



STL Global Limited

21st Annual Report 2017-18

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STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

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

Tel.: 011-26935829, website: www.stl-global.com

E-MAIL: investors@stl-global.com

BOARD OF DIRECTORS

Sh. Vishal Aggarwal, Chairman & Managing Director

Sh. Sanjiv Kumar Aggarwal, Whole Time Director

Sh. Faquir Chand Gupta, Independent Director

Sh. Prakash Swaroop Arya, Independent Director

Smt. Anjana Mehra, Independent Woman Director

Company Secretary

Sh. Manil Kr. Nagar

Auditors

M/s Vishnu Agarwal Associates
Chartered Accountants,

1/184, Naya Bazar, V.P.O. Baraut, Distt.

Baghpat, U.P. 250611

G-30/165, Sector-3, Rohini, Delhi-110085

Bankers

HDFC Bank Limited, Faridabad

Oriental Bank of Commerce, New Delhi

UCO Bank, New Delhi

Registered Office

Unit No. 111, Block No. 1, First Floor,

Tribhuwan Complex, Ishwar Nagar,

New Delhi – 110065

Ph# 011- 26935829

Fax# 011- 26935830

Corporate Office

Plot No.207-208, Sector-58,

Faridabad-121004,

Haryana, India

Ph# 0129- 4275900-30

Fax# 0129- 4275999

Registrar and Share Transfer Agent

Link Intime India Private Limited,

C-101, 247 Park, LBS Marg, Vikhroli West,

Mumbai – 400 083, MH,

Ph# 022- 49186000

Fax# 022- 49186060

Shares Listed at

BSE Limited (BSE), Mumbai

National Stock Exchange of India Ltd (NSE), Mumbai

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NOTICE OF TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting of the members of STL Global Limited will be held on Saturday the 29th day of September 2018 at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 at 10:00 A.M. to transact the following business: -

ORDINARY BUSINESS

1. **To receive, consider, approve and adopt the Audited Financial Statement including the Balance Sheet and Profit & Loss account as on 31st March, 2018 and the reports of the Directors and the Auditors and if thought fit to pass with or without modifications, the following as Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statement including the Balance Sheet and Profit & Loss account as on 31st March, 2018 and the reports of the Directors and the Auditors thereon be and are hereby received, approved and adopted.”

2. **To appoint a Director in place of Mr. Vishal Aggarwal (DIN: 00226677), who retires by rotation and being eligible offers himself for re-appointment and if thought fit to pass with or without modifications, the following as Ordinary Resolution:**

“RESOLVED THAT Mr. Vishal Aggarwal (DIN: 00226677), whose period of office is liable to be determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as Director of the Company.”

3. **To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit to pass with or without modifications, the following as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Members of the Company do hereby ratifies, the appointment of M/s. Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C) as Auditors of the Company, who were appointed as such at the 20th Annual General Meeting (AGM) held on 29th September, 2017, to hold office from the conclusion of 20th Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company/Audit Committee of the Board and the Auditors.”

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with Section 188 and other prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to ratification of Material Related Party Transactions for Sale/Job-work with Shyam Tex Exports Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, to the extent of Rs. 40 crores from the financial year 2018-19 onwards for every financial year provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.



RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company as it may consider appropriate in order to give effect to this Resolution.”

By Order of the Board
For **STL GLOBAL LIMITED**

Sd/-
Vishal Aggarwal
(DIN: 00226677)
(Chairman & Managing Director)

Date: 13th August, 2018
Place: Faridabad

NOTES:-

1. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, with regard to the above stated resolutions mentioned is enclosed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A blank form of proxy is enclosed which if used should be returned to the Company duly completed not later than Forty-Eight hour before the commencement of the meeting.
3. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies to the meeting. We hope you will help us in our endeavor to control cost.
4. Members desirous of raising queries at the AGM are requested to send in their queries so as to reach the Company's Registered Office at least seven days in advance before the AGM so that the same can be adequately replied.
5. Members are requested to produce the enclosed Attendance Slip duly signed at the entrance to the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. No Gifts shall be distributed at the ensuing 21st Annual General Meeting of the Company.
7. Members are requested to notify the change of address, if any, immediately to the Company/Registrar quoting their folio numbers in respect of shares held in physical mode.
8. **Voting through electronic means:**
The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through electronic voting system.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) - 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. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 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.
- (xix) 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.
- (xx) 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.

General Instructions:

- (A) The e-voting period begins on Wednesday, 26th September, 2018 (9:00 A.M.) and ends on Friday, 28th September, 2018 (5:00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (B) Since the company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date of 22nd September 2018 and not casting their vote electronically, may only cast their vote at the Annual General meeting.
 - (C) Mr. Vijay Mourya, a Practising Company Secretary, Proprietor of M/s Vijay Mourya & Associates (CP NO. 13053), has been appointed as the Scrutinizer to scrutinize the polling taking place at Annual General Meeting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
 - (D) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through e-voting in the presence of at least two witnesses, not in the employment of the company and make a scrutinizer's Report with in a period of three working days from the conclusion of the e-voting period for votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
 - (E) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd September, 2018.
 - (F) The Results declared along with the Scrutinizer's report shall be placed on the Company's website i.e. www.stl-global.com and on the website of CDSL within two days of passing the resolutions at the 21st Annual General Meeting of the Company held on 29th September, 2018.
9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Sunday the 23rd September 2018 to Saturday the 29th September 2018 (both days inclusive).
10. ADDITIONAL INFORMATION IN TERMS OF REGULATION 27 & 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING:

Name of the Director	Mr. Vishal Aggarwal
DIN	00226677
Date of Birth	12-09-1971
Nationality	Indian
Date of Appointment	5 th June, 2006
Qualifications	B.Tech and M.B.A (USA)
Expertise in specific functional areas	Mr. Vishal Aggarwal aged about 46 years is a B. Tech and M.B.A from USA. He has a vast and varied experience of over 22 years in Textile Industry. Presently he is the Chairman & Managing Director of the Company and involved in the Long Term Planning and overall Management of affairs of the Company. He also controls the Marketing Division including new product evaluation & Liaisoning with Customers.
Shareholding in STL Global Limited	1246002 (4.54%)
Directorship in other Companies and	Companies: 1
Membership of Committees	Committees: 5
Relationship with any Director(s) of the Company	No Relation

EXPLANATORY STATEMENT

{Pursuant to provisions of section 102 of the Companies act 2013}

As required under section 102 of the Companies Act, 2013. The following Explanatory Statement set out all material facts relating to the business mentioned under notice convening 21st Annual General Meeting:

ORDINARY BUSINESS

Item No. 2

Mr. Vishal Aggarwal, aged 46 years is currently holding the position of Managing Director of the company since 2006. As the shareholders already know, Mr. Vishal Aggarwal is B.Tech and M.B.A from USA. He has a vast and varied experience of over 22 years in Textile Industry. Presently he is holding the position of Managing Director of the Company and is actively involved in day to day management and strategic planning. He also controls the Marketing Division including new product evaluation & Liaisoning with Customers. He is ideally suited to nature of our industry and necessary for effectively managing the affairs of the company.

Mr. Vishal Aggarwal retires by rotation at the forthcoming 21st Annual General Meeting and being eligible he offers himself to be re-appointed. The Board recommends his re-appointment. None of the directors Mr. Vishal Aggarwal is concerned or interested in this resolution.

Also pursuant to the provisions of the SEBI (LODR) Regulations, 2015, it is to be noted that Mr. Vishal Aggarwal does not have any inter-se relationship with any other directors of the Company.

Item No. 3

The members of the Company at its 20th Annual General Meeting (AGM) of the Company held on September 29, 2017, had appointed M/s. Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C), Auditors of the Company to hold office for a period of five years till the conclusion of 25th Annual General Meeting (AGM), subject to ratification of their appointment at every AGM of the Company, this was done as per prevailing law at that time. As per notification issued by Ministry of Corporate Affairs dated May 7, 2018, proviso of sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year has been omitted. However, the resolution passed by the members on September 29, 2017 contains requirement for ratification of appointment of auditors at every AGM. As an abundant caution it is now proposed, to ratify an appointment of Statutory Auditors for the remaining term. None of the Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested in this resolution. The Board of Directors of your Company recommends the passing of ordinary resolution as set out at the Item No. 3 in the Notice.

SPECIAL BUSINESS

Item No. 4

The Securities and Exchange Board of India, vide its Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 (the "said circular"), introduced the regulations called the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after "SEBI (LODR)"]. As per regulation 23 (4) of the SEBI (LODR), all material related party transactions shall require approval of the shareholders through resolution in the General Meeting.

Shyam Tex exports Limited is a 'Related Party' of the company within the meaning of Section 2(76) of the Companies Act, 2013 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company in the ordinary course of its business does a Sale/Job-work transaction with Shyam Tex exports Limited. These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

As approved by the members in the Annual General Meeting held on 29.09.2017, Company entered into related party transactions for Sale/Job-work to the extent of Rs. 25 Crores. However, Company executed transactions amounting to Rs. 29.37 Crores (approx.). In compliance of Companies Act, 2013 and SEBI (LODR) Regulations 2015, Members approval is sought for ratification of excess transactions. The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.



None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vishal Aggarwal who is relative of directors of Shyam Tex Exports Limited within the meaning of Section 2(76) of the Companies Act, 2013 are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4.

The Board recommends the Resolution under Item No. 4 of the notice for approval of the Members as an Ordinary Resolution in the forthcoming 21st Annual General Meeting of the Company.

By Order of the Board
For **STL GLOBAL LIMITED**

Sd/-

Vishal Aggarwal
(Chairman & Managing Director)
(DIN: 00226677)

Date: 13th August, 2018
Place: Faridabad

DIRECTORS' REPORT

To
The Members,

Your board of directors has pleasure in presenting the 21st Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March 2018.

The Financial Results of your company for the year ended on 31st March 2018 are as follows:

(Rs. in Crores)

Year Ended March 31st	2018	2017
Sales and Other Income	104.51	82.32
Expenditure	85.48	63.20
Depreciation & Amortization	2.86	3.64
Profit/(Loss) before Exceptional & Extra Ordinary Items	16.53	15.49
Exceptional Items Income/(Expenses)	14.85	1.36
Extraordinary Items	0.00	0.00
Profit/(Loss) before Tax	31.38	16.85
Tax Paid for Earlier Year	0.54	0.00
Provision for Deferred Tax	0.00	0.00
Profit/(Loss) After Tax	30.84	16.85

Performance of your Company

As you all are already aware that Company has been facing adverse factors from previous nine-ten years but continuous efforts of management of the company seems to be successful from last two year as the company is coming on track after getting itself out of trap of financial sickness. The company has settled or in process of settlement of secured/unsecured Loans of Banks. Profit shown in financial statement mainly due to reversal of Provision of interest created in earlier years.

