

SHREE GLOBAL TRADEFIN LIMITED

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

Date: 14th August, 2020

To,
BSE Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001

Sub: Notice of the 34th Annual General Meeting of Shree Global Tradefin Limited

Dear Sir/Madam,

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 34th Annual General Meeting of the Company for Financial Year 2019-20 to be convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 08th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020 and MCA General Circular No. 20/2020 dated 05th May, 2020.

The schedule of the AGM is set out below:

Event	Date	Time
Cut-off date to vote on AGM resolutions	08 th September, 2020	NA
Book Closure -AGM	09 th September, 2020 to 15 th September, 2020	NA
Commencement of e-voting	11 th September, 2020	09:00 a.m. IST
End of e-voting	14 th September, 2020	05:00 p.m. IST
AGM	15 th September, 2020	11:00 a.m. IST

You are requested to kindly take a note of the same.

Thanking you,
Yours faithfully,
For Shree Global Tradefin Limited

Sd/-
Priyanka Agrawal
Company Secretary
Contact No. 8793022535

NOTICE

NOTICE is hereby given that the **Thirty Fourth (34th)** Annual General Meeting (“**AGM**”) of the Members of the **Shree Global Tradefin Limited** will be held on **Tuesday, 15th September, 2020 at 11:00 a.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and Auditors Report thereon.
- To appoint a Director in place of Mr. Rajesh R. Gupta (DIN: 00028379), who retires by rotation and being eligible, offers himself for re-appointment.
- Ratification of Re-appointment of M/s Todarwal & Todarwal LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 111009W/W100231) as the Statutory Auditors of the Company.**

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

“**RESOLVED THAT** pursuant to the resolution passed by the Members of the Company at the 30th Annual General Meeting held on 29th September, 2016 and pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for ratification of the appointment of M/s Todarwal & Todarwal LLP, Chartered Accountants (ICAI Registration No: 111009W/W100231) as the Statutory Auditor of the Company, to hold office from the conclusion of Thirty fourth Annual General Meeting until the conclusion of Thirty fifth Annual General Meeting of the Company to be held in the year 2021, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

SPECIAL BUSINESS:

- Revision of Remuneration of Mr. Rajesh R. Gupta, Managing Director of the Company w.e.f 01st April, 2020 to 31st December, 2020**

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

“**RESOLVED THAT** in accordance with the provisions of section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other consents and permission as may be necessary, the consent of the Members be and is hereby accorded for revision in the remuneration of Mr. Rajesh R. Gupta [DIN: 00028379], Managing Director of the Company w.e.f 01st April, 2020 to be paid as under including salary, allowances and perquisites for the remainder period of his tenure i.e upto 31st December, 2020 within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time and in force.

Details of Remuneration:- Salary Per Month

Details	(Amount in ₹)
Basic Salary	1,00,000
House Rent Allowance	75,000
Conveyance	30,000
Education Allowance	5,000
Special Allowance	39,667
L.T.A	30,000
Perquisite	1,25,000
Provident Fund	12,000
Total	4,16,667 per month

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

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

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

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company; and subject to such other approval(s), permission(s) and sanction(s), as may be required, the members hereby accords its approval and consent to the re-appointment of Mr. Rajesh R. Gupta (DIN: 00028379) as the Managing Director of the Company, (designated as Chairman & Managing Director) being liable to retire by rotation for a period of three years w.e.f 01st January, 2021 and to his receiving remuneration as recommended by the Nomination and Remuneration Committee of the Board with effect from 1st January, 2021 to be paid as under including salary, allowances and perquisites within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 and with the liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajesh R. Gupta.

Details of Remuneration:- Salary Per Month

Details	(Amount in ₹)
Basic Salary	1,00,000
House Rent Allowance	75,000
Conveyance	30,000
Education Allowance	5,000
Special Allowance	39,667
L.T.A	30,000
Perquisite	1,25,000
Provident Fund	12,000
Total	4,16,667 per month

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

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

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Rajesh R. Gupta from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

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

7. To appoint Mr. Vinayak Kashid as a Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013, Mr. Vinayak Kashid (DIN: 08582130), who was appointed as an Additional Director with effect from 01st November, 2019 on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non- Executive Director of the company, liable to retire by rotation.

