

STL GLOBAL LIMITED

Regd. Off : Unit No. 111, Block No. 1,
1st Floor, Tribhuvan Complex,
Ishwar Nagar, New Delhi- 110065

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholders,

Pursuant to the provisions of Section 293(1)(a) & 17 of the Companies Act, 1956, sale, lease, or otherwise disposal of the whole or substantially the whole of the undertaking of the Company and to alter the object clause of Memorandum of Association of the Company, requires the approval of the shareholders by way of Ordinary and Special Resolutions. The Company proposes to carry out the following transactions:-

1. To sell, lease or otherwise dispose of the whole or substantially whole of the undertakings of the Unit No.2 of the Company situated at Plot No. 4, Sector -6, Faridabad, Haryana; and
2. To alter the object clause of the Company.
3. To allow the use of Land as per the Collaboration Agreement between RPS Infrastructure Limited and STL Global Limited for development of Company's Land situated at 12/6, Mile Stone, Mathura Road, Sarai Khawaja, Faridabad, Haryana as an IT Park.

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent of the members under Section 293(1)(a) and 17 of the Companies Act, 1956, are required to be obtained by means of voting by Postal Ballot. The proposed ordinary and special resolutions and explanatory statement containing all material facts and reasons for the proposals are appended below and postal ballot form is enclosed for your consideration. The Company has appointed Mr. Vinit Sikka, of M/s Vinit Sikka & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed in all respects in the enclosed self addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer **before the closing of working hours (17:30 hrs.) on 08th July 2011.**

The Scrutinizer will submit his report to the Chairman or Vice Chairman or the Managing Director of the Company after the completion of the scrutiny and results of voting by Postal Ballot will be announced on 12th July 2011 at the Registered Office of the Company.

1. ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company (the Board) to the sale, lease or otherwise dispose of at such consideration and with effect from such date as the Board may think fit, the whole or substantially the whole of the undertaking of the Company's Unit No.2 situated at Plot No. 4, Sector -6, Faridabad, Haryana.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds, and things as may be deemed necessary and/or expedient thereto for giving effect to the aforesaid resolution."

2. SPECIAL RESOLUTION

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s), if any, from the competent authorities, the Main object clause of the Memorandum of Association

of the Company be and is hereby altered by adding the following new clause no. 2 after the existing clause no.1 as stated in the main objects of the Company:

'2. To carry on the business as owner, builder, colonizer, developer, promoter, lessors, interior decorators, civil contractors, maintainer of residential, commercial and industrial buildings; mall, multiplexes, township projects; and apartment houses, hotels, motels, hostels, restaurants; godowns, jails, warehouses, boarding houses, clubs, pleasure grounds and amusement parks, theatres, cinemas or such other houses, meeting or lecture halls, libraries, dharamshalas and sarais, health resorts and sanatoriums or to collaborate with some real estate developer or any other person or company dealing in the business of real estate for the development of company's land and other undertakings in to IT parks, commercial complexes, residential accommodations or other real estate projects; and to deal in all kinds of immovable properties whether belonging to the Company or not.'

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts, deeds, and things as deemed necessary for giving effect to the aforesaid resolution."

3. ORDINARY RESOLUTION

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company (the Board) for allowing the use of Land as per the Collaboration Agreement between RPS Infrastructure Limited and STL Global Limited for development of Company's prime located Land situated at 12/6, Mile Stone, Mathura Road, Sarai Khawaja, Faridabad, Haryana as an IT Park.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be deemed necessary and/or expedient thereto for giving effect to the aforesaid resolution."

By Order of the Board
For STL Global Ltd.