The year under review was marked by various structural reforms. The turbulence of sudden note ban coupled with indirect tax overhaul resulted to a three-year low growth rate of 5.7% in the first quarter, however, towards end of the year it had shown signs of picking up, though lower than that of last financial year. Initial teething problems associated with the adoption of new indirect tax regime in the form of GST, other structural reforms like initiating significant steps towards resolution of NPA problems, together with increase in crude oil prices world over have slowed down the growth. However, growth is picking up and the textile sector is showing signs of recovery.

Operations

Results of the Company for the last financial year are as follows; total revenue for the year ended 31st March, 2018 has been increased to Rs. 104.51 Crores as compared to previous year's Rs. 82.32 Crores, hence there was an increase of approx. 24 to 25%. The operating profit before tax is Rs. 31.38 Crores and tax paid for earlier was Rs. 0.54 during the year. No Provision for deferred tax has been made during the last financial year as there is no certainty of future taxable income. The net profit for the year was Rs. 30.84 crores against a net profit of Rs. 16.85 crores in the previous financial year.

Dividend

The board of directors of the Company does not recommend any dividend for the financial year ended on 31st March 2018.

Unclaimed Dividends:

Since STL Global Limited has not paid any dividend in last considerable years so the applicability of different rules, act and regulation is not applicable.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 and Schedule V of the SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Annual Report. **(Annexure-I)**

Indian Accounting Standard (Ind AS)

The Company has adopted Indian Accounting Standards (IND AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder. The date of transition to Ind AS is 1st April, 2017 and accordingly, Financial Results of 2017-18 have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 "Interim Financial Reporting" and the other accounting principles generally accepted in India. The Impact of transition has been accounted for in the opening reserves and the comparative figures have been reinstated accordingly.

Segment Reporting

STL Global Limited business is segregated into two segments Textile & Real Estate Business and the Financial Statements has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 "Interim Financial Reporting" and other accounting principles generally accepted in India.

Fixed Deposit

As on 31st March 2018, no Fixed Deposits was held by the company.

Listing and ISIN

Equity Shares of the STL Global Limited are listed at BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited (NSE), Mumbai. The Annual Listing Fees for the Financial Year 2018-19 has already been paid by the Company to both the stock exchanges.

The Company's shares are compulsorily traded in De-Materialized form.

The ISIN for fully paid-up equity shares is **INE353H01010**

Share Capital

There was no change in the Authorized Share Capital of the Company during last financial year and it remains unchanged at Rs.42,00,00,000/- (Forty Two Crores only) divided into 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The paid-up share capital of the Company as on 31st March 2018 was also remains unchanged at Rs. 27,22,17,975/- consisting of 26990915 fully paid up Equity shares of Rs.10/- each and 461765 partly paid up Equity Shares of Rs. 5/- each.

Address of Corporate Office

The Corporate Office of the company is situated at Plot No.207-208, Sector-58, Faridabad-121004, HR (India). Shareholders are requested to please take a note of the above.

Corporate Governance

Corporate Governance is the combination of voluntary practices, disclosures and compliance with laws as may be applicable to the company leading to effective control and management of a Company. Your Company believes that Corporate Governance balances the interest of all stakeholders of a company and satisfies the tests of accountability, transparency and fair play.

STL Global Limited philosophy on Corporate Governance is to operate for the benefit of all its stakeholders, including shareholders, customers, lenders, creditors, employees, government authorities and the community and to conduct its business in a transparent, ethical and fair manner. Your Board of Directors considers itself the trustee of Company's shareholders and always aims at maximizing the shareholders' value and protecting the interest of all other stakeholders.

The report on Corporate Governance is annexed and forms part of this Directors' Report (**Annexure – VI**).

STL Global Limited has been strictly complying with the requirements of Corporate Governance as stipulated under Regulation 27 and Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The copy of certificate obtained from Statutory Auditor's of the Company dated 30.05.2018 confirming the compliance of the conditions of Corporate Governance by the Company is also attached with this report.

Number of Board Meeting

During the financial year 2017-18, six meetings of the Board of Directors were held, the details of which are given in the Corporate Governance report annexed herewith and forms part of this Director's Report.

Formation of various Committees

Details regarding various committees constituted by the Board of directors are given in the Corporate Governance report annexed herewith and forms part of this Director's Report.

Material Changes and Commitment

There were no material changes and commitments affecting the financial position of the Company occurred during the Financial Year ended as on 31st March, 2018 to which this financial statement relates on the date of this report.

Directors & Key Managerial Personnel

During the last financial year Mr. Vishal Aggarwal, Joint Managing Director of the company would be designated as Chairman & Managing Director of the company from 01st April, 2017 and he would be responsible for the management of whole of the affairs of the company. On 03rd April, 2017 Mr. Arunagshu Ghosh, Non-Executive Independent director was resigned due to some personal reasons and other preoccupations.

Further in order to comply with Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of director has appointed Mr. Prakash Swaroop Arya (DIN: 07799593) as an Additional Independent Director on the board w.e.f. 29th May, 2017 who is regularize as Independent Director in the 20th Annual General Meeting (AGM) held on 29th September, 2017 by the shareholders of the company. Hence at present the total strength of the Board of directors is five directors. Out of which two are executive directors and three are non-executive & independent directors. In the last Annual General Meeting (AGM) company has reappointed Mr. Vishal Aggarwal, Managing Director and Mr. Sanjiv Kumar Aggarwal, Whole Time Director respectively.

Retirement by Rotation

There are two rotational directors in the company at present; hence in accordance with the provisions of Section 149(13) of the Companies Act, 2013, which states that the provision of sub-sections (6) and (7) of section 152 in respect of retirement of Directors by rotation shall not apply to the appointment of Independent Directors. Hence one director shall retire by rotation in the forthcoming 21st AGM. So Mr. Vishal Aggarwal, Managing Director of the Company shall retire by rotation at the forthcoming 21st Annual General Meeting (AGM) and being eligible, he has offered himself for re-appointment. A brief resume of director, containing their age, qualifications and experience is already given in the annexure to the notice convening forthcoming 21st Annual General Meeting.

The resolution contained at item no. 2 of the notice is being proposed for his re-appointment as director at the forthcoming Annual General Meeting of the Company. The board recommends his re-appointment.

Declaration by Independent Directors

STL Global Limited abided by definition of Independence as per Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and according to the Provision of Section 149 (6) of the Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

Company's Policy relating to Directors appointment, payment of remuneration and discharge of their duties

STL Global Limited has adopted a Nomination and Remuneration Policy on Directors Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under Section 178(3) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Nomination and Remuneration Policy is available on the website of the company i.e. www.stl-global.com.

Loans, Investment and Guarantees by the Company

Disclosure on particulars relating to Loans, guarantees or investments under Section 186 of the Companies Act 2013, if any, is provided as part of financial statements.

Particulars of Contracts or Arrangements with Related Parties referred to in section 188(1) of the Companies Act, 2013.

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company had

obtained prior approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions.

The policy on materiality of Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company i.e. www.stl-global.com. In compliance with Section 134(3) of the Companies Act, 2013, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are enclosed, in the Form AOC-2, as a part of this report (**Annexure-V**)

Director's Responsibility Statement

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on 31st March 2018 and of the profit or loss of the company for the year ended on that date.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
4. That the directors have prepared the annual accounts on a Going Concern Basis.
5. That the directors have laid down internal financial controls are adequate and were operating effectively.
6. That the directors have devised proper system to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Internal Control Systems and their Adequacy

The Company has adequate systems of internal control covering all financial and operational activities. The internal control are designed to provide reasonable assurance with regard to maintaining proper accounting controls, protecting assets from unauthorized losses and ensuring reliability of financial and operational information and proper compliance with regulations. The internal control system of the company are monitored and evaluated by the internal auditor and the senior management of the company. In the opinion of the Board, an internal control system adequate to the size of the Company is in place.

Subsidiary Companies

STL Global Limited does not have any subsidiary companies at present.

Auditors and Auditor's Report

M/s. Vishnu Aggarwal Associates, Chartered Accountants, (FRN: 007231C), Auditors of the Company is appointed in the 20th Annual General Meeting (AGM) of the Company held on September 29, 2017 to hold office for a period of five years till the conclusion of 25th Annual General Meeting (AGM), subject to ratification of their appointment at every AGM of the Company, this was done as per prevailing law at that time. As per notification issued by Ministry of Corporate Affairs dated May 7, 2018, proviso of sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year has been omitted. However, the resolution passed by the members on September 29, 2017 contains requirement for ratification of appointment of auditors at every AGM. As an abundant caution it is now proposed, to ratify an appointment of Statutory Auditors in the forthcoming 21st Annual General Meeting (AGM). The company had received a confirmation from the Statutory Auditor that their appointment if made, will be within the limits prescribed under the provisions of Section 139 of the companies Act, 2013.

Notes to the accounts referred to in the auditor's report are self explanatory and therefore do not call for any further comments.

Cost Audit

As per the requirement of Central Government and pursuant to Section 148 of the Companies act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, company is not required to carry out audit of cost records.

Secretarial Audit

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Company has appointed M/s Vijay Mourya & Associates, a Company Secretary Firm to undertake the Secretarial Audit of the Company for the Financial Year 2017-18. The Secretarial Audit Report (Form MR-3) for the Financial Year 2017-18 is annexed herewith as part of Director's Report as **(Annexure-II)**.

Internal Audit:

The Company has appointed Mr. Naveen Kumar, Chartered Accountant (Membership No. 505899) proprietor of M/s Naveen Brahmanand & Co., Chartered Accountants (FRN: 023923N) as an Internal Auditor of the Company for the F.Y. 2017-18, who has conducted the audit and submits their report on time to time before the Audit Committee and Board including action taken reports on the findings and discrepancies, if any.

Extract of Annual Return

The details forming part of the extract of Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014, is included in this Report as **(Annexure- IV)** and forms an integral part of this Report.

Board Evaluation:

During the year, Board has made performance evaluation of the Promoter Directors and Independent Directors of the Company. Evaluation was made on the basis of following assessment criteria:

- i) Attendance in Board meeting, active participation in the meeting and giving inputs on time in the minutes.
- ii) Stick to ethical standards and code of conduct of the Company and timely submission of disclosure of interest.
- iii) Interpersonal relationship with other directors and management.
- iv) Active contribution for the benefit of the Company
- iv) Compliances with policies. Immediately reporting fraud, violation, statutory matters etc.

The overall performance of the Board and Committees of the Board was found satisfactory.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

STL Global Limited sincerely believes that growth needs to be sustainable in a socially relevant manner. Today's business environment especially in India therefore demands that Corporates play a pivotal role in shouldering social responsibility. India's new Companies Act, 2013 has introduced several new provisions which change the face of Indian corporate business. One of such new provisions is Corporate Social Responsibility (CSR).