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

8. To appoint Mr. Vikram Shah as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vikram Shah (DIN: 00824376), who was appointed as an Additional Independent Director by the Board of Directors with effect from 05th February, 2020 and who holds office till the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and

in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Vikram Shah (DIN: 00824376) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 05th February, 2020 to 04th February, 2025, be and is hereby approved.

9. To appoint Mr. Manesh Cherian as a Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013, Mr. Manesh Cherian (DIN: 02244855), who was appointed as an Additional Director with effect from 26th March, 2020 on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non- Executive Director of the company, liable to retire by rotation.

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

**By Order of the Board
For Shree Global Tradefin Limited
Sd/-
Priyanka Agrawal
Company Secretary**

**Place: Mumbai
Date: 31st July, 2020**

Notes :

1. The AGM will be held on Tuesday, 15th September, 2020 at 11:00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08th May, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020 and MCA General circular no. 20/2020 dated 05th May, 2020.
2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id sgtl2008@gmail.com, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05th May, 2020, physical attendance of the Members is not required. Hence, Members have to attend and participate in the ensuing AGM though VC/OAVM.
5. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
 - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “Bigshare Services Private Limited” on their email id investor@bigshareonline.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 24.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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8. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the Email ID sgtl2008@gmail.com.
 9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 09th September, 2020 to Tuesday, 15th September, 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
 10. The information regarding the Directors who are proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto as **Annexure 1**.
 11. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
 13. Members desiring any information as regards to Accounts are requested to send an email to sgtl2008@gmail.com, 14 days in advance before the date of the meeting to enable the Management to keep full information ready on the date of AGM.
 14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement can send an email to sgtl2008@gmail.com
 15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23.
 16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 17. The Annual Report alongwith the Notice of AGM will be placed on the Company's website on www.sgtl.in.
 18. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 14th August, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode.
 19. As per the MCA Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
 20. Shareholder's of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 14th August, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode only.
 21. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.
 22. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
- 23. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**
- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility. The facility of casting votes by a member using remote e-voting system as well as e- voting on the date of the AGM will be provided by CDSL.
 - b. The Board of Directors of the Company has appointed M/s. B.R. Gupta & Co, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 08th September, 2020.
 - d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 08th September, 2020 only shall be entitled to cast their vote either through remote e-voting or through E- voting at the AGM.

- e. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sgtl.in and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited.
- f. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 15th September, 2020.
- g. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The Instructions for Members for Remote E-Voting Are As Under:-

The voting period begins on Friday, 11th September, 2020 at 09.00 a.m. (IST) and ends on Monday, 14th September, 2020 at 5.00 p.m. (IST). The E-Voting module shall be disabled by CDSL for voting thereafter.

- (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.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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 (iii).
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- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login 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) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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(xviii) 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

The Instructions for Members for E-Voting on the day of the AGM are as under:-

- (i) The procedure for E- Voting is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E Voting system in the AGM.

- (iii) Members who have voted through Remote E-Voting will be eligible to attend the AGM and participate there at. However, they will not be eligible to vote at the AGM. In case any Member who had voted through Remote E-voting, casts his vote again at the E- Voting provided during the AGM, then the Votes cast during the AGM through E-voting shall be considered as Invalid.
- (iv) Members are requested to follow the instructions, if any, provided during the currency of the AGM for E- Voting.
- (v) The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same person mentioned for Remote e-voting.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- a. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, Scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID investor@bigshareonline.com.
- b. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client master or Copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID investor@bigshareonline.com.
- c. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

24. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the AGM through VC/OAVM can apply at sgtl2008@gmail.com requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/ Client ID or Folio Number and the Registered email ID.
- b) Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 5 of this Notice.
- c) Members who are desirous of attending the AGM may send their request by 02nd September, 2020. On successful registration with the company,

