

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Seventh (37th) Annual General Meeting ("AGM") of the Members of the **Shree Global Tradefin Limited** will be held on **Tuesday, 18th July, 2023** at **11.00 A.M.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023 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.
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and Auditors Report thereon.
2. To appoint a director in place of Mr. Rajesh Gupta, (DIN: 00028379) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend on Equity Shares at the rate of 10% (Ten percent) [i.e., 0.10 paisa (Ten Paisa Only) per Equity Share of face value of ₹ 1/- (Rupee One Only)] for the Financial Year ended 31st March, 2023.

SPECIAL BUSINESS:

4. **To Approve material related party transactions with Lloyds Steels Industries limited:**

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 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Company's policy on Related Party Transactions, approval of the Members be and is hereby accorded on the recommendation of Board to enter into transactions relating to order **for sale of steel or any other raw material as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s)** (as may be amended from time to time) with Lloyds Steels Industries Limited ("**LSIL**"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition

that the aggregate total value of all transactions with LSIL shall not exceed ₹ 100 crores /- (Rupees One Hundred Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length in the ordinary course of business.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek further consent from the Members and Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution".

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in this Resolution be and is hereby approved, ratified and confirmed in all respect.

5. **To Approve material related party transactions with Lloyds Metals and Energy Limited:**

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 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Company's policy on Related Party Transactions approval of the Members be and is hereby accorded on the recommendation of Board to enter into transactions relating to **procurement of iron ore and other products of the Company** (as may be amended from time to time) with Lloyds Metals and Energy Limited ("**LMEL**"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition that the

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aggregate total value of all transactions with LMEL shall not exceed ₹ 50 crores /- (Rupees Fifty Crores only) for any given financial year on an annual basis and such contracts / arrangements / transactions shall be at arms' length in the ordinary course of business.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek further consent from the Members and Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution”.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in this Resolution be and is hereby approved, ratified and confirmed in all respect.

6. **To approve the Revision of remuneration of Mr. Rajesh R. Gupta, Managing Director of the company w.e.f 01st April 2023:**

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, 198 and any other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for revision of remuneration payable to Mr. Rajesh R. Gupta having DIN: 00028379, the Managing Director of the Company for period from April 01, 2023 till his tenure i.e. up to December 31, 2023.

RESOLVED FURTHER THAT the payment of such remuneration shall be determined by the Board from time to time and will be within the maximum limits of remuneration for Managing Director approved by the members of the Company on such terms and conditions

as set out in the foregoing resolution and the explanatory statement annexed hereto;

Details of Remuneration: - Salary Per Month

Details	(Amount in ₹)
Basic & Dearness Allowance	1,00,000
House Rent Allowance	70,000
Child Education Allowance	200
LTA	50,000
SPA	6,01,134
PF Employer Contribution	12,000
Total	8,33,334

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 any one of the Directors of the Company be and are hereby severally authorized to do all necessary acts, things and deeds and to execute such other documents and do such other acts and things as may be necessary to give effect to the aforesaid resolution;

7. **To consider and approve re-appointment of Mrs. Mohinder Anand as an Independent director of the company for further period of 5 years with effect from 26th June 2023:**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 27th April, 2023 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Mohinder Anand (DIN: 08156946) whose current period of office is expiring on 25th June, 2023 and who has submitted a declaration confirming the criteria of

Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulation and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 26th June, 2023 to 25th June, 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

8. To consider the re - appointment of Mr. Rajesh Gupta (DIN: 00028379) as the 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 on the recommendation of the Board 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 Five years w.e.f 01st January, 2024 and to his receiving remuneration as recommended by the Nomination and Remuneration Committee of the Board and decided by the board from time to time with effect from 01st January, 2024 is within the maximum limits of remuneration for Managing Director approved by the members of the Company on such terms and conditions as set out in the members resolution and the explanatory statement and with the liberty to the Board of Directors 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 & Dearness Allowance	1,00,000
House Rent Allowance	70,000
Child Education Allowance	200
LTA	50,000
SPA	6,01,134
PF Employer Contribution	12,000
Total	8,33,334

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.”