As per Section 135(1) of the Companies Act, 2013 provides that every company having net worth of Rs. 500 Crore or more, or turnover of Rs. 1,000 Crore or more or a net profit of Rs. 5 Crore or more during any financial year shall constitute a Corporate Social Responsibility ("CSR") Committee. Company has earned a profit of Rs. 16.85 crores last year ended on March 31, 2017 and therefore the CSR provisions as per section 135 of the Companies Act, 2013 and rules framed thereunder applicable on the Company.

In accordance with the requirements of Section 135 of Companies Act, 2013, Company has formed Corporate Social Responsibility Committee last year, which comprises Mr. Vishal Aggarwal, Mr. Sanjiv Kumar Aggarwal and Ms. Anjana Mehra, Directors of the Company.

The average net profit of the Company, computed as per Section 198 of the Companies Act, 2013, during the three immediately preceding financial years i.e. in 2016-17, 2015-16 and in 2014-15 was negative and therefore company not spent any amount on CSR. Further company has negative Net Worth, huge accumulated losses and also had Bank's restructured Liability. Profit shown in financial statement mainly due to reversal of Provision of interest created in earlier years. The Company is in mode of revival itself and will do CSR in future once the company recovers its accumulated losses.

Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Expenditure

Information on Conservation of energy as required to be disclosed under section 134 (3)(m) of the Companies Act 2013, read with Rules 8 of Company (Accounts) Rules, 2014 is provided as under:

A. Conservation of Energy

During last financial year also the Company has made continuous efforts in order to ensure optimum utilization of fuel and electricity.

a. Energy conservation measures taken:

STL Global Limited has been continuously making its best efforts for energy conservation like Energy saving tubes and other 'less electricity consuming' electronic devices are installed in the Plant in a phased manner for this purpose. The Department wise monitoring of energy consumption is regularly conducted in order to save power cost and for optimum utilization of available resources.

b. The relevant data in respect of energy consumption is given below:

FORM – A

(a) Power and Fuel Consumption	Current Year (2017-18)	Previous Year (2016-17)
Electricity Purchased Units (Nos)	4812278	4561051
Total Cost (Rs.)	3,74,37,920	3,64,43,447
Rate per Unit (Rs.)	7.78	7.99
(b) Own Generation- (Through D.G. set)		
Generated Units (Nos)	455718	1031745
Diesel Cost (Rs.)	83,66,875	1,88,49,984
Diesel Cost Per Unit (Rs.)	18.36	18.27

B. Technology Absorption, Research & Development

STL Global Limited is working with best available technology in all of its production activities viz. knitting, dyeing etc. The Company has a full time specialized and dedicated, independent Research & Development department for its production divisions, which regularly provide suggestions for reducing the cost of production and improving quality of products. The present technology is also being updated from time to time as and when required and the company is also taking full advantage of implementation of information technology through the plant-wide network for quicker decision making and faster preventive actions.

C. Foreign Exchange Earnings and Outgo

Particulars regarding foreign exchange earnings and expenditure are annexed hereto as (Annexure – III) and forms part of this Director's Report.

Cautionary Statement

This director's report contains some forward looking statements which may be identified by use of words like expect, anticipate, believes, intends, projects, plans or other words of similar meaning. These forward looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. Company assumes no responsibility to publicly amend, modify or revise any of the forward looking statement on the basis of any subsequent developments, information or events.

Management is also of the opinion that quarter to quarter performance comparison would not be an ideal way of reviewing the Company's performance in view of the changing transaction dynamics which might result into some of the key assignments getting stretched and the incidence of the revenues may either pass over to next quarter or pushed on to a longer time scale than anticipated.

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has always believed in providing a safe and harassment free workplace for every employee/individual working in the company through various interventions and practices. The company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. Proper awareness programs, whenever required were carried out against sexual harassment. During the year ended 31st March, 2018 in the Company no complaints pertaining to sexual harassment was received.

SAFETY, HEALTH AND ENVIRONMENT

SAFETY

STL Global Limited believes that safety is an integral part in the efficient business management; hence it has

benchmarked its processes to the highest standards of safety. Adequate Controls are made at workstation to safeguard the interest of employees. Prompt and regular efforts with respect to safety, training and education are your company's commitment to the safety. The employees working on the production floor are required to undergo a mandatory training in their respective department. Also various other efforts are being taken continuously for improving safety at the plant and these efforts include continuous safety trainings with internal & external faculties, on-the-job training for technicians and safety awareness among employees etc.

HEALTH

STL Global Limited has built sufficient infrastructure in order to provide necessary medical care to the employees working at all levels. The medical checkups are also done before recruitment of any new person. A first-aid box is always available in all the departments and normal medical checkups are regularly conducted. The employees are also imparted with health education from time to time. The company is committed to safe and healthy life of its employees.

ENVIRONMENT

STL Global Limited and its management are fully committed to provide a safe and healthy working environment inside the Company as well outside. The Company regularly complies with all rules & regulations regarding protection of the environment of its outside surrounding area. Your Company is also committed to prevent wasteful use of natural resources and to minimize the dangerous impacts of any of its activities e.g. production, development, use & disposal of products and other services on the environment. The Company always ensures that highest standards of environmental management are being maintained. The company regularly participates in plantation activity in the vicinity.

SHE COMMITTEE

Your Company had a SHE Committee (Safety, Health & Environment Committee) that comprises of members from the senior management of Company. The SHE Committee is mainly responsible for ensuring safe and healthy environment within the Company and its neighboring area, and also for complying with all applicable regulatory requirements in this regard.

The Company is also fully committed to make its contribution in the Social and Economic Development of the community located in vicinity of its operations and to provide assistance for improving the quality of their life and optimum utilization of resources.

Particulars of Employees

A. The information required under section 197(12) of the Companies act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2018:

S.No.	Name of Director	Designation	Remuneration	Ratio
1.	Mr. Vishal Aggarwal	Managing Director	12 Lakhs	5.56
2.	Mr. Sanjiv Kumar Agarwal	Whole Time Director	9 Lakhs	4.17
3.	Mr. Faquir Chand Gupta*	Non-Executive Independent Director	N.A.	N.A.
4.	Mr. Prakash Swaroop Arya*	Non-Executive Independent Director	N.A.	N.A.
5.	Mrs. Anjana Mehra*	Non-Executive Woman Independent Director	N.A.	N.A.

The Median remuneration of the employees for the Financial Year ending on 31st March, 2018 is Rs. 2.16 Lakhs.

* All the Non-Executive Independent Directors of the Company were not paid any remuneration and were paid only sitting fee for attending the meetings of the Board/Committee of Directors. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable.

- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: **During the last financial year there was Increase in the Remuneration of Managing Director (100%), Whole Time Director (100%), Chief Financial Officer (25%) & Company Secretary (10%) of the Company**
- The percentage increase in the median remuneration of employees in the financial year: **Not Increase**
- The number of permanent employees on the rolls of the Company: **179 Employees**
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and

justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **During the last financial year there was increase in the remuneration/salary of the employees (upto 10%) and there was also increase in the managerial remuneration.**

6. The key parameters for any variable component of remuneration availed by the directors: **The Executive Directors have not availed any variable component of remuneration.**
7. Affirmation that the remuneration is as per the remuneration policy of the company: **It is affirmed that the remuneration paid is as per the remuneration policy of the company.**
- B. **Top Ten Employees (including Directors) information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 in terms of salary as on 31st March, 2018 are given below:**

Sl. No.	Name of Employees	Designation	Salary per month (In Rs.)
1	Mr. Vishal Aggarwal	Managing Director	1,00,000
2	Sanjiv Kumar Aggarwal	Whole Time Director	75,000
3	Sanjay Kumar Gupta	General Manager	75,000
4	Anil Jodhani	Chief Financial Officer (CFO)	75,000
5	David Singh	Marketing Manager	70,000
6	G.S. Chauhan	Personal & HR Manager	50,000
7	Dilip Kumar Banka	Purchase Manager	46,000
8	Ajay Kumar Singh	Finishing Incharge	42,000
9	Pramod Singh	Sr. Marketing Merchant	40,000
10	Neeraj Tyagi	Dying Manager	40,000

- C. **The information required under section 197(12) of the Companies act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:**

None of the employee has received remuneration exceeding the limit Rs. 1.20 Crore per annum when employed for full year and Rs. 10 lakhs per month, when employed for a part of the year, as stated in section 197(12) of the Companies act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.

Personnel

The Board of directors and management of the company once again sincerely acknowledge the devotion of all the employees of the company, who have contributed in the performance & development of the company. Company treats its employee like its asset. The Company's relations with employees are always cordial, the employees are regularly provided with internal & external trainings and more responsibility is being entrusted to them thereby involving them in day-to-day decision making. The true spirit of trust, commitment, dignity, transparency and opportunity to explore & achieve their dreams gives the employees an encouragement and yearning to perform better.

Acknowledgement & Appreciation

In today's world no company can grow without the support of their employees. The company's growth is achieved with the continuous support of all the stakeholders. Your directors once again take this opportunity to first of all thank all the employees of the Company for their hard work, dedication, co-operation and support rendered towards the Company.

The board of directors also wants to express its gratitude towards the Company's Bankers, Financial Institutions, Central and State Government Authorities & Officials, Customers, Vendors, Traders, Solicitors, Advisors and to our well wishers for their support and co-operation during the period under review.

And also to you, our dear shareholders, we are extremely grateful for your continuous support and confidence.

For and on behalf of the Board of Directors

Sd/-
Vishal Aggarwal
(Chairman & Managing Director)
(DIN: 00226677)

Sd/-
Sanjiv Kumar Aggarwal
(Whole Time Director)
(DIN: 00227251)

Date: 13th August 2018
Place: Faridabad

ANNEXURES TO DIRECTOR'S REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2018

Annexure – I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The year under review was marked by various structural reforms. The turbulence of sudden note ban coupled with indirect tax overhaul resulted to a three-year low growth rate of 5.7% in the first quarter, however, towards end of the year it had shown signs of picking up, though lower than that of last financial year. Initial teething problems associated with the adoption of new indirect tax regime in the form of GST, other structural reforms like initiating significant steps towards resolution of NPA problems, together with increase in crude oil prices world over have slowed down the growth. However, growth is picking up and the textile sector is showing signs of recovery.

Management's focus on value added applications coupled with cost control measures helped to put the company on the path of moderate growth during the financial year under review.

Global Economic Overview

In 2017-18, a decade after the global economy spiraled into a meltdown, a revival in the global economy became visible. Consider the realities: Every major economy expanded and a growth wave created jobs. This reality was marked by ongoing Euro-zone growth, modest growth in Japan, late revival in China and improving realities in Russia and Brazil leading to an estimated 3.7% growth in the global economy in 2017, a good 60 bps higher than the previous year. Crude oil prices increased in 2017, the prices at the beginning of the year bring \$54.13 per barrel, declining to a low of \$46.78 per barrel in June 2017 and closing the year at \$61.02 per barrel, the highest since 2013.

