

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of the **Shree Global Tradefin Limited** will be held at 'Orchid', 1st Floor, Centre 1, Cuffe Parade, Mumbai 400005 on **Saturday, 2nd August, 2014 at 10.30 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Profit and Loss Account of the Company for the year ended on 31st March, 2014 and the Balance Sheet as on that date, together with Directors' and Auditors' Report thereon.
2. To appoint M/s. Ashok S. Jain & Co. Chartered Accountants as Statutory Auditors of the Company for the financial year from 1st April, 2014 to 31st March, 2017 and to fix their remuneration.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification/s, the following resolution as an **Special Resolution** :

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

Details of remuneration:-

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

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

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

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

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

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

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

SHREE GLOBAL TRADEFIN LIMITED

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

RESOLVED FURTHER THAT:

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

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

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

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

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

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

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

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

By order of the Board

Place : Mumbai
Dated : 3rd July, 2014

R. Rajalakshmi
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.**
2. Proxy Form and Attendance Slip are enclosed. Proxies, in order to be valid, must reach the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
3. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of Item No.4 is annexed herewith.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday,28th July,2014 to Saturday,2nd August,2014** (both days inclusive).
5. Members desiring any information as regards to Accounts are requested to write 7 days in advance to the Company before the date of meeting to enable the Management to keep full information ready.
6. Members are requested to notify any change in their address to the company's Registrar & Transfer Agent, M/s. Bigshare services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri(East), Mumbai- 400 072.

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7. Members are requested to quote their Folio No. Or DP ID / Client ID, in case shares are in physical/ dematerialised form, as the case may be, in all correspondence with the Company/ Registrar and Share Transfer Agent.
8. Members who have multiple accounts in identical names or joint accounts in the same order are requested to send all the Share Certificate(s) for consolidation of all such Shareholdings into one account to facilitate better services.
9. The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate governance" by allowing paperless compliances by Companies through electronic mode. Therefore we request you to provide your email id to our Registrar M/S Bigshare services Pvt. Ltd. Unit: Shree Global TradeFin Ltd on the address given in this notice to send various notices/ documents, etc. through electronic media.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING (Pursuant to clause 49 of the Listing Agreement)

1.	Name	Shri Rajesh Gupta
2.	Brief Resume	
	Age	49 years
	Qualification	B.Com.
	Experience	28 years
	Date of appointment on the Board of the company	28.04.2014
3.	Nature of expertise in specific functional Areas	Expertise in the field of production, management, and other areas in steel, Power and Retail Trading industry
4.	Name(s) of other Companies in which Directorship held	Lloyds Metals and Energy Ltd.
5.	Name(s) of other companies in which he is Chairman / Member of the *Committee(s)	Lloyds Metals and Energy Ltd. – Member – Shareholders' and Investors' Grievance Committee
6.	No. of shares held of ₹ 5/- each	-
7.	Relationship between Directors inter se (As per Section 6 and Schedule 1A of the Companies Act, 1956)	He is Promoter Director but not related with any other Director.

By order of the Board

Place : Mumbai
Dated : 3rd July, 2014

R. Rajalakshmi
Company Secretary

* Committees for the above purpose only Audit and Share transfer and Investors' Grievance Committees is considered.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

The Board of Directors at their meeting held on 28th April, 2014 appointed Shri Rajesh Gupta as a Whole Time Director designated as 'Executive - Chairman' for a period of three years with effect from 1st May, 2014 subject to approval of the members at the general meeting.

Mr. Rajesh Gupta, is a successful industrialist having vast knowledge and rich experience of over 28 years in Production, Management, Consultancy and other areas in Steel & Power Industry. He is looking after day to day activities of the Company and associated with the Company since 2013. He is also associated with promoters of the company. The Board is of the opinion that his appointment would be in the best interest of the Company.

Therefore, the Board of Directors recommends the resolution(s) set out at Item No. 3 of the accompanying notice for approval of the Members in accordance with the provisions of the Companies Act, 2013.

None of the Directors, except Shri Rajesh Gupta of the Company is, in any way, concerned or interested in the said resolution(s).

Item No. 4

As per Section 62 of the Companies Act, 2013 approval of shareholders in the General Meeting is required for allotment of convertible warrants on preferential basis and hence the resolution is placed before the Shareholders.

The purpose of the proposed issue as mentioned above, is to achieve long term plans of the Company and to meet the funding requirements for repayment of loans/ advances, working capital requirements and general corporate purpose. The proceeds of the proposed issue may be utilized for any of the aforesaid purposes to the extent permitted by law. For this purpose as may be decided by the Board from time to time in the best interest of the Company, it is proposed to issue upto 1,90,00,000 convertible warrants on preferential allotment basis.

The necessary information pertaining to the proposed preferential allotment in terms of Regulation 73(1) of SEBI (ICDR) Regulations, 2009, as amended thereto, are set out as below:

1. List of Allottees

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

2. Object/s of the issue:

The proposed preferential allotment of convertible warrants is made to meet the funding requirements for repayment of loans/ advances, working capital requirements and general corporate purpose.

