STL GLOBAL

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: **SGL**

To
The Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051, MH

Sub: **Notice of 22nd Annual General Meeting (AGM) of the Company**

Dear Sir/Madam,

In consonance with the provisions of Regulation 30(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, kindly find enclosed herewith the "Notice of 22nd Annual General Meeting" of the STL Global Limited scheduled to be held on Monday the 30th 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.

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**

STL GLOBAL LIMITED

Manil Kr. Nagar
(Company Secretary)

Encl: As Above

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

NOTICE OF TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting of the members of STL Global Limited will be held on Monday the 30th 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 31st 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 31st 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 20th Annual General Meeting (AGM) held on 29th September, 2017, to hold office from the conclusion of 20th Annual General Meeting till the conclusion of 25th 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: 12th 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 22nd 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 LIIPL. 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 LIIPL: 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).

	For Shareholders holding shares in Demat Form or 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). • 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.
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. • 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).

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

<u>If Shareholders holding shares in Demat Form or Physical Form have forgotten password:</u>

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 LIIPL.

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**

6. 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.

7. 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'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. 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.

10. 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 LIIPL: 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 or Call us **:-** Tel : 022 - 49186000.

General Instructions:

(A) The e-voting period begins on Friday, 27th September, 2019 (9:00 A.M.) and ends on Sunday, 29th 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 23rd 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 23rd 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 23rd 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 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 22nd Annual General Meeting of the Company held on 30th September, 2019.

9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Tuesday the 24th September 2019 to Monday the 30th 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:

Name of the Director	**Mr. Sanjiv Kumar Agarwal**	**Mr. Sanjay Aggarwal**	**Ms. Anjana Mehra**
DIN	00227251	00774040	07071868
Date of Birth	07-11-1956	15-06-1969	08-12-1951
Nationality	Indian	Indian	Indian
Date of Appointment	30th September, 2005	13th February, 2019	January 17, 2015
Qualifications	Law Graduate	Chartered Accountant (C.A.)	B.A. & L.L.B
Expertise in specific functional areas	Mr. Sanjiv Kumar Agarwal is having over 38 years of rich, vast and varied experience in legal & other diverse fields. He advices 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 advices the board in legal matters & policy formulation.
Shareholding in STL Global Limited	NIL	NIL	NIL
Directorship in other Public Companies including this Company	Companies: 1	Companies: 1	Companies: 1
Membership of Committees	Committees: 4	Committees: 2	Committees: 6
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 Agarwal, aged about 62 years is the Whole time Director of the company since 30th September 2005. Mr. Sanjiv Kumar Aggarwal is a Commerce graduate and also 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 Agarwal retires by rotation at the forthcoming 22nd 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 20th 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 25th 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. 13th 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 18th Annual General Meeting held on 30th September, 2015. Since, Ms. Anjana Mehra will complete her initial term as an Independent Director of the Company on 31st March, 2020, she is eligible for re-appointment for one more term.

Ms. Anjana Mehra aged 68 years and currently resident of 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 2nd 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 22nd Annual General Meeting of the Company.

By Order of the Board

For **STL GLOBAL LIMITED**

Sd/-

Vishal Aggarwal

(Chairman & Managing Director)

(DIN: 00226677)

Date: 12th August, 2019

Place: Faridabad

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
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 22nd Annual General Meeting of the Company held on Monday the 30th 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.

_____Space intentionally left blank_____

STL Global **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
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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on Monday, 30th 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		

Affix Revenue Stamp of Rs. 1/-

Signed this _____day of _____ 2019

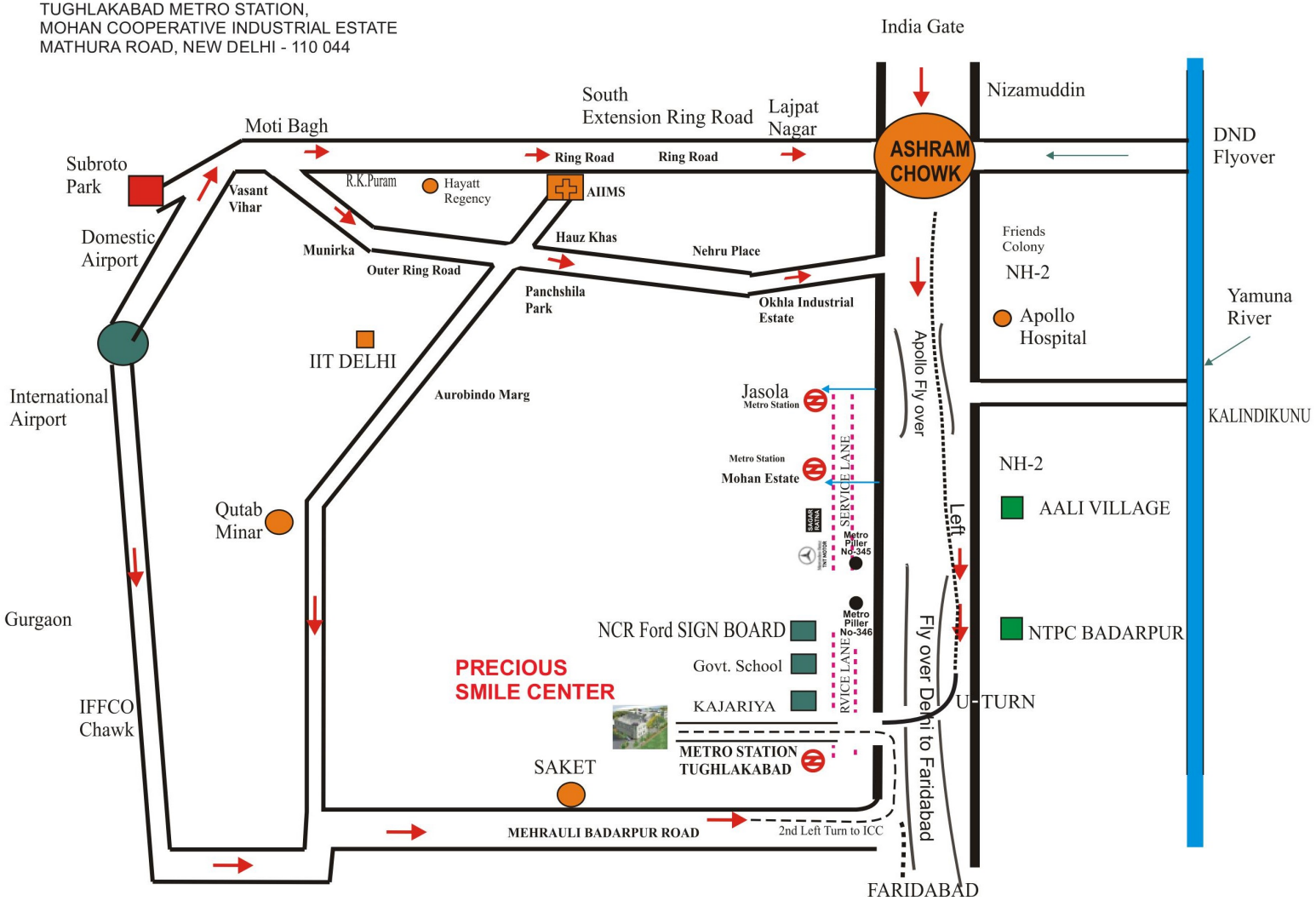
Signature of shareholder _____

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 22nd 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.

ROUTE MAP:

PRECIOUS SMILE CENTER

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