The outlook for advanced economies improved, notably for the Euro area, but in many countries inflation remained weak, indicating that slack was yet to be eliminated, and prospects for growth in GDP per capita were held back by weak productivity growth and rising old-age dependency ratios. Global growth forecasts for 2018 and 2019 were revised upward by 20 bps to 3.9%, reflecting improved momentum and impact of tax policy changes in the US.

Industry Structure and Development:

Textile sector of India is one of the top contributors toward the development of the Indian economy, concerning GDP, employment, export promotion, etc. Known as one of the oldest manufacturing industry in the country and the second largest, after agriculture, the textile industry employs both skilled and unskilled people. The industry contributes over 10 percent of the total annual exports of the country which is likely to increase under the new Goods and Services Tax (GST) regime.

GST Impact

Despite some changes under the [GST regime](#), the textile sector is in for certain advantages with the implementation of the regime. The tax regime will impact the textile industry by bringing in various changes. The various important impact of these changes are

1. By subsuming the different taxes such as the entry tax, luxury tax, Octroi, etc., the costs for the manufacturers will be reduced in the textile industry.
2. The cost of import of procuring the latest technology to manufacture textile goods is expensive because the excise duty paid for the same is not allowed at ITC. Under GST, however, ITC will be available for all the tax paid on capital goods.
3. The process of [claiming ITC](#) is streamlined due to GST which allows the textile sector to be competitive in the export market. Due to the extensive cost of the procedure and delays made in the process of duty drawback, a lot of manufacturers and traders were not inclined towards export during the pre-GST regime. Under the GST regime, the duty drawback system has lost its significance, and input tax credit will be given as refund instead of the duty drawback schemes. This is an important boost that was required for promoting the export of textile products.

Though there are a few [disadvantages of the GST](#) on the textile industry, it is safe to say that it will help the sector in the long run. It will get many registered taxpayers under a well-maintained system. It can also be said that the new tax regime will help the textile industry expand itself in both the domestic as well as global markets thereby creating sustainable and long-term growth opportunities

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as

export demand. With consumerism and disposable income on the rise, [the retail sector has experienced a rapid growth](#) in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The apparel market in India is estimated to grow at a Compound Annual Growth Rate (CAGR) of 11.8 per cent to reach US\$ 180 billion by 2025.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market. The domestic market for apparel and lifestyle products, currently estimated at US\$ 85 billion, is expected to reach US\$ 160 billion by 2025

Opportunities and Threats:

During the year some of initiatives were taken by the government to further promote the industry are as under:

- The Government of India introduced a mega package for the powerloom sector, which include social welfare schemes, insurance cover, cluster development, and upgradation of obsolete looms, along with tax benefits and marketing support, which is expected to improve the status of power loom weavers in the country.
- The Ministry of Textiles has signed memorandum of understanding (MoU) with 20 e-commerce companies, aimed at providing a platform to artisans and weavers in different handloom and handicraft clusters across the country for selling their products directly to the consumer.
- Memorandum of Understanding (MoU) worth Rs 8,835 crore (US\$ 1.3 billion) in areas such as textile parks, textile processing, machinery, carpet development and others, were signed during the Vibrant Gujarat 2017 Summit.
- The Union Minister for Textiles inaugurated Meghalaya's first-ever apparel and garment making centre to create employment opportunities in the region. The Union Minister for Textiles also mentioned Meghalaya has been sanctioned Rs 32 crore (US\$ 4.8 million) for promotion of handlooms.
- The Government of India has announced a slew of labour-friendly reforms aimed at generating around 11.1 million jobs in apparel and made-ups sectors, and increasing textile exports to US\$ 32.8 billion and investment of Rs 80,630 crore (US\$ 12.09 billion) in the next three years.
- The Skill India and Make-in India programs of Central government headed by Prime Minister Sri Narendra Modi is helping the industry in getting required skilled manpower and good market for textile products. It is high time for the textile industry to upgrade their technology and implement ERP to streamline supply chain and enhance customer relations management activities. These measures are enabling the industry in becoming competitive in the global market.

Indian textile industry challenges

The Indian textile industry is highly fragmented and is being dominated by the unorganized sector and small and medium industries. The changing government policies at the state and central government levels are posing major challenges to the textile industry. The tax structure GST (Goods and Service Tax) make the garments expensive. Another important threat is raising interest rates and labor wages and workers' salaries. There is higher level of attrition in the garment industry. Although central government is wooing the foreign investors the investment is coming in the textile industry. In India places such as Bangalore, Mumbai, New Delhi and Tirupur are the hubs of textile garment industries. These manufacturers have ability to produce the entire range of woven wear and knitwear at low cost with reasonably good quality within the short notices. The Indian textile industry has its own limitations such as accesses to latest technology and failures to meet global standards in the highly competitive export market. There is fierce competition from China, Bangladesh and Sri Lanka in the low price garment market. In the global market tariff and non-tariff barriers are posing major challenge to the Indian textile Industry. The environmental and social issues like child labor and personal safety norms are also some of the challenges for the textile industry in India.

Despite the odds, *with its best endeavors to grab the available opportunities of the industry*, the management of your company is *performing to improvise further and extract best out of the available resources of the company*.

Annexure-II**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
STL GLOBAL LIMITED
UNIT NO-111 BLOCK NO-1, FIRST FLOOR
TRIBHUWAN COMPLEX, ISHWAR NAGAR
NEW DELHI-110065

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **STL GLOBAL LIMITED** (CIN: L51909DL1997PLC088667) (hereinafter called the company). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s STL GLOBAL LIMITED for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

And hereby certify that the Company has duly made compliance with all the applicable provisions of the above said Acts & Regulations.

I have also examined compliance with the applicable clauses/regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with the Stock Exchanges.
- (iii) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

I further report that -

Keeping in view the nature of activities carried by the company during the period under audit, the following Acts, Rules, Regulations, Guidelines, Standards etc. are not applicable to the company during the audit period-

- i) The Depositories Act, 1996 and the thereunder Regulations and Bye-laws framed;
- ii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Borrowings;
- iii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I further report that-

As informed by the Company, the board of Directors of the Company, the board was duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions of the Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board as the case may be.

I further report that during the audit period there are no specific event/actions taken by the Company which have major bearing on the company's affairs in pursuance of the act, rules, regulations, guidelines, standards etc. referred above.

For Vijay Mourya & Associates

Sd/-

Vijay Bahadur Mourya

(Proprietor)

CP No. 13053

Date: 13th August, 2018

Place: Faridabad

Note: This report is to be read with the notes of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,

The Members,

STL GLOBAL LIMITED

UNIT NO-111 BLOCK NO-1, FIRST FLOOR

TRIBHUWAN COMPLEX, ISHWAR NAGAR, NEW DELHI-110065

Dear Sir/Madam,

My Secretarial Audit Report for the financial year 2017-18 of even date is to be read along with the following notes-

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records, personal records of employee(s) and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Vijay Mourya & Associates

Sd/-

Vijay Bahadur Mourya

(Proprietor)

CP No. 13053

Date: 13th August, 2018

Place: Faridabad

Annexure – III

Foreign Exchange Earnings and Outgo

(In Rupees)

Particulars	Current Year (2017-18)	Previous Year (2016-17)
(I) Foreign exchange earned (Including export of goods on FOB basis)	Nil	Nil
(II) Foreign exchange used	14,50,422	18,47,304

Annexure - IV

FORM MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L51909DL1997PLC088667
Registration Date	:	22/07/1997
Name of the Company	:	STL GLOBAL LIMITED
Category / Sub-Category of the Company	:	COMPANY LIMITED BY SHARE, INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office and contact details	:	UNIT NO.111, BLOCK NO.-1, FIRST FLOOR, TRIBHUWAN COMPLEX, ISHWAR NAGAR, NEW DELHI – 110065 TEL.: 011-26935829, WEBSITE: www.stl-global.com , EMAIL: investors@stl-global.com
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	LINK INTIME INDIA PRIVATE LIMITED, C-101, 247 PARK, LBS MARG, VIKHROLI WEST, MUMBAI-400083, MH, PH# 022- 49186000, FAX# 022- 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Processed Dyed & Finished Fabric (Knitted Fabric) Textile	13911	78.80
2	Real Estate	68100	21.20

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	----	---	---	----	---
2	---	---	-----	----	---

I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	12400226		12400226	45.17	12401555		12401555	45.18	(+) 0.01
b) Central Govt.	---	---	---	---	---	---	---	---	---
c) State Govt.(s)	---	---	---	---	---	---	---	---	---
d) Bodies Corp.	5177879	---	5177879	18.86	5177879	---	5177879	18.86	---
e) Banks / FI	---	---	---	---	---	---	---	---	---
f) Any other	---	---	---	---	---	---	---	---	---
Sub-total(A)(1):	17578105		17578105	64.03	17579434		17579434	64.04	---
(2) Foreign									
a) NRIs - Individuals	---	---	---	---	---	---	---	---	---
b) Other – Individuals	---	---	---	---	---	---	---	---	---
c) Bodies Corp.	---	---	---	---	---	---	---	---	---
d) Banks / FI	---	---	---	---	---	---	---	---	---
e) Any other	---	---	---	---	---	---	---	---	---
Sub-total (A)(2):	---	---	---	---	---	---	---	---	---
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	17578105		17578105	64.03	17579434		17579434	64.04	---
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	---	---	---	---	---	---	---	---	---
b) Banks / Financial Institutions	48230	---	48230	0.18	48230	---	48230	0.18	---
c) Central Govt.	---	---	---	---	---	---	---	---	---
d) State Govt.(s)	---	---	---	---	---	---	---	---	---
e) Venture Capital Funds	---	---	---	---	---	---	---	---	---
f) Insurance Companies	---	---	---	---	---	---	---	---	---
g) FIIs	---	---	---	---	---	---	---	---	---
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others (specify)	---	---	---	---	---	---	---	---	---
Sub-total (B)(1):	48230	---	48230	0.18	48230	---	48230	0.18	---
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	622560	1	622561	2.27	696324	1	696325	2.54	(+) 0.27
ii) Overseas	-	---	---	---	-	---	---	---	---
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4756270	500	4756770	17.33	4522324	500	4522824	16.47	(-) 0.86
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3482700	---	3482700	12.69	3629937	---	3629937	13.22	(+) 0.53
c) Others									
(i) Non Resident Indians	428738	---	428738	1.55	429799	---	429799	1.56	(+) 0.01
(ii) Clearing Members	211578	---	211578	0.77	165234	---	165234	0.60	(-) 0.17
(iii) Hindu Undivided Family	323998	---	323998	1.18	380897	---	380897	1.39	(+) 0.21
Sub-total(B)(2):	9825844	501	9826345	35.79	9824515	501	9825016	35.79	(-) 0.0049
Total Public Shareholding (B)=(B)(1)+(B)(2)	9874074	501	9874575	35.97	9872745	501	9873246	35.96	(-) 0.0049
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
GRAND TOTAL (A+B+C)	27452179	501	27452680	100	27452179	501	27452680	100	---