9. To approve the alteration of the main object clause (III) (A) of the Memorandum of Association:

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 Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities, consent of the Members be and is hereby accorded to alter/amend the existing Main Object Clause by adding the same with the following new “Clause 3” to the Main Object Clause (III) (A) of the Memorandum of the Company:

1. To Carry on business as manufacturers, processors, rerollers, refiners, smelters, converters, producers, exporters, importers, traders, distributors, stockists, buyer, sellers, agents or merchants, in all kinds and forms of steel including mild, high carbon spring, high Speed tool, alloy stainless and special steels, iron, metals and alloys, ingots, billets, bars, joints, rods, squares, structural tubes, poles, pipes sheets, castings, wires, rails rolling materials, other materials

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made wholly or partly from iron, steel, alloys and metals required in or used for industrial, agricultural, transport, commercial, domestic, building, power, transmission and/or construction purposes.

2. To manufacture, fabricate, produce, erect, assemble, install, build, re-build, overhaul, service, import, export, buy, sell and otherwise deal in every kinds of plant and machinery, vessels, tanks, filters, air drying plants, inter coolers, heat recovery system, power equipment, E.R.W. Steel Tubes (Electric Resistance welded Steel Tubes), Iron and Steel, Metal (Ferrous and Non-Ferrous), Steel Alloys, Scrap, Pipes, Wire drawing of any metal and carry on business of fabrication and forging of all types of ferrous and non-ferrous metals.
- 2A. To Carry on business as Investment company and to acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stock bonds obligations and securities issued or guaranteed by any company and debentures, debenture-stock bonds obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, or authority supreme, municipal, local or otherwise, landed property, whether in India or elsewhere and to undertake and carry on and execute financial operations.

To carry on the business of a leasing and hire purchase finance company and to acquire to provide on lease or to provide on hire purchase basis all types of industrials and office plant, equipment, machinery, vehicles, building and real estate, require for manufacturing, processing, transportation and trading business and other commercial and service businesses.

3. To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, hedging, arbitrage, or any other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", to exercise its powers including the powers conferred to it by this resolution) be and is hereby authorized to accept any amendment/modification approved by the relevant Regulatory Authorities and seek approval for the change

in the main object clause of the Company accordingly without making any further reference to the members for their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including amendment, modification but not limited to filing necessary forms and/or returns, making application and/or any other form with the Registrar of Companies and/or the Central Government and/or any Statutory Authorities and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.

**By Order of the Board
For Shree Global Tradefin Limited**

**Sd/-
Kumari Rachna
Company Secretary
ACS - 3777**

**Place: Mumbai
Date: 07th June, 2023**

Notes:

1. The 37th AGM will be held on Tuesday, 18th July, 2023 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 April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General circular No. 20/2020 dated 05th May, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021, Circular No.19/2021 dated 08th December, 2021 and MCA General Circular No. 02/2022 dated 05th May, 2022, MCA General Circular No. 11/2022, dated 28th December, 2022 SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021 and SEBI Circular dated 13th May, 2022 and SEBI Circular dated 05th January, 2023.
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. 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 and General Circular No. 02/2021 dated 13th January, 2021, and General Circular No. 02/2022 dated 05th May, 2022 and MCA General Circular No. 11/2022 physical attendance of the Members is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
 5. Those Shareholders whose Email ID's 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. 23.
 7. 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.
 8. As the Annual General Meeting of the Company is held through VC/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, 12th July, 2023 to Tuesday, 18th July, 2023 (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 to this Notice of AGM as **Annexure 1**.
 11. An explanatory Statement setting out details relating to the Ordinary 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 (i.e. on or before Tuesday, 04th July, 2023 by 5:00 p.m. IST) 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. 22.
 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 along with 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 form as on Benpos date i.e. 16th June, 2023 will receive Annual Report for the Financial Year 2022-23 through electronic mode only.
 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. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093.
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21. 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.