Sd/-

J. P. Aggarwal
(Chairman cum Managing Director)

Date: 27.04.2011

Place: Faridabad

NOTES:-

- 1 The relative Explanatory Statement pursuant to Section 173(2) and 192A (2) of the Companies Act, 1956 setting out material facts are annexed hereto.
- 2 The Board of Directors at its meeting held on 27th April 2011 has appointed Mr. Vinit Sikka of M/s Vinit Sikka & Associates, Company Secretaries, as Scrutinizer to conduct the voting through Postal Ballot, in a fair and transparent manner and to receive and scrutinize the completed postal ballot forms from the members. The Postal Ballot Form and the Self addressed business reply envelope are enclosed for the use of the Members.
- 3 Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed said Form (no other form or photocopy of the Postal Ballot form is permitted), with the assent (for) or dissent (against), in the attached envelope so as to reach the Scrutinizer before the close of working hours (17:30 hours) on or before 08th July 2011 to be eligible for being considered, failing which, it will be strictly treated as no reply has been received from the Member. The Scrutinizer will submit his report to Chairman or Managing Director of the Company after completion of scrutiny and the results of postal ballot will be announced by the Chairman on or after 11:00 AM on 12th July 2011 at the Registered office of the Company at Unit No. 111, Block No. 1, 1st Floor, Tribhuwan Complex, Ishwar Nagar, New Delhi- 110065.
- 4 All documents referred to in the accompanying Notice and Explanatory statement are open for

existing clause no.1 in the main objects of the Company as already contained at item no. 2 above.

Hence, As per Section 17 of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders by way of Special Resolution, for the above purpose, is required to be obtained by means of a postal ballot and its results declared at the Registered Office of the Company.

Directors of the Company recommend this resolution and appeal shareholders to uphold the same by means of Postal Ballot.

None of the Directors is concerned or interested in the said resolution except to the extent of shares held by them in the Company.

Item No. 3

Members are aware that in the year 2007, we have collaborated with M/s RPS Infrastructure Limited to develop company's prime located land (situated at 12/6, Mile Stone, Mathura Road, Sarai Khawaja, Faridabad Haryana) into an IT Park. For this purpose the Company has already vacated the above stated land and shifted its plant to Plot No.207, 208, Sector-58, Faridabad, Haryana. Further the dwellings of the IT Park are to be sold out or to be disposed of by M/s RPS Infrastructure Limited as per the collaboration agreement. This would tantamount to sale/disposition of the land available in the name of the Company.

Now as the bookings in the IT Park project have started, there is a need to pass a resolution under Section 293(1)(a) of the Companies Act, 1956 for allowing the use of this Land as per the Collaboration Agreement.

Hence, As per Section 293(1)(a) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders by way of Ordinary Resolution, for the above purpose, is required to be obtained by means of a postal ballot and its results declared at the Registered Office of the Company.

Your Directors recommend this resolution and appeal you to uphold the same by means of Postal Ballot.

None of the Directors is concerned or interested in the said resolution except to the extent of shares held by them in the Company.

By Order of the Board

For **STL Global Ltd.**

Sd/-

J. P. Aggarwal

(Chairman cum Managing Director)

Registered Office:

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

Place: Faridabad

Date: 27.04.2011

Encl: Postal Ballot and Pre paid Business Reply Envelope.

inspection at the Registered Office of the Company on all working days except Sundays between 10:00 AM to 01:00 PM from 06th June 2011 to 08th July 2011.

ANNEXURE TO THE NOTICE

(Explanatory Statement under Section 173 of The Companies Act, 1956)

Item No.1

During the last two financial years the company was facing adverse factors like lesser demand, suspension of production activities due to shifting of plant, non-viability of some divisions of the company and non-recovery in the textile industry despite substantial recoveries in the global economy, due to these the operations of Unit No.2 of the Company (Woven Process division) situated at Plot No. 4, Sector-6, Faridabad, Haryana were suspended to minimize the statutory and overhead expenses, since it was very difficult to run the plant without operational income.

As there were continuous losses in the Company due to adverse factors, the board of directors decided to make a reference to the Corporate Debt Restructuring (CDR) Cell for approving a Restructuring Package for the Company in its meeting held on 13th November 2010.

The Corporate Debt Restructuring (CDR) Cell has already approved the Restructuring Package to the Company vide LOA No. CDR(JCP)No.7626/2010-11 dated 24th February 2011. In terms of the restructuring package approved by CDR cell the Company has to dispose off the land and building including plant & machinery of Unit No.2 of the Company situated at Plot No. 4, Sector -6, Faridabad, Haryana. The production activities have already stopped at the above plant due to non-viability. The remaining production activities i.e. (i) Knitting of Fabric and (ii) Processing & Dying of Knitted Fabric are already shifted to the company's new plant situated at Plot No.207, 208, Sector-58, Faridabad, Haryana. The Company has to dispose of the plant due to adverse conditions and CDR norms, and the proceeds shall be used for repayment of Term Loans of the Banks which ultimately lead to lesser burden of Interest on the Company.