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Target Fashion Limited	5177879	18.86	0.00	5177879	18.86	18.40	---
2	Vinod Kumar Aggarwal	1464673	5.34	0.00	3966002	14.45	0.00	(+) 9.12
3	Rita Aggarwal	1625948	5.92	0.00	3825948	13.94	0.00	(+) 8.01
4	Vishal Aggarwal	446002	1.62	0.00	1246002	4.54	0.00	(+) 2.91
5	Vikas Aggarwal	1246001	4.54	0.00	1246001	4.54	0.00	---
6	Sangeeta Aggarwal	970262	3.53	0.00	970262	3.53	0.00	---
7	Vinit Aggarwal	950940	3.46	1.82	950940	3.46	3.46	---
8	Payal Aggarwal	196400	0.72	0.00	196400	0.72	0.00	---
9	Jai Parkash Aggarwal	2500000	9.11	9.11	0	0.00	0.00	(-) 9.11
10	Sumitra Aggarwal	2200000	8.01	8.01	0	0.00	0.00	(-) 8.01
11	Sandeep Aggarwal	800000	2.91	2.91	0	0.00	0.00	(-) 2.91
	Total	17578105	64.03	21.86	17579434	64.04	21.86	(+) 0.01

(iii) Change in Promoters' Shareholding

Sl. No.	Shareholding of Promoters	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
1.	Vinod Kumar Aggarwal	1464673	5.34	21/04/2017	(+) 1329	Buy		
				10/10/2017	(+) 2500000	Inter-se-Transfer		
	At the end of the year						3966002	14.45
2.	Rita Aggarwal	1625948	5.92	10/10/2017	(+) 2200000	Inter-se-Transfer		
	At the end of the year						3825948	13.94
3.	Vishal Aggarwal	446002	1.62	10/10/2017	(+) 800000	Inter-se-Transfer		
	At the end of the year						1246002	4.54
4.	Jai Parkash Aggarwal	2500000	9.11%	10/10/2017	(-) 2500000	Inter-se-Transfer		
	At the end of the year						0	0.00
5.	Sumitra Aggarwal	2200000	8.01	10/10/2017	(-) 2200000	Inter-se-Transfer		
	At the end of the year						0	0.00
6.	Sandeep Aggarwal	800000	2.91	10/10/2017	(-) 800000	Inter-se-Transfer		
	At the end of the year						0	0.00

(iv) Shareholding Pattern of Top Ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Nirav M Sapani	508326	1.85	601778	2.19
2.	Ramit Rajinder Bhardwaj	1500	0.0055	217488	0.79
3.	Anjali Rahul Sanghvi	156047	0.57	211579	0.77
4.	Shardaben Jaswantlal Shah	216649	0.79	200262	0.73
5.	Matalia Stock Broking Private Limited	185986	0.68	166128	0.60
6.	Mrudu Kantilal Vakharia	161170	0.59	161170	0.59
7.	Profitmart Securities Private Limited	0	0.00	150486	0.55
8.	Vicky Praful Sapani	244370	0.89	123470	0.45
9.	Ashish Nanda	122582	0.45	122582	0.45
10.	Madhukar Sheth	105303	0.38	105303	0.38
11.	M J Patel Share & stock Brokers Limited	100000	0.36	100000	0.36
12.	Babita Kalwadia	140000	0.51	70000	0.25

Note: The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

iii. SHAREHOLDING OF DIRECTORS:

Sl. No.	Shareholding of Directors	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
1.	Vishal Aggarwal	446002	1.62	10/10/2017	(+) 800000	Inter-se-Transfer	1246002	4.54
	At the end of year						1246002	4.54
2.	S.K. Aggarwal	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL
3.	F.C. Gupta	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL
4.	Prakash Swaroop Arya	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL
5.	Anjana Mehra	NIL	NIL	---	---	---	---	---
	At the end of year						NIL	NIL

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Figure in Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	98,69,32,429	5,00,00,000	---	1,03,69,32,429
ii) Interest due but not paid	43,69,60,616	---	---	43,69,60,616
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	1,42,38,93,045	5,00,00,000		1,47,38,93,045
Change in Indebtedness during the financial year				
Addition i) Principal Amount	---	9,97,00,000	---	9,97,00,000
ii) Interest due but not paid	---	5,54,373	---	5,54,373
Reduction i) Principal Amount	(38,22,05,921)	---	---	(38,22,05,921)
ii) Interest due but not paid	(11,08,34,339)	---	---	(11,08,34,339)
Net Change	(49,30,40,260)	10,02,54,373	---	(39,27,85,887)
Indebtedness at the end of the financial year				
i) Principal Amount	60,47,26,508	14,97,00,000	---	75,44,26,508
ii) Interest due but not paid	32,61,26,277	5,54,373	---	32,66,80,650
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	93,08,52,785	15,02,54,373	---	1,08,11,07,158

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Value in Rupees)

S. No.	Particulars of Remuneration	Name of MD/WTM/Manager		Total Amount
		Vishal Aggarwal	Sanjiv Kumar Aggarwal	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,20,000	5,40,000	12,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,80,000	3,60,000	8,40,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	---	
2	Stock Option	---	---	
3	Sweat Equity	---	---	
4	Commission	---	---	
	- as % of profit	---	---	
	- others, specify	---	---	
5	Others, please specify	---	---	
	Total (A)	12,00,000	9,00,000	21,00,000

B. REMUNERATION TO OTHER DIRECTORS:

(Value in Rupees)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		F.C. Gupta	Prakash Swaroop Arya	Anjana Mehra	
	1. Independent Directors				
	Fee for attending board / committee meetings	22,000	8,000	42,000	72,000
	Commission				
	Others, please specify				
	Total (1)	22,000	8,000	42,000	72,000
	2. Other Non-Executive Directors	N.A	N.A	N.A	
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify				
	Total (2)	N.A	N.A	N.A	
	Total (B)=(1+2)	22,000	8,000	42,000	72,000
	Total Managerial Remuneration= (A)+(B)				21,72,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTM

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	---	2,88,000	9,00,000	11,88,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	---	---	---
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---	---
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	---	---	---	---
2	Stock Option	---	---	---	---
3	Sweat Equity	---	---	---	---
4	Commission	---	---	---	---
	- as % of profit	---	---	---	---
	- others, specify	---	---	---	---
5	Others, please specify	---	---	---	---
	Total	---	2,88,000	9,00,000	11,88,000

IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
B. DIRECTORS					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---
C. OTHER OFFICERS IN DEFAULT					
Penalty	---	---	---	---	---
Punishment	---	---	---	---	---
Compounding	---	---	---	---	---

Annexure – V

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of Contracts or Arrangements or transactions not at arm's length basis:

Sr. No.	Name (s) of the Related Party	Nature of Transaction	Duration of the Transactions	Salient Terms of the Transactions	Justification for Transactions	Date of Approval by the Board	Amount Paid as Advance	Date of Special Resolutions
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. Details of Contracts or Arrangements or transactions at arm's length basis:

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of Transactions	Duration of the Transactions	Transactions value (Rs. In Lakhs)	Date of Approval by Board	Amount Paid as Advance
1.	Shyam Tex Exports Limited	Related Party	Sale/Job-Work	2017-18	2,937.20	11.08.2017	NIL

Annexure – VI

CORPORATE GOVERNANCE REPORT

Corporate Governance Compliance Report

In terms of Regulation 34(3) and 53(f) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Corporate Governance Compliance Report is provided hereunder:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

STL Global Limited is fully committed and determined to adopt best Corporate Governance practices & procedures in all its activities, policies and actions. Your Company's Philosophy on Corporate Governance is to operate for the benefit of all its stakeholders, and to conduct its business in a transparent, ethical and fair manner. Your Company believes in transparency, accountability, empowerment, motivation, respect for law, fair business and good corporate practices. These principles have been continuously followed by the Company since its inception. Your Company also believes that adhering to good corporate governance norms will ultimately leads to generation of goodwill for Company, earning respect from society, bringing about a consistent sustainable growth and also generating competitive returns for the investors. Board of Directors of the Company is committed to develop an environment of fairness, equity and transparency in all its activities with the objective of securing long-term shareholder value, while at the same time respecting the rights of all stakeholders.

The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 regulations require companies to get shareholders' approval for material related party transactions, establishment of whistle-blower mechanism, establish policy for materiality disclosure, policy for preservation of documents, archival policy, conducted familiarize programs for Independent directors and have at least one women director on their board. The amended norms are aligned with the provisions of the Companies Act, 2013, and aimed to encourage companies to 'adopt best practices on Corporate Governance'.

1. BOARD OF DIRECTORS

Composition of Board:

The Board of Directors of the Company has an optimum combination of Executive Director and Non-Executive Independent Directors, who have in depth knowledge of the business and industry. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

STL Global Limited as on 31st March, 2018, has Five Directors on its Board with one as promoter Managing Director, one as Whole Time Director and three Independent directors involving one woman Independent director. All the Independent Directors have confirmed that they meet the 'Independence' criteria as mentioned under Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also as mentioned under Section 149 of Companies Act, 2013.

Attendance at Board Meetings:

During the last financial year i.e. 2017-18, Six Meetings of the Board of Directors were held viz. 06th April 2017, 17th April 2017, 29th May 2017, 11th August, 2017, 14th November 2017 and 14th February 2018.

Meetings are generally held at the Company's Corporate Office situated at Plot No. 207-208, Sector-58, Faridabad-121004, Haryana. Notices and agenda for Board Meetings are sent well in advance to all the directors of the Company along with relevant information.