22. 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 H Maheshwari & Associates, Practicing Company Secretary (COP No. 10245) 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. 11th July, 2023.
- 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. 11th July, 2023 only shall be entitled to cast their vote either through remote E-voting or through E-voting at the AGM.
- e. The Results declared along with 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. 18th July, 2023.
- 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: -

- i. The voting period begins on Friday, 14th July, 2023 at 09.00 a.m. (IST) and ends on Monday, 17th July, 2023 at 5.00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 11th July, 2023 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above sad SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/home/login 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or voting during the meeting of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43 or Toll-free No: 1800 22 55 33
Individual Shareholders Holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting for **Physical Shareholders and Shareholders other than individual holding in Demat Form**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The sequence number is mentioned in the email of the “Annual Report for Financial Year 2022-23 including Notice of AGM” sent to the shareholders on their Registered E-mail IDs
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 Company at the email address sgtl2008@gmail.com if they have voted from individual tab & not uploaded same in the

CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

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) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) 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.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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- (ix) Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
- (x) If any votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

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

The RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.

- b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository

23. 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 11th July, 2023. 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 15th July, 2023. 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 only after successful registration with the Company.

- d) Members who would like to express their views or ask question during the AGM may register themselves as a speaker by sending their request by 3rd July, 2023 from their registered email address mentioning their name as registered in the record of the Company, DP/ Client ID or Folio Number at sgtl2008@gmail.com. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask question during the AGM.
 - e) 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.
 - f) 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.
 - g) 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.
 - h) 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.
 - i) 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.
 - j) Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote thereat.
- 24.** 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.
- 25.** 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.

26. Investor Grievance Redressal: - The Company has designated an e-mail id sgtl2008@gmail.com to enable investors to register their complaints, if any.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.

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. 4

The Board on recommendation of the Audit Committee in their meeting held on 27th April, 2023, has approved entering into transactions relating to sale of **steels and any other raw material** as may be required in the course of business as per the various Contract(s)/ arrangement(s)/transaction(s). with LSIL, subject to the condition that the total value of all transactions with LSIL shall not exceed ₹ 100 Crores/- (Rupees One Hundred Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Member is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Steels Industries Limited.

Except Mrs. Abha Gupta, Mrs. Renu Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the proposed transactions are as follows:

Sr. No.	Particulars	Contracts / Arrangements /Transactions of the aggregate value of ₹ 100 crores/-
1.	Name of the Related Party and nature of relationship	<p>Lloyds Steels Industries Limited (“LSIL”)</p> <p>Section 2(76)(vi) of the Companies Act, 2013: any-body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager.</p> <p>Mrs. Abha Gupta & Mrs. Renu Gupta Promoter of Shree Global Tradefin is also a Promoter of Lloyds Steels Industries Limited. Mr. Rajesh Gupta, Director of Shree Global Tradefin Limited is a Promoter of Lloyds Steels Industries Limited.</p>
2.	Nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of Contract or Arrangement: Order for sale of steel or any other raw material as may be required in the course of business as per arrangement(s)/ transaction(s)</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p> <p>Particulars of contract or arrangement: The proposed transactions shall relate to sale of steel or any other raw material as may be required in the course of business as per arrangement(s)/ transaction(s) which will be governed by the Company’s Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee and the Board of Directors of the Company.</p> <p>Such transactions would at all times be on arms’ lengths basis and in the ordinary course of the Company’s business</p>

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3.	The material terms of the contract or arrangement including the value, if any	The transactions will be based on orders to be issued from time to time for sale of steel or any other raw material as may be required in the course of business as per arrangement(s)/ transaction(s). The estimated monetary value of the aggregate transaction(s) shall not exceed ₹ 100 Crores (Rupees One Hundred Crores only) for any given financial year on an annual basis on arms' length basis.
4.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms' lengths basis and in ordinary course of business
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mrs. Abha Gupta, Mrs. Renu Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 5