SHREE GLOBAL TRADEFIN LIMITED

3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

The Promoters/Directors/ Key Management of the Company are not intended to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting.

4. Shareholding Pattern before and after the Issue:

The shareholding pattern before and after the allotment of 1,90,00,000 convertible warrants is as under :(As on 30th June, 2014)

Category of Shareholders	Existing Shareholding		Shareholding assuming full conversion of warrants	
	No. of Shares	%	No. of Shares	%
Promoter and Promoter Group (A)	15,50,68,519	74.23	15,50,68,519	68.04
Public Shareholding (B)	5,38,32,574	25.77	7,28,32,574	31.96
Total (A) + (B)	20,89,01,093	100.00	22,79,01,093	100.00
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	20,89,01,093	100.00	22,79,01,093	100.00

5. Consequential Changes in the Voting Rights :

Voting rights will change according to the change in the shareholding pattern mentioned above.

6. Proposed time within which the allotment shall be completed:

The Board proposes to allot convertible warrants within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission. The allotment of Equity shares pursuant to exercise of option by warrant holder will be made within a reasonable time after exercise of such option.

7. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:

Identity	Existing Shareholding		No. of Convertible warrants to be issued	Shareholding assuming full conversion of warrants	
	No. of Shares	%age	No. of Warrants	No. of Shares	%age
Proposed Allottee					
Non Promoter					
Pragya Realty Developers Private Limited	43,81,093	2.10	1,90,00,000	2,33,81,093	10.26

Assumptions:

- All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
- The warrants are held by the aforesaid allottee at the time of exercise of the option and
- The options are exercised by them in full.

8. Lock in Period:

The aforesaid allotment of convertible warrants arising shall be locked in as per Regulation 78 of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

9. Change in Management:

The proposed preferential allotment of convertible warrants will not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

10. Pricing of the issue:

The issue of Equity Shares pursuant to conversion of warrants on preferential basis shall be at a price of ₹ 36/- each (₹ 5/- face value + ₹ 31/- premium). The price is determined in compliance with SEBI (ICDR) Regulations, 2009 for Preferential Issues.

11. Auditor's Certificate:

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 by the proposed issue shall be laid before the shareholders at their proposed Annual General Meeting.

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12. Payment and Conversion Terms:

25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of ₹ 5/- each at a price of ₹ 36/- each which is determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 at any time within 18 months from the date of issue. In case the option is not exercised within a period of 18 months from the date of issue, the aforesaid 25% amount paid on the date of allotment shall be forfeited.

13. Undertakings:

- I. The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- II. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

14. Interest of Promoters/ Directors

None of the Directors and Promoters of the Company are in any way, directly or indirectly concerned or interested in the above resolution.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and/ or preferential issue as set out in the special resolution.

The Board of Directors recommends the said Special Resolution for your approval.

By order of the Board

Place : Mumbai
Dated : 3rd July, 2014

R. Rajalakshmi
Company Secretary

STATEMENT AS REQUIRED TO BE GIVEN TO THE SHAREHOLDERS IN TERMS OF SCHEDULE V OF THE COMPANIES ACT, 2013 (In respect of Item No. 3)

I. GENERAL INFORMATION

1.	Nature of Industry	Trading in Steel Products & Investments
2.	Date or expected date of commencement of commercial Production	The company has commenced its commercial activities since 1986.
3.	In case of new Companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A

4. Financial performance based on given indicators :

₹ In Lakhs

Particulars	2011-12	2012-13	2013-14
Total Income	99.633.93	9166.70	254.13
Profit Before Tax	140.30	209.60	85.39
Profit after tax	118.30	141.72	75.39

5. Foreign Investments or collaborations, if any - NIL

II. INFORMATION ABOUT THE APPOINTEE

		Shri Rajesh Gupta
1.	Background Details	B.Com. having more than 28 years of experience in steel, power and retail trading industry, has implemented several steel and power projects. He was designated as General Manager of the company since 2013.
2.	Past Remuneration	Salary - ₹ 1,00,000/- per month, HRA@ 60 % of basic salary and Other allowances - ₹ 40,000/- per month
3.	Recognition or Awards	-
4.	Job Profile and it's Suitability	He is appointed as Whole Time Director of the company w.e.f. 01.05.2014. He is responsible for day to day affairs of the company.
5.	Remuneration proposed	Same as mentioned at Point 2
6.	Comparative remuneration profile with respect to industry, size of the company, profile and position of person	The remuneration proposed is reasonable as compared to size of the company, profile and position of the person as well as with respect to the industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial person, if any.	He is a promoter director. He has no other pecuniary relationship with company except remuneration and not related with managerial personnel.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits
 - Adverse market conditions
 - Lower margins
2. Steps taken or proposed to be taken for improvement.
 - Reduction in turnover
3. Expected increase in productivity and profits in measurable terms.

The Company is expecting to improve the productivity and to earn the profits in the nearest future.

IV. DISCLOSURE

The disclosure on remuneration package payable to the managerial person is given under the head "Corporate Governance" in this report.

By Order of the Board,

Place : Mumbai
Dated : 3rd July, 2014

R. Rajalakshmi
Company Secretary