The names and categories of the Directors on the Board, their attendance at the Board Meetings and Last Annual General Meeting held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below. Other Directorships do not include directorships in Section 25 Companies and Companies incorporated outside India. Chairmanships of Board Committees include only Audit Committee, Stakeholders Relationship Committee, Share Transfer Committee, Corporate Social Responsibility (CSR) Committee and Nomination & Remuneration Committee. The details of Cessation/Appointment of Directors, if any, also disclosed below:

Sr. No.	Name of the Director	Category	Number of Board meeting during the F.Y. 2017-18 Director's Attendance		Directorships in other Public Companies	Membership/Chairmanship of Committees in other Public Companies including STL GLOBAL LIMITED		Attendance at the A.G.M Held on 29 th September, 2017	Cessation/Appointment (if any)
			Held	Attended		Chairman	Membership		
1	Mr. Vishal Aggarwal	PD	6	6	1	2	5	Present	NA
2	Mr. Sanjiv Kumar Aggarwal	WTD	6	6	0	0	3	Present	NA
3	Mr. Faquir Chand Gupta	NEI	6	4	0	1	1	Present	NA
4	Ms. Anjana Mehra	WD,NEI	6	5	0	2	5	Present	NA
5	Mr. Prakash Swaroop Arya	NEI,	6	2	0	0	1	Absent	NA

PD: Promoter Director, **WD:** Woman Director, **ED:** Executive Director, **NEI:** Non Executive Independent Director, **WTD:** Whole Time Director, **NA:** Not Applicable

Independent Directors:

The Board of the STL Global Limited has an optimum number of Independent Directors, as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the Provision of Section 149 (6) of the Companies Act, 2013. All the independent directors are persons of integrity and possess relevant expertise and experience in the industry and are not related to promoters, or directors in the Company, its holding, subsidiary or associate Company. Independent Directors fulfill all the conditions for being Independent to the Company, as stipulated under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. The maximum tenure of Independent Directors is determined in accordance with the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, from time to time. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

The performance evaluation of Independent Directors shall be done by the Board of Directors of the company. As required under Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Independent Directors held their separate meeting on 30th March, 2018 for the financial year 2017-18, inter alia, to

- Review the performance of non-independent Directors and the Board as a whole;

- b) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further, in compliance with under Regulation 25(7) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has familiarization programme to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operations in depth and contribute significantly to the growth of the Company. A policy related to it shall be uploaded on the company's website i.e. www.stl-global.com.

Performance Evaluation:

The Board of directors has monitor and review the board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/ non-executive/ independent directors through a peer- evaluation excluding the director being evaluated through a survey. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy and the effectiveness of the whole Board.

Notes on Directors appointment/ re-appointment

Mr. Vishal Aggarwal, Managing Director of the Company is retiring by rotation at the forthcoming 21st Annual General Meeting and being eligible, he offers himself for re-appointment. Details regarding age, qualification & experience etc. of Mr. Vishal Aggarwal, Managing Director of the Company is already given in the annexure forming part of the notice convening 21st Annual General Meeting of the Company.

2. COMMITTEES

(A) AUDIT COMMITTEE

STL Global Limited has an Audit Committee in compliance with the provision of section 177 of chapter XII of Companies Act, 2013 and as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee comprises of 2 Non Executive Independent Directors and 1 Promoter Executive Director. Mr. Faquir Chand Gupta, Non- Executive Independent Director is the Chairman of the Audit Committee. Five meetings of Audit Committee were held during the year 2017-18 on the following dates:

1. 17th April 2017
2. 29th May 2017
3. 11th August 2017
4. 14th November 2017
5. 14th February 2018

Details of meetings attended by its members till 31st March, 2018 are given below:

Sr. No.	Name of members	Category	No. of meetings held	No. of meetings attended
1	Mr. F.C. Gupta	Chairman	5	4
2	Mr. Vishal Aggarwal	Member	5	5
3	Mrs. Anjana Mehra	Member	5	4

The Committee also invites such of the other Directors, Executives or Auditors as it considers appropriate to be present at the meeting. The Company Secretary/ Compliance Officer acts as the secretary to the Committee. Minutes of each Audit Committee meeting are placed before, and when considered appropriate, are discussed in the meeting of the Board. The Audit Committee, inter-alia, reviews the adequacy of the internal control functions, and reviews the Internal Audit reports including those related to Internal Control weaknesses, if any. The Audit Committee is provided with necessary assistance and information to carry out their functions effectively.

Powers and Terms of Reference of the Committee:

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The

Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audit of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors, review the related party transactions on a quarterly basis and the Company's risk management policies. The Committee, inter -alia, performs the following functions:

1	Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2	Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.
3	Approval of payment to statutory auditors for any other services rendered by them.
4	Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
a.	Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 (5) of the Companies Act, 2013.
b.	Changes, if any, in accounting policies and practices and reasons for the same.
c.	Major accounting entries involving estimates based on the exercise of judgment by management.
d.	Significant adjustments made in the financial statements arising out of audit findings.
e.	Compliance with listing and other legal requirements relating to financial statements.
f.	Disclosure of any related party transactions and review the same on quarterly basis.
g.	Qualifications in the draft audit report.
5	Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6	Reviewing, with the management, the statement of uses / application of funds as and when raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7	Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8	Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9	Discussion with internal auditors on any significant findings and follow up thereon.
10	Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
11	Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12	To look into the reasons for substantial defaults if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13	To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14	Carrying out any other function as is assigned to the Audit Committee.
15	Such other powers and duties as may be required to be included in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 amended from time to time.

(B) NOMINATION AND REMUNERATION COMMITTEE

STL Global Limited complies with the provisions relating to the Nomination and Remuneration Committee in terms of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013. As at 31.03.2018, the Nomination and Remuneration Committee consists of three Non-Executive Directors. Mrs. Anjana Mehra, the Chairperson of the Nomination and Remuneration Committee is a Woman Independent Director. Mr. Prakash Swaroop Arya and Mr. F.C. Gupta member of the Nomination and Remuneration Committee both are independent Director.

The Company Secretary of the Company acts as the Secretary to the Committee.

Terms of Reference

The terms of reference of Nomination and Remuneration Committee are briefly described below:

- It shall identify persons who are qualified to become directors and persons, who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every directors performance.
- It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- It shall, while formulating the remuneration policy ensure that-
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors. A Policy related to it also uploaded on company's website i.e. www.stl-global.com.

Details of number of meetings and attendance by the members of Nomination & Remuneration Committee on 31st March, 2018 are given below:

Sr. No.	Name of Members	Category	No. of meetings held	No. of meetings attended
1.	Mrs. Anjana Mehra	Chairperson	2	2
2.	Mr. F.C. Gupta	Member	2	2
3.	Mr. Prakash Swaroop Arya	Member	2	1

Remuneration paid to Directors

STL Global Limited benefits from the professional expertise and invaluable experience of the Independent Directors in their individual capacity as competent professionals/business executives in achieving corporate excellence. The Company has not granted any stock options to any of its Non-Executive Directors.

During the financial year 2017-18, only sitting fees for attending board or committee meetings was paid to the non-executive directors and the details are as follows:

a) Non- executive Directors:

Sr. No.	Name of Director	Sitting Fees paid (In Rs.)	No. of shares held (Face Value Rs.10/- each)
1.	Sh. Prakash Swaroop Arya	8000	NIL
2.	Sh. F. C. Gupta	22000	NIL
3.	Smt. Anjana Mehra	42000	NIL

b) Executive Directors:

Sr. No.	Name of Director	Salary, Perquisites, Allowances and Commission paid (Rs.)	No. of Shares held (excluding Stock Option)
1.	Mr. Vishal Aggarwal (Managing Director)	1,00,000 P.M.	1246002
2.	Mr. Sanjiv Kumar Aggarwal (Whole Time Director)	75,000 P.M.	NIL

(C) Shareholder Committees

Two shareholder committees are there in the Company viz.

- (i) Share Transfer Committee and
- (ii) Stakeholders' Relationship Committee.

Following are the details of these committees:

1.) Share Transfer Committee

S. No.	Name of the Member	Category	Designation
1.	Mr. Vishal Aggarwal	Chairperson	Chairman & Managing Director
2.	Mr. S. K. Aggarwal	Member	Whole Time Director
3.	Ms. Anjana Mehra	Member	Non-Executive Independent Woman Director

The main terms of reference of Share Transfer Committee cover the following matters:

- a) Approval of Transfer/Transmission of Shares.
- b) Issue of duplicate share certificates.
- c) Review of Shares dematerialized / rematerialized and other related matters.
- d) Performance appraisal of the Registrar and Transfer Agents of the company with regard to handling of Transfer Requests.
- e) Share Transfer Committee meets as and when required in the above matters.

2.) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of the Company has constituted the Stakeholders' Relationship Committee as per the provisions of section 178 of Companies Act, 2013 and as per the Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Chairperson of the Committee shall be a Non-Executive Independent Director and it shall comprise of such other members as may be decided by the Board Directors from time to time.

The Stakeholders' Relationship Committee comprises of Ms. Anjana Mehra as Chairperson, Mr. Vishal Aggarwal and Mr. Sanjiv Kumar Aggarwal as Members. The Company Secretary / Compliance Officer of the Company shall act as the Secretary of the Committee.

The meetings of the Stakeholders' Relationship Committee were held Four times during the year on 08/05/2017, 02/08/2017, 02/11/2017 and 01/02/2018.

Details of meetings attended by its members are given below:

Sr. No.	Name of Members	No. of meetings held	No of meetings attended
1.	Ms. Anjana Mehra	4	4
2.	Mr. Vishal Aggarwal	4	4
3.	Mr. Sanjiv Kumar Aggarwal	4	4

ROLE

The Committee is entrusted with the responsibility to resolve the grievances of security holders. The Committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors. The broad terms of reference of the Committee are as under:

- To specifically look into complaints received from the shareholders of the Company.
- To oversee the performance of the Registrar and Transfer Agent of the company.
- To recommend measures for overall improvement in the quality of services to the investors.

Details of Complaints from Shareholders:

No. of complaints remaining unresolved at the beginning of the year	: 1
No. of complaints received during the year	: 3
No. of complaints resolved during the year	: 4
No. of complaints unresolved at the end of the year	: 0

Name and Designation of Compliance Officer:

Mr. Manil Kr. Nagar, Compliance Officer

(D). General Committee

The board of directors has also constituted a "General Committee" comprising of three directors i.e.

S. No.	Name of the Member	Category	Designation
1.	Mr. Vishal Aggarwal	Chairperson	Chairman & Managing Director
2.	Mr. S. K. Aggarwal	Member	Whole Time Director
3.	Ms. Anjana Mehra	Member	Independent Woman Director

The General Committee is mainly responsible for day to day smooth functioning of various business activities and quick decision making in urgent matters. Presence of at least two of the above directors is necessary to constitute the requisite quorum for the meetings of general committee. The general committee is empowered to exercise the following powers & functions: -

- Make long term contracts with any reputed supplier of raw materials, chemicals & components etc.
- Appointment of technical and non technical staff.
- Purchase of any equipment, machinery or any replacement thereof.
- Deal with all technical problems involved in the production and maintenance of the plant.
- Taking accommodation on lease or rent.
- Making Capital Expenditure on behalf of the company not exceeding Rs 5,00,00,000/- (Rupees Five Crores only).
- Investment of funds of the Company in any venture up to Rs. 1,00,00,000/- (Rupees One Crores Only).
- Opening of Bank Accounts.
- Operation of Bank Accounts.
- Execution of authorization on behalf of Company.
- Delegation of administrative Duties to Staff.
- Calling Extra Ordinary General Meetings.
- Execution of custom house documents.
- Dealing with Central/State Government Authorities or local bodies.
- Obtaining license from Central Government or State Government.
- Availing loan facilities from Bankers & Financial Institutions within the limits given to the Board by shareholders of the Company by passing special resolution under section 180(1) (c) of the Companies Act 2013.
- To mortgage and/or to create first/second charge as security for term loans/financial assistance granted by Financial Institutions/ Banks in addition to the mortgages/charge created/ to be created by the company, in favor of any banks, financial institutions, bodies corporate.
- Appoint Lead managers, Legal advisors, Co-managers, Bankers, Trustees, Underwriters, Collection agents, etc in case company plans for public issue of its shares.
- Negotiation of Outstanding Dues with Bankers.