The Board on recommendation of the Audit Committee in their meeting held on 27th April, 2023, has approved entering into transactions relating to **Order for purchase iron ore** as may be required in the course of business as per the various Contract(s)/ arrangement(s)/transaction(s). with LMEL, subject to the condition that the total value of all transactions with LMEL shall not exceed ₹ 50 Crores/- (Rupees Fifty Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Member is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Metals and Energy Limited.

Except Mrs. Abha Gupta, Mrs. Renu Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

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Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the proposed transactions are as follows:

Sr. No.	Particulars	Contracts / Arrangements /Transactions of the aggregate value of ₹ 50 crores/-
1.	Name of the Related Party and nature of relationship	Lloyds Metals and Energy Limited (“LMEL”) Section 2(76)(v) of the Companies Act, 2013: a Public Company in which a Director or Manager and holds is a Director or holds along with his relatives, more than two per cent. of its paid-up share capital. Mrs. Abha Gupta & Mrs. Renu Gupta Promoter of Shree Global Tradefin is also a Promoter of Lloyds Metals and Energy Limited. Mr. Rajesh Gupta, Director of Shree Global Tradefin Limited is a Director and Promoter of Lloyds Metals and Energy Limited.
2.	Nature, duration of the contract and particulars of the contract or arrangement	Nature of Contract or Arrangement: Order for purchase iron ore and other products of the Company Duration of contract or arrangement: as may be mentioned specifically in each order. Particulars of contract or arrangement: The proposed transactions shall relate to procurement of iron ore and other products of the Company which will be governed by the Company’s Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee and the Board of Directors of the Company. Such transactions would at all times be on arms’ lengths basis and in the ordinary course of the Company’s business
3.	The material terms of the contract or arrangement including the value, if any	The transactions will be based on orders to be issued from time to time for procurement of iron ore and other products of the Company. The estimated monetary value of the aggregate transaction(s) shall not exceed ₹ 50 Crores (Rupees Fifty Crores only) for any given financial year on an annual basis on arms’ length basis.
4.	Any advance paid or received for the contract or arrangement, if any	Terms of payment of advance shall be as per the proposed orders.
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms’ lengths basis and in ordinary course of business
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mrs. Abha Gupta, Mrs. Renu Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

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Item No 6

Mr. Rajesh R. Gupta having DIN: 00028379 was re-appointed as the Managing Director of the Company for a period of three years with effect from January 01, 2021 at its Annual General Meeting held on September 15, 2020 and his current tenure will end on December 31, 2023.

The Board of Directors of the Company at its meeting held on 27th April, 2023 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, 2023, for remainder period of his duration i.e 31st December, 2023, in terms of applicable provisions of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee.

It is proposed to seek approval of the members of the Company for the revision of remuneration payable to Mr. Rajesh R. Gupta, the Managing Director in terms of the applicable provisions of the said Act and the Rules made thereunder.

1. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the approval of the Board of Directors of the company.

Mr. Rajesh R. Gupta has been associated with the company from a very long time and has contributed a great value in the growth and success of the company with her/his rich expertise in the industry where the company operates. It would be in the interest of the company to avail his considerable expertise.

Save and except Mr. Rajesh R. Gupta, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 for the approval of Members.

Item No. 7

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Mrs. Mohinder Anand was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term up to 25th June, 2023. Since, Mrs. Mohinder Anand will complete his initial term as an Independent Director of the Company on 25th June, 2023, she is eligible for re-appointment for one more term.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mrs. Mohinder Anand to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mrs. Mohinder Anand during her tenure as an Independent Director since her appointment, the Nomination and Remuneration Committee at its meeting held on 27th April, 2023 has considered, approved and recommended the re-appointment of Mrs. Mohinder Anand as an Independent Directors for a second term of five years with effect from 26th June, 2023 to the Board for their approval.