- the invitation to join the AGM will be sent to the Members on their registered email IDs latest by 13th September, 2020. This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the AGM will be shared on the registered email id of the member after successful registration with the Company.
- d) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
 - e) In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
 - f) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
 - g) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - h) The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
 - i) Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote thereat.
25. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
 26. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling AGM has been uploaded on the website of the Company at www.sgtl.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
 27. Investor Grievance Redressal:- The Company has designated an e-mail id sgtl2008@gmail.com to enable investors to register their complaints, if any.
 28. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice

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

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

Item No. 5

The Board of Directors of the Company at its meeting held on 31st July, 2020 proposed to seek the approval of members by way of special resolution for the revised remuneration payable to Mr. Rajesh R. Gupta with effect from 01st April, 2020, for remainder period of his duration i.e 31st December, 2020, in terms of applicable provisions of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee.

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

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

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

Item No. 6

Mr. Rajesh R. Gupta was re-appointed as the Managing Director by the Shareholders in the Annual General Meeting held on 13th July, 2017 for a period of three years i.e. from 01st January, 2018 to 31st December, 2020. His term as Managing Director of the Company will expire on 31st December, 2020.

Keeping in view that Mr. Rajesh R. Gupta has rich and varied experience in the Industry and has been involved in the operations of the Company over a period of time, it is proposed to re-appoint him for further period of three years from 01st January, 2021 to 31st December, 2023. The re-appointment of Mr. Rajesh R. Gupta (DIN: 00028379) as the Managing Director of the Company shall require the approval of the shareholders pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), the approvals of the other authorities, if any.

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The proposed re-appointment of and payment of remuneration to Mr. Rajesh R. Gupta (DIN: 00028379) as the Managing Director has been considered and recommended by the Nomination and Remuneration Committee at its meetings held on 31st July, 2020.

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

Details	(Amount in ₹)
Basic Salary	1,00,000
House Rent Allowance	75,000
Conveyance	30,000
Education Allowance	5,000
Special Allowance	39,667
L.T.A	30,000
Perquisite	1,25,000
Provident Fund	12,000
Total	4,16,667 per month

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

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

General

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

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

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

As per Audited Financial Statements of the Company for the Financial Year 2019-20, the Company has incurred loss, therefore, pursuant to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to Managing

Director should be in accordance with the provisions of Schedule V of the Act.

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

I. General Information:

1	Nature of industry	Trading Concern	
2	Date or expected date of commencement of commercial production	The Company was incorporated on 15 th October, 1986 and the Commencement of Business Certificate was granted on 10 th November, 1986. The Company had since commenced its business.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators	Financial Year 2019-20 (₹ in Lakhs)	Financial Year 2018-19 (₹ in Lakhs)
	Total Income	82.13	1,458.18
	Profit/ (Loss) before tax	(152.17)	(803.63)
	Net profit after Taxation	(82.93)	(803.63)
5	Foreign investments or collaborations, if any.	Not Applicable	

II. Information about Mr. Rajesh R. Gupta:

1	Background details	Mr. Rajesh R. Gupta is a successful industrialist having vast knowledge and rich experience of over 29 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, companies like Uttam Value Steels Ltd (Formerly Lloyds Steel Industries Ltd.) and Lloyds Metals and Energy Ltd. implemented several projects in Steel Sector, including power plant.
2	Past remuneration	₹ 80,00,004 per annum
3	Recognition or awards	None

4	Job profile and his suitability	Mr. Rajesh R. Gupta, Managing Director of the Company is having vast experience of over 29 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry and hence most suitable for the post of Managing Director of the Company.
5	Remuneration proposed	₹ 50,00,004 per annum.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of business of the company and the huge responsibility Mr. Rajesh R. Gupta is carrying. The remuneration differs from company to company in the industry depending on the respective operations.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from drawing remuneration as Managing Director of the Company, there are no other pecuniary relationships. The Appointee is not related to any managerial personnel of the Company.