The General Committee meetings are held at regular intervals as and when required in the above matters. Minutes of the meetings of General Committee are regularly placed before the board for its consideration and approval.

Investor Services

Link Intime India Private Limited is acting as the Registrar and Share Transfer Agents (RTAs) of the Company since the time of listing. Link Intime India Pvt. Ltd. is having adequate infrastructure and VSAT connectivity with both the depositories (NSDL & CDSL), which facilitate prompt and better services to the shareholders of the Company.

Name and Address of Compliance Officer

Mr. Manil Kr. Nagar,
Company Secretary and Compliance Officer
STL Global Limited
Corp. Office: Plot No. 207-208, Sector-58,
Faridabad-121004, Haryana.
Contact No. 91-129-4275900-30, Fax No. 91-129-4275999
E-mail – investors@stl-global.com , manilnagar@stl-global.com

3. GENERAL BODY MEETINGS

a) Location, time and date where last three Annual General / Extra Ordinary General Meetings/Postal Ballot were held are given below:

Financial Year	Date and Time	Venue
2016-17	AGM – 29 th September, 2017 at 10.00 A.M.	Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, Mathura Road, New Delhi-110044
2015-16	AGM – 30 th September, 2016 at 10.00 A.M.	Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, Mathura Road, New Delhi-110044
2014-2015	AGM – 30 th September, 2015 at 10.00 A.M.	Conference Room-3, First Floor, India Corporate Centre, J2/B1 Extension, Mohan Cooperative, Mathura Road, New Delhi-110044

b) In the last three AGMs/EGMs, following Special Resolutions were passed:

Meetings held on	Special Resolution passed
AGM- 29 th September, 2017	Re-Appointment of Mr. Vishal Aggarwal as Managing Director
AGM- 30 th September, 2016	Service of documents under Section 20 and other applicable provisions, if any, of the Companies Act, 2013
AGM- 30 th September, 2015	- Re-Appointment of Mr. Jai Parkash Aggarwal as Managing Director - Re-Appointment of Mr. Sanjiv Kumar Agarwal as Whole Time Director

Details of Extra-ordinary General Meetings held during the year 2017-18

S. N.	Date	Location of Meeting	Time	No. of Special Resolutions passed
N. A.	N. A.	N. A.	N. A.	N. A.

During the last financial year ended on 31st March 2018 no Extra-Ordinary General Meeting of the Company was held.

SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are:

Centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

DISCLOSURES

a) Compliance with Governance Framework

STL Global Limited is following all mandatory requirements as per Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The shareholders are already aware that the shares of the company are listed at BSE Limited and National Stock Exchange of India Limited (NSE), Mumbai. The Company is regularly complying with the requirements since the very first day of listing. The company has also obtained a Certificate from its statutory auditors regarding compliance of the conditions of Corporate Governance as stipulated in Schedule-V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same is also attached herewith and forms part of this director's report.

b) Disclosure on materiality significant Related Party Transactions

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company had obtained prior approval of the Audit Committee under omnibus approval route and / or under

specific agenda before entering into such transactions. Details of transactions entered with related parties are disclosed in the notes forming part of Financial Statements annexed herewith.

The policy related to Related Party Transaction has been uploaded on the website of the company i.e. www.stl-global.com.

c) Details on non-compliance by the Company, penalties and strictures imposed on the company by stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

The Company has complied with all requirements of the stock exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

d) Whistle Blower Policy

The Board of Directors of the Company Pursuant to Section 177(9) & (10) of Companies Act, 2013 and Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has formulated Whistle Blower Policy for Directors and employees of the Company, to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Further, the Company affirms that no personnel have been denied access to Audit Committee on any issue related thereto. The Whistle Blower policy may be accessed on the Company's website i.e. www.stl-global.com.

e) Disclosure of Accounting Treatment

In the preparation of the financial statements, the company has followed the accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable and also followed Section 133 of the Companies Act, 2013.

f) Risk Management

STL Global Limited is well aware of risks associated with its business operations and various projects under execution. Comprehensively risk management system is being put in place involving classification of risk, adoption of risk mitigation measures and a strong mechanism to deal with potential risks and situation leading to rise of risks in an effective manner.

Senior persons of the Management conversant with risk management systems have been entrusted with the said task with a brief to implement the risk management.

g) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.

The Company has not made any issue of Equity Shares under the Company's Employee Stock Option Scheme (ESOS) during the year and hence not received any proceeds there from.

h) Implementation of Compliance Management System

STL Global Limited has in place a well-structured Legal Compliance Management System to monitor periodical compliances on regular basis and Review Reports are discussed at the Audit Committee meetings and Board Meetings.

4. Means of Communication

a. Quarterly, Half Yearly & Annually Results: Quarterly Half Yearly & Annually Results are published in two newspapers, one in the English language i.e. Mint and the other in the vernacular language i.e. Veer Arjun, circulating in the place where the registered office of the Company is situated. These financial results and quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also uploaded on the Company's website www.stl-global.com.

b. News Release Presentations: Official news releases are displayed on the Company's website.

c. Website: The Company's website www.stl-global.com makes online announcements of Board Meeting dates, results of the meetings, quarterly financial results, announcement of the date of Annual General Meeting, changes in Directors and other announcements. The website also provides quarterly shareholding pattern. Copies of Notices and Annual Reports sent to Shareholders are also available on the website. The website www.stl-global.com gives information about the company and the products offered by it.

- d. **Annual Report:** Annual Report containing inter alia Audited Annual Accounts, Directors Report, Auditors Report, Corporate Governance Report along with Management Discussion & Analysis Report are circulated to all the members and others entitled thereto.
- e. **E-mail:** investors@stl-global.com mail id has been formed exclusively for investor servicing.

5. General Shareholder Information

A.

a)	21st Annual General Meeting	Date: 29 th September, 2018 Time: 10:00 A.M.
b)	Venue	Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044
c)	Date of Book Closure	23 rd September, 2018 to 29 th September, 2018
d)	Dividend payment date	N.A.
e)	Listing on Stock Exchanges	BSE & NSE
f)	Demat ISIN Number For CDSL and NSDL	INE353H01010

B. Financial Calendar (Year 2018-19)

(Tentative and subject to change)

Period

For the 1st quarter ending on 30.06.2018

For the 2nd quarter & half year ending on 30.09.2018

For the 3rd quarter ending on 31.12.2018

For the 4th quarter & year ending on 31.03.2019

: Approval of Quarterly Results

: On or before 14th of August, 2018

: On or before 14th of November, 2018

: On or before 14th of February, 2019

: On or before 30th of May, 2019

C. Listing on Stock Exchanges:

(a) At Present the Equity Shares of the Company are listed on the following Stock Exchanges:

1.) BSE Limited (BSE)

25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400 001, MH

2.) National Stock Exchange of India Limited (NSE)

"Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051, MH

The Listing Fee for the year 2018-19, has already been paid to the above Stock Exchanges.

(b) Depositories:

1. National Securities Depository Limited (NSDL)

1. 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, MH

2. Central Depository Services (India) Limited (CDSL)

Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street,

Mumbai – 400 001, MH

The Annual Custodial Fees for the year 2018-19 have also been paid to the above-mentioned depositories.

D. Stock Code:

- | | | |
|----|--|----------|
| 1. | BSE Limited (BSE) | : 532730 |
| 2. | National Stock Exchange of India Limited (NSE) | : SGL |

E. Market Price Data (for the Financial Year 2017-18)

The shares of the STL Global Limited are listed at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Market Price data showing monthly high and low prices of equity shares of the Company at BSE and NSE for the year 2017-18 is as follows:

MONTH	BSE Limited (BSE) (In Rs. Per share)		National Stock Exchange of India Limited (NSE) (In Rs. Per share)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April, 2017	13.70	11.35	13.75	11.50
May, 2017	16.90	12.15	16.80	12.15
June, 2017	16.39	13.21	16.35	12.60
July, 2017	19.49	14.12	19.50	14.30
August, 2017	18.35	12.80	17.90	12.60
September, 2017	18.25	14.00	18.45	13.55
October, 2017	18.30	14.00	20.50	14.00
November, 2017	16.90	13.60	17.40	13.55
December, 2017	22.15	14.10	22.00	14.15
January, 2018	24.65	16.50	24.50	16.60
February, 2018	18.80	14.80	19.00	14.40
March, 2018	18.05	15.00	18.15	14.75

F. Registrar and Transfer Agents

M/s Link Intime India Private Limited continues to be the Registrar and Share Transfer Agents (RTA) of the Company for both physical and Demat Shares and the address of their Mumbai & Delhi offices is given below:

Link Intime India Private Limited (Mumbai)

C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai – 400 083, MH

Contact Person

Ms. Maheswari Patil

Link Intime India Private Limited (Delhi)

44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I, Near PVR Naraina,
New Delhi-110028

Contact Person

Mr. Bharat Bushan

G. Share Transfer System:

The share transfer requests are received and processed by the Registrar and Share Transfer Agents (RTA) i.e. Link Intime India Private Limited and are approved by the Share Transfer Committee of the company, which normally meets at regular intervals depending on the volume of share transfers.

STL Global Limited has been regularly complying with the provisions of Regulation 7(3) and 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and a Compliance Certificate Duly signed by Company Secretary and Compliance Officer of the Company and by the Authorized Representative of our RTA i.e. Link Intime India Private Limited as per Regulation 7(3) and Certificate from a Company Secretary-in-Practice for due compliance of the share transfer formalities as per Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is being forwarded to NSE and BSE on half yearly basis within 30 days from the end of each half year as per the provisions of said regulations.

Shareholding Pattern as on 31st March 2018

S. NO.	Category	No. of Shares	% of total
1.	Promoters Holding		
	Promoters	17579434	64.04
2.	Institutional Investors		
	Mutual Funds & UTI	0	0.00
	Banks/ FIs /FIIs/ Insurance Co.	48230	0.18
3.	Others		
	Hindu Undivided Family	380897	1.38
	Bodies Corporate	696325	2.54
	Indian Public	8152761	29.70
	NRIs	429799	1.57
	Clearing Member	165234	0.60
	TOTAL	27452680	100

Distribution of Shareholding as on 31st March 2018

Number of Shares Category	Number of Shareholders		Equity Shares held in each category	
	Holders	% of Total	Total Shares	% of Total
1 to 500	6797	74.20	1244998	4.54
501 to 1000	1119	12.21	911743	3.32
1001 to 2000	645	7.04	945093	3.44
2001 to 3000	212	2.32	525626	1.91
3001 to 4000	82	0.89	294896	1.07
4001 to 5000	79	0.86	373175	1.36
5001 to 10000	93	1.02	705784	2.57
10001 and above	134	1.46	22451365	81.78
Total	9161	100	27452680	100

Dematerialization of Shares and Liquidity:

STL Global Limited's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As at 31st March 2018 only 501 equity shares out of total 27452680 equity shares were held in physical form and the remaining 27452179 equity shares were held in dematerialized form.