The Board of Directors at its meeting held on 27th April, 2023 has approved the proposal for reappointment of Mrs. Mohinder Anand as an Independent Director for a second term of five consecutive years with effect from 26th June, 2023.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Mohinder Anand, the Shareholders are requested to approve the re-appointment of Mrs. Mohinder Anand as an Independent Directors for a second term of five consecutive years with effect from 26th June, 2023.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 7 of the notice. Except Mrs. Mohinder Anand, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Brief profile of Mrs. Mohinder Anand proposed to be re appointed as Independent Director is mentioned in **Annexure 1** to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Item No. 8

Mr. Rajesh R. Gupta was re-appointed as the Managing Director by the Shareholders in the Annual General Meeting held on 15th September, 2020 for a period of three years

i.e. from 01st January, 2021 to 31st December, 2023. His term as Managing Director of the Company will expire on 31st December, 2023.

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 five years from 01st January, 2024 to 31st December, 2028. 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.

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 27th April, 2023.

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

Details of Remuneration: - Salary Per Month

Details	(Amount in ₹)
Basic & Dearness Allowance	1,00,000
House Rent Allowance	70,000
Child Education Allowance	200
LTA	50,000
SPA	6,01,134
PF Employer Contribution	12,000
Total	8,33,334

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;

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the approval of the Board of Directors of the company.

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.

Mr. Rajesh R. Gupta having rich and varied experience and has contributed a great value in the growth and success of the company with her/his rich expertise in the industry where the company operates. It would be in the interest of the company to avail his considerable expertise.

Brief Profile of Mr. Rajesh R. Gupta is mentioned in **Annexure 1** to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Accordingly, the Board of Directors recommends his re-appointment. His period of office shall be liable to determination by retirement of directors by rotation.

Save and except Mr. Rajesh R. Gupta, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 8 of the Notice for the approval of Members.

Item No. 9

The following explanatory statement, pursuant to section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned under item No.9 of the accompanying Notice.

The company proposes to undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging,

SHREE GLOBAL TRADEFIN LIMITED

spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, hedging, arbitrage, or any other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of "Clause 3" after the existing "Clause 2" to the Main Object Clause (III)(A) of the Memorandum of the Company as stated in the resolution in the annexed notice.

The above amendment would be subject to the approval of the Registrar of Companies, Mumbai and any other statutory or Regulatory authority, as may be necessary.

None of the Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 9 of the notice.

**By Order of the Board
For Shree Global Tradefin Limited**

**Sd/-
Kumari Rachna
Company Secretary
ACS - 37777**

Place: Mumbai

Date: 07th June, 2023

Details of Director seeking re-appointment

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

Name of Director	Rajesh Gupta	Mohinder Anand
DIN	00028379	08156946
Date of Birth	10 th October, 1964	13 th August, 1954
Age	58 years	68 years
Date of first appointment on the Board	01 st May, 2014	26 th June, 2018
Qualification	B.Com	Under Graduate
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 32 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.	Mrs. Mohinder Anand is having immense experience of 38 years in the field of Human Resource
Disclosure of Relationships Between Directors Inter-Se;	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 Lloyds Metals and Energy Limited Membership of Committees - \$ Lloyds Metals and Energy Limited (Audit Committee) Chairmanship of Committees - \$ Lloyds Metals and Energy Limited (Shareholders' / Investors' Grievance Committee)	Directorship Shree Global Tradefin Limited Membership of Committees - \$ NIL Chairmanship of Committees - \$ Nil
No. of Shares held in the Company	NIL	Nil
No. of Board meetings attended during last Financial Year	5 (Five)	5 (Five)
Terms and conditions of appointment	Managing Director, Liable to retire by rotation	Non -Executive Independent Director to hold office for a term of five years from 26 th June, 2023 to 25 th June, 2028

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

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093

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.