The board is hopeful that with the start of production activities in the new plant and improved performance of the remaining two divisions i.e. (i) Knitting of Fabric and (ii) Processing & Dying of Knitted Fabric, and with lesser burden of bank interest cost, the Company will be able to regain the earlier levels of production and momentum.

Hence, As per Section 293(1)(a) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders by way of Ordinary Resolution, for the above purpose, is required to be obtained by means of a postal ballot and its results declared at the Registered Office of the Company.

Your Directors recommend this resolution and appeal you to uphold the same by means of Postal Ballot.

None of the Directors is concerned or interested in the said resolution except to the extent of shares held by them in the Company.

Item No. 2

The Members are already aware that at Present the Company is mainly engaged in the business of, Knitting of Fabric and Processing & Dying of Knitted Fabric as per the existing clause No.1 of the main objects of the MOA of the Company. You are also aware that in the year 2007, we have collaborated with M/s RPS Infrastructure Limited to develop Company's prime located land into an IT Park. During the last year global economy showed some good signs but there were lesser recoveries in the textile sector and also the real estate sector evidenced lack of investor confidence especially in commercial buildings like IT parks and shopping malls. Due to these adverse factors, RPS Infrastructure was not able to start the construction activities during last year also.

However, the construction activities have now started and with start of Delhi-Badarpur flyover, the Company is hopeful that the IT Park project can find its right path. With the initiation of the project as per the collaborative agreement with the builder, the income will start accruing to the Company, And in order to include that income into the operational income of the business there is a requirement of inclusion of the new clause No.2 after the

inspection at the Registered Office of the Company on all working days except Sundays between 10:00 AM to 01:00 PM from 06th June 2011 to 08th July 2011.

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The Corporate Debt Restructuring (CDR) Cell has already approved the Restructuring Package to the Company vide LOA No. CDR(JCP)No.7626/2010-11 dated 24th February 2011. In terms of the restructuring package approved by CDR cell the Company has to dispose off the land and building including plant & machinery of Unit No.2 of the Company situated at Plot No. 4, Sector -6, Faridabad, Haryana. The production activities have already stopped at the above plant due to non-viability. The remaining production activities i.e. (i) Knitting of Fabric and (ii) Processing & Dying of Knitted Fabric are already shifted to the company's new plant situated at Plot No.207, 208, Sector-58, Faridabad, Haryana. The Company has to dispose of the plant due to adverse conditions and CDR norms, and the proceeds shall be used for repayment of Term Loans of the Banks which ultimately lead to lesser burden of Interest on the Company.

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Hence, As per Section 293(1)(a) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders by way of Ordinary Resolution, for the above purpose, is required to be obtained by means of a postal ballot and its results declared at the Registered Office of the Company.

Your Directors recommend this resolution and appeal you to uphold the same by means of Postal Ballot.

None of the Directors is concerned or interested in the said resolution except to the extent of shares held by them in the Company.

Item No. 2

The Members are already aware that at Present the Company is mainly engaged in the business of, Knitting of Fabric and Processing & Dying of Knitted Fabric as per the existing clause No.1 of the main objects of the MOA of the Company. You are also aware that in the year 2007, we have collaborated with M/s RPS Infrastructure Limited to develop Company's prime located land into an IT Park. During the last year global economy showed some good signs but there were lesser recoveries in the textile sector and also the real estate sector evidenced lack of investor confidence especially in commercial buildings like IT parks and shopping malls. Due to these adverse factors, RPS Infrastructure was not able to start the construction activities during last year also.

However, the construction activities have now started and with start of Delhi-Badarpur flyover, the Company is hopeful that the IT Park project can find its right path. With the initiation of the project as per the collaborative agreement with the builder, the income will start accruing to the Company, And in order to include that income

existing clause no.1 in the main objects of the Company as already contained at item no. 2 above.

