommended the appointment of M/s Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C), to hold office from the conclusion of this 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company subject to annual ratification of the said appointment by Members at every subsequent AGM. Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item no. 3 of the Notice. The Board recommends the Resolution at Item no. 3 for approval by the Members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item no. 3 of the Notice.

SPECIAL BUSINESS

Item No. 4

Mr. Vishal Aggarwal, aged 46 years is currently holding the position of Managing Director of the company since 29th September 2007. His term as a Managing Director will also expire on 30th September, 2017 and in order to continue on this position the board has also approved his appointment as a Managing Director for a further period of 5 years effective from 01st October, 2017 subject to approval of shareholders. Board is of the opinion that continuation of Mr. Vishal Aggarwal as a Managing Director is ideally suited to nature of our industry and necessary for effectively managing the affairs of the company.

As the shareholders already know, Mr. Vishal Aggarwal is B.Tech and M.B.A from USA. He has a vast and varied experience of over 22 years in Textile Industry. Presently he is holding the position of Managing Director of the Company and is actively involved in day to day management and strategic planning. He also controls the Marketing Division including new product evaluation & Liaisoning with Customers.

As there is inadequacy of profits in the company during the financial year ended on 31st March 2017, hence in accordance with the provisions of Schedule V of the Companies Act 2013, the remuneration of Mr. Vishal Aggarwal has also been approved by the Nomination & Remuneration Committee.

Mr. Vishal Aggarwal is entitled to the following remuneration as already approved by the Board, in pursuance of the provisions of Schedule V and other applicable provisions of the Companies Act 2013.

- A) **Appointment** : For a period of 5 years effective from 01.10.2017 to 30.09.2022
 - B) **Remuneration** : From 01.10.2017 to 30.09.2022
1. Basic Salary : **Rs. 60,000/- Per Month**
 2. House Rent Allowance : **Rs. 25,000/- Per Month**
 3. Conveyance Allowance : **Rs. 15,000/- Per Month**
 4. Contribution to provident fund and superannuation funds as per the rules of the company.
 5. Medical benefits for self and family provided that the total expenses on this account should not exceed Rs. 60,000/- per year being one month basic salary.
 6. Leave and Leave travel allowance as per the prevailing policy of the Company.

This should also be considered as an abstract of the terms of appointment of Mr. Vishal Aggarwal as Managing Director of the Company and a memorandum as to the nature of the concern or interest of the Directors in the said appointment, as required under section 190 of the Companies Act, 2013.

The resolution contained at item no. 4 of the notice convening 20th AGM is proposed to be passed as a Special Resolution for appointment of Mr. Vishal Aggarwal as a Managing Director. The Board recommends above resolution for the approval of shareholders. Office of Mr. Vishal Aggarwal as a director shall be subject to retirement by rotation at the Annual General Meetings of the Company.

Item No. 5

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. Prakash Swaroop Arya as an independent director under Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and to hold office for Five (5) consecutive years commencing from 20th Annual general meeting of the Company. Mr. Prakash Swaroop Arya 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 meet 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. He was retired from the Government Bank. He advice the board in many Banking and policy making decision & other company's & shareholders benefit related matters. He advices the board in banking, financial matters as well as in policy formulation. The board is of the opinion that rich & diversified experience of Mr. Prakash Swaroop Arya would be of immense benefit of the Company in terms of his advice to the board in decision making.

Also noted that Mr. Prakash Swaroop Arya 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. 5** for the approval of members.

Item No. 6

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.

Pursuant to provisions of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions' will require approval of the Members through an Ordinary Resolution. Since the aggregate value of these transactions (year to date plus proposed in 2017-18) is likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and will thus require approval of the Members/Shareholders of the Company through an Ordinary Resolution. 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.

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

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

Date: 11th August, 2017

Place: Faridabad



STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

Unit No. 111, Block No. – 1, 1st Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi – 110065

Tel.: 011-26935829, website: www.stl-global.com

EMAIL: 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 20th Annual General Meeting of the Company held on Friday the 29th day of September 2017 at Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, 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	

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.

_____ Space intentionally left blank _____



STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

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

Tel.: 011-26935829, website: www.stl-global.com

E-MAIL: 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
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the company, to be held on Friday, 29th day of September, 2017 at 10:00 A.M. at Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, 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 2016-17		
2	Retirement by rotation of Director – Mr. Sanjiv Kumar Aggarwal		
3	Appointment of Statutory Auditors M/s Vishnu Aggarwal Associates, Chartered Accountants		
4	Re-Appointment of Mr. Vishal Aggarwal as an Managing Director		
5	Appointment of Mr. Prakash Swaroop Arya as an Independent Director		
6.	Approval on Material Related Party Transactions		

Affix Revenue
Stamp of Rs. 1/-

Signed this _____ day of _____ 2017

Signature of shareholder _____

Signature of Proxy holder's _____

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 20th 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.

INDIA CORPORATE CENTRE (ICC)

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