III. Other information:

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

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

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

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

Item No. 7

The Board of Directors of the Company at its Meeting held on 01st November, 2019 has appointed Mr. Vinayak Kashid as an Additional Director designated as Non-Executive Director of the Company in terms of provisions of the Companies Act, 2013 on the recommendation of the Nomination and Remuneration Committee.

As per Section 161 of the Companies Act, 2013, Mr. Vinayak Kashid can hold office upto the date of ensuing Annual General Meeting, and is eligible for appointment as Director. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Vinayak Kashid to be appointed as a Non-Executive Director of the Company as per the relevant provisions of the Companies Act, 2013. Further, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of a Director recommended by the Nomination and Remuneration Committee. Since appointment of Mr. Vinayak Kashid as Non-Executive director is recommended by Nomination and Remuneration Committee of the Company, there is no requirement of submission of requisite deposit.

Consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Vinayak Kashid.

A copy of the draft letter for appointment of Mr. Vinayak Kashid setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No. 14 of this Notice.

Mr Vinayak Kashid is Commerce Graduate (B.COM) and Master of Social Work. Mr. Vinayak Kashid has a vast experience of around 35 years in the field of Labour, Welfare, Personnel, Industrial relations, Human relations and administration. He has worked for Shree Ram Mills, Aevea Iron and Steels Works Private Limited. He has good experience of working in the steel industry and hence will be valuable to the Company's Board.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India is annexed to this Notice of Annual General Meeting as **Annexure 1**.

Except Mr. Vinayak Kashid, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested in resolution set out at Item no. 7 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 7 to the Notice for approval of Members.

Item No. 8

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, vide its Resolutions dated 05th February, 2020 appointed Mr. Vikram Shah (DIN: 00824376) as an Additional Independent Director of the Company with effect from 05th February, 2020, who holds office upto the date of this AGM.

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Mr. Vikram Shah have given declaration to the Board of Directors of the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

The aforementioned Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Vikram Shah to be appointed as an Independent Non-Executive Director of the Company as per the relevant provisions of the Companies Act, 2013. Further, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Vikram Shah is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

A copy of the draft letter for appointment of Mr. Vikram Shah setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No. 14 of this Notice.

Mr. Vikram Shah is a Commerce Graduate, Chartered Accountant and a Law Graduate and has an experience of around 40 years in Finance Field. Mr. Vikram Shah is an experienced Finance professional and has served the position of Finance Head in a Company. He has handled various assignments during his professional career, which include Taxation, Financial Planning, Company Law matters etc. Mr. Vikram Shah being an experienced professional will be valuable to our Company's Board.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India is annexed to this Notice of Annual General Meeting as **Annexure 1**.

The Board of Directors recommends the passing of the ordinary resolution as set out in Item No. 8 of the Notice for your approval.

Except Mr. Vikram Shah being appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

Item No. 9

The Board of Directors of the Company through resolution passed by circulation appointed Mr. Manesh Cherian as an Additional Director designated as Non-Executive Director of

the Company w.e.f. 26th March, 2020 in terms of provisions of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013, Mr. Manesh Cherian can hold office upto the date of ensuing Annual General Meeting, and is eligible for appointment as Director. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Manesh Cherian to be appointed as a Non-Executive Director of the Company as per the relevant provisions of the Companies Act, 2013. Further, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of a Director recommended by the Nomination and Remuneration Committee. Since appointment of Mr. Manesh Cherian as Non-Executive director is recommended by Nomination and Remuneration Committee of the Company, there is no requirement of submission of requisite deposit.

Consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Manesh Cherian.

A copy of the draft letter for appointment of Mr. Manesh Cherian setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No. 14 of this Notice.