Hence, As per Section 17 of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders by way of Special Resolution, for the above purpose, is required to be obtained by means of a postal ballot and its results declared at the Registered Office of the Company.

Directors of the Company recommend this resolution and appeal shareholders to uphold the same by means of Postal Ballot.

None of the Directors is concerned or interested in the said resolution except to the extent of shares held by them in the Company.

Item No. 3

Members are aware that in the year 2007, we have collaborated with M/s RPS Infrastructure Limited to develop company's prime located land (situated at 12/6, Mile Stone, Mathura Road, Sarai Khawaja, Faridabad Haryana) into an IT Park. For this purpose the Company has already vacated the above stated land and shifted its plant to Plot No.207, 208, Sector-58, Faridabad, Haryana. Further the dwellings of the IT Park are to be sold out or to be disposed of by M/s RPS Infrastructure Limited as per the collaboration agreement. This would tantamount to sale/disposition of the land available in the name of the Company.

Now as the bookings in the IT Park project have started, there is a need to pass a resolution under Section 293(1)(a) of the Companies Act, 1956 for allowing the use of this Land as per the Collaboration Agreement.

Hence, As per Section 293(1)(a) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders by way of Ordinary Resolution, for the above purpose, is required to be obtained by means of a postal ballot and its results declared at the Registered Office of the Company.

Your Directors recommend this resolution and appeal you to uphold the same by means of Postal Ballot.

None of the Directors is concerned or interested in the said resolution except to the extent of shares held by them in the Company.

By Order of the Board
For STL Global Ltd.

Sd/-

J. P. Aggarwal

(Chairman cum Managing Director)

Registered Office:

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

Place: Faridabad

Date: 27.04.2011

Encl: Postal Ballot and Pre paid Business Reply Envelope.



STL Global

STL GOLBAL LIMITED

Registered Office:

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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

POSTAL BALLOT NO.

1. Name(s) of Shareholder(s) :
(in block letters)
2. Registered address of the sole/
first named shareholder :
3. Name(s) of the joint holder(s),
if any :
4. Registered Folio No. /
DP ID No. and Client ID No.* :
(* Applicable to investors holding
shares in demat form)
5. Number of equity shares held :
6. I/We hereby exercise my / our vote in respect of the Ordinary / Special Resolutions to be passed through
Postal Ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent
to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution: Pursuant to Section 293(1)(a) of the Companies Act, 1956 to sell Unit No.2 of the Company with all its Land & Building and Plant & Machinery situated at Plot No. 4, Sector-6, Faridabad, Haryana.			
2.	Special Resolution: Pursuant to Section 17 of the Companies Act, 1956, for adding of new businesses by inserting new clause no. 2 after the existing clause no.1 in 'main objects' in the Memorandum of Association of the Company.			
3.	Ordinary Resolution: Pursuant to Section 293(1)(a) of the Companies Act, 1956 to allow the use of Land as per the Collaboration Agreement for development of Company's Land situated at 12/6, Mile Stone, Mathura Road, Sarai Khawaja, Faridabad, Haryana as an IT Park			

Place:

Date:

(Signature of the Shareholder)

Note: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 08th July, 2011



INSTRUCTIONS

1. A Shareholder desiring to exercise his vote by Postal Ballot should complete this postal ballot form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by Courier / Registered post at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder (as per the specimen signature registered with the company/Depository participants). Unsigned postal ballot forms will be rejected.
4. In case of shares held by Companies, Trust, Societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution / Authority giving requisite authority to the person voting on the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
5. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
6. A shareholder need not use all the votes nor needs to cast all the votes in the same way.
7. In case of joint holding, this form should be completed and signed (as per the specimen signature with the Company / Depositories) by the first named shareholder and in his absence by the next shareholder. Postal ballot cannot be exercised by proxies.
8. Duly completed postal ballot form should reach the Scrutinizer not later than the **close of working hours on 08th July 2011**, Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified at item 8 above.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the last date of dispatch of the Notice.
11. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice.

(Signature of the Shareholder)

Place:

Date:

Note: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 08th July, 2011