Mr. Manesh Cherian is a Law Graduate and has an experience of 9 years in the legal field. He has rich experience in litigation relating to Corporate matters, Realestate, Redevelopment and SRA Projects. He has good liasoning skills. He provides a wide range of legal, regulatory and advisory services to many companies and represent their matters/cases before the Court of Law. Mr. Manesh Cherian being an experienced legal professional will be valuable to our Company's Board.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India is annexed to this Notice of Annual General Meeting as **Annexure 1**.

Except Mr. Manesh Cherian, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested in resolution set out at Item no. 9 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 9 to the Notice for approval of Members.

By Order of the Board
For Shree Global Tradefin Limited
Sd/-
Priyanka Agrawal
Company Secretary

Place: Mumbai
Date: 31st July, 2020

Annexure 1

Details of Director seeking re-appointment

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

Name of Director	Rajesh R. Gupta	Vinayak Kashid	Vikram Shah	Manesh Cheriaan
DIN	0028379	08582130	00824376	02244855
Date of Birth	10 th October, 1964	05 th May, 1954	11 th May, 1956	06 th July, 1982
Age	55 years	66 years	64 years	38 years
Date of first appointment on the Board	01 st May, 2014	01 st November, 2019	05 th February, 2020	26 th March, 2020
Qualification	B.Com	B.Com, MSW	B.Com, C.A., LLB	LLB
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Rajesh R. Gupta is a successful industrialist having vast knowledge and rich experience of over 29 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, companies like Uttam Value Steels Ltd (Formerly Lloyds Steel Industries Ltd.) and Lloyds Metals and Energy Ltd. implemented several projects in Steel Sector, including power plant.	Mr. Vinayak Kashid is Commerce Graduate (B.COM) and Master of Social Work. Mr. Vinayak Kashid has a vast experience of around 35 years in the field of Labour, Welfare, Personnel, Industrial relations, Human relations and administration. He has worked for Shree Ram Mills, Aveva Iron and Steels Works Private Limited. He has good experience of working in the steel industry.	Mr. Vikram Shah is a Commerce Graduate, Chartered Accountant and a Law Graduate and has an experience of around 40 years in Finance Field. Mr. Vikram Shah is an experienced Finance professional and has served the position of Finance Head in a Company. He has handled various assignments during his professional career, which include Taxation, Financial Planning, Company Law matters etc.	Mr. Manesh Cheriaan is a Law Graduate and has an experience of 9 years in the legal field. He has rich experience in litigation relating to Corporate matters, Realstate, Redevelopment and SRA Projects. He has good liasoning skills. He provides a wide range of legal, regulatory and advisory services to many companies and represent their matters/cases before the Court of Law.
Disclosure of Relationships Between Directors Inter-Se;	None	None	None	None
Names of Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	Directorship Shree Global Tradefin Limited Memberships of Committees- \$ Nil Chairmanship of Committees- \$ Nil	Directorship Shree Global Tradefin Limited Memberships of Committees- \$ Shree Global Tradefin Limited- Audit Committee Stakeholder Relationship Committee Chairmanship of Committees- \$ Nil	Directorship Shree Global Tradefin Limited Memberships of Committees- \$ Shree Global Tradefin Limited- Audit Committee Stakeholder Relationship Committee Chairmanship of Committees- \$ Nil	Directorship Shree Global Tradefin Limited Memberships of Committees- \$ Nil Chairmanship of Committees- \$ Nil
No. of Shares held in the Company	Nil	100 Shares	Nil	100 Shares
No. of Board meetings attended during last Financial Year	5 (Five)	2 (Two)	Nil	Nil
Terms and conditions of appointment	Managing Director, Liable to retire by rotation.	Non-Executive Director, Liable to retire by rotation	Non -Executive Independent Director to hold office for a term of five years from 05th February, 2020 to 04th February, 2025	Non-Executive Director, Liable to retire by rotation

Note :- \$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee.

SHREE GLOBAL TRADEFIN LIMITED

E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

Date:

To,
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai 400059.

UNIT – SHREE GLOBAL TRADEFIN LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No. :
E-mail ID :
Name of the First / Sole Shareholder :
Signature :

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.