The Company's shares are regularly traded on BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE).

Outstanding ADRs, GDRs, warrants or any convertible instruments, conversion date and impact on equity:

No ADRs or GDRs, or any other convertible instruments were outstanding for conversion as on 31st March, 2018.

Plant Location

Company's production activities at present are running on plant located at Plot No. 207-208, Sector-58, Faridabad – 121004, Haryana (India).

Address for Correspondence:

Mr. Manil Kr. Nagar

Company Secretary and Compliance Officer

STL Global Limited

Corp. Office: Plot No. 207-208, Sector-58,

Faridabad–121004, Haryana

Tel No. 91-129-4275900-30; Fax No. 91-129-4275999

E-mail – investors@stl-global.com, manilnagar@stl-global.com

Certificate on Corporate Governance

The Company has taken adequate steps to adhere to all the stipulations laid down as per clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations.

A Report on Corporate Governance is included as a part of this Annual Report. Certificate from the Chartered Accountants M/s Vishnu Aggarwal Associates confirming the compliance with the conditions of Corporate Governance is included as **Annexure – A** of this Report.

Code of Conduct

The Company has laid down a Code of Corporate Governance & Conduct for all its Board Members and Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct. The said code has been posted on the company's website i.e. www.stl-global.com. Declaration for Code of Conduct is given in Board's Report as per **Annexure – B**.

Code of conduct for Prevention of Insider Trading:

STL Global Limited has established a code of conduct for Prevention of Insider Trading. The necessary preventive actions, including closure of trading window around the time of any price sensitive events information are taken care. The detailed policy is uploaded on website of the Company i.e. www.stl-global.com.

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary (PCS) carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the Report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The Audit, inter alia, confirms that the listed and paid up capital of the company with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

The Company also sends a 'Reconciliation of Share Capital Audit Report' obtained from a Company Secretary-in-Practice for reconciliation of share capital & dematerialization of the shares of the Company pursuant to regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 to the Stock Exchanges i.e. BSE and NSE where equity shares of the company are listed within 30 days from the end of each quarter.

CEO/CFO Certification

The Chairman & Managing Director and the Chief Financial Officer (CFO) of the Company have already furnished the requisite Certificate to the Board of Directors pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The said certificate is also attached herewith and forms part of this director's report as **Annexure - C**.

Green initiative in the Corporate Governance:

The Ministry of Corporate Affairs (MCA) vide its General Circular No. 18/2011 dated 29th April 2011 has clarified that as a measure of "Green Initiative in Corporate Governance" it will be in compliance, if the Annual Report (i.e. documents listed in section 136 of the Companies Act, 2013) is sent through e-mail. A recent amendment to the listing agreement with the Stock Exchanges now permits Company to send soft copies of the Annual Report to all those shareholders who have registered email address for the purpose.

However, we are not having the E-mail IDs of all the shareholders with us, and accordingly we are proposing to send the physical copy of 21st Annual Report to the shareholders whose Email IDs are not available with us. In case the shareholders desire to receive the documents mentioned above in electronic form, they are requested to register their E-mail ID with their Depository Participant (only in case of Demat accountholders) or send an email to investors@stl-global.com giving details like Name and Folio No. (In case of physical shares) so that the above-referred documents can be sent to them electronically in future.

The board is sure that you appreciate the Green Initiative that has been undertaken by MCA and hope that you will support your Company's desire to participate in it.

INTER-SE RELATIONSHIP IN DIRECTORS (As on 13.08.2018)

The following table contains the details of inter-se-relationships between the directors of the Company, as required to be disclosed in accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

S. No.	Name of Director	Designation	Inter-se Relationship
1.	Mr. Vishal Aggarwal	Chairman & Managing Director	No Relationship
2.	Mr. Sanjiv Kumar Agarwal	Whole Time Director	No Relationship
3.	Mr. Faquir Chand Gupta	Independent Director	No Relationship
4.	Mr. Prakash Swaroop Arya	Independent Director	No Relationship
5.	Ms. Anjana Mehra	Independent Woman Director	No Relationship

NON-MANDATORY REQUIREMENTS

- CHAIRMAN OF THE BOARD**
STL Global Limited is having an Executive Chairman on the board; hence the requirement relating to reimbursement of expenses to non-executive Chairman does not arise.
- SHAREHOLDER RIGHTS**
The financial performance of the Company is well published and also displayed on the Company's website in the form of quarterly/half-yearly/annual financial results. In view of this, individual communication of quarterly/half-yearly/annual financial results is not sent to the shareholders separately.
- AUDIT QUALIFICATIONS**
The Auditor's Report on annual accounts of the Company for the financial year ended on 31st March 2018 does not contain any qualifications or adverse remarks.

Annexure - A**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To
The Members,
STL GLOBAL LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s STL Global Limited, for the year ended on 31st March 2018, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the directors and the management, we hereby certify that the Company has complied with the requirements & conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Vishnu Aggarwal Associates
(Chartered Accountants)

Sd/-
Vishnu Aggarwal
(Proprietor)
Mem. No. 086573

Place: Delhi
Date: 30th May, 2018

Annexure - B**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as per Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2018.

Sd/-
Vishal Aggarwal
(Chairman & Managing Director)
(DIN: 00226677)

Place: Faridabad
Date: 30th May, 2018

Annexure - C

To

**The Board of Directors
STL Global Limited,
Unit No.111, Block No. 1,
1st Floor, Tribhuwan Complex,
Ishwar Nagar, New Delhi-110065**

**CERTIFICATION BY
CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO)
(Pursuant to Reg. 17(8) of SEBI (LODR) Regulations, 2015)**

We have reviewed the financial statements and the cash flow statements for the year 2017-18 and to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are to the best of our knowledge and belief, no transactions entered in to by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct;
4. We accept the responsibility for establishing and maintaining Internal Controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of Internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;
5. We further certify that:
 - (a) There have been no significant changes in internal control during this year;
 - (b) There have been no significant changes in accounting policies during this year and that the same has been disclosed in the notes to the financial statements; and
 - (c) There have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control systems.

**Sd/-
Vishal Aggarwal
(Chairman & Managing Director)
(DIN: 00226677)**

**Sd/-
Anil Jodhani
(Chief Financial Officer)**

**Place : Faridabad
Date : 30th May, 2018**

Independent Auditor's Report

To the Members of STL GLOBAL LIMITED

Report on the Ind AS Financial statements

We have audited the accompanying Ind AS Financial statements of STL GLOBAL LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss (including other comprehensive income), the Statement of Cash Flows and the statement of changes in Equity for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS Financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder and the Order under section 143(11) of the Act.

We conducted our audit of these Ind AS Financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS Financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Ind AS Financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS Financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Ind AS Financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in the Ind AS financial statements, are based on previously issued audited financial statements for the year ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 which were audited by the predecessor auditor whose report for the

years ended March 31, 2017 and March 31, 2016 dated May 29, 2017 and May 29, 2016 respectively expressed modified/ unmodified opinion on these financial statements. The adjustments to financial statements for the differences in the accounting principles adopted by the Company on transition to the Ind AS, have been audited by us.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss (Including other comprehensive income), the Statement of Cash Flows and the Statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid Ind AS Financial statements comply with the applicable Accounting Standards specified under section 133 of the Act, as applicable.
 - e) on the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act; and.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B". Our reports express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and explanation given to us :
 - i. The company has disclosed the impact of pending litigation on its financial position in its Ind AS Financial statements.
 - ii. The company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the investor Education and protection Fund by the Company during the year.

For Vishnu Aggarwal Associates
Chartered Accountants
Firm Registration No. : 007231C

Sd/-
(Vishnu Aggarwal)
Proprietor
Membership No. 086573

Place : **New Delhi**
Date : May 30th 2018

Annexure – A to the Independent Auditor's Report

The Annexure referred to in paragraph 1 under Report on other Legal and Regulatory requirements section of our independent Auditor's report of even date, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification of inventories by the management
- (iii) According to the information and explanation given to us and on the basis of our examination of the books of accounts, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us the Company has not granted any loans, made investments or provided guarantee and hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanation given to us The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
- (vi) In our opinion and according to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company is regular in depositing undisputed statutory dues including Provident fund, Employee's State Insurance, Income tax, Sales tax, Service tax, Excise duty, Custom duty, Value Added Tax, cess and any other statutory dues as applicable to it with the appropriate authorities.
 - (b) There were no undisputed amount payable in respect of statutory dues payable as at 31st March, 2018 for a period of more than six months from the date they become payable.
 - (c) According to the information and explanation given to us, the following dues have not been deposited with the concerned authorities on account of dispute -

Name of the Statue	Nature of Dues	Amount	Forum where Dispute Rupees is pending
Local Area Development Ordinance-2000	Local Area Development Tax	47,99,479	Jt. Excise & Taxation Commissioner, Faridabad
HVAT Act	Sale Tax	21,91,221	Jt. Excise & Taxation Commissioner, Faridabad
HVAT Act	Sale Tax	30,70,369	Jt. Excise & Taxation Commissioner, Faridabad

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and interest to bank and financial institutions during the year and are repaying as per rescheduled / restructured by lender.
- (ix) In our opinion and according to the information and explanations given to us the Company has not raised money by way of initial public offer (including debt instrument) and term loans during the year and hence reporting under clause (ix) of the order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.

- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our Opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statement, as required by the applicable accounting standards.
- (xiv) During the Year the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our Opinion and according to the information and explanations given to us the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence reporting under clause (xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company.

For Vishnu Aggarwal Associates

Chartered Accountants

Firm Registration No. : 007231C

Sd/-

(Vishnu Aggarwal)

Proprietor

Membership No. 086573

Place : **New Delhi**

Date : May 30th 2018

Annexure – B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of STL Global Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS Financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS Financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Vishnu Aggarwal Associates

Chartered Accountants

Firm Registration No. : 007231C

Sd/-

(Vishnu Aggarwal)

Proprietor

Membership No. 086573

Place : **New Delhi**

Date : May 30th 2018

STL GLOBAL LIMITED				
Balance Sheet as at 31st March, 2018				
				Amount in ₹
Particulars	Notes	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
ASSETS				
<u>Non-Current Assets</u>				
Property, Plant and Equipment	2	20,55,02,859	23,26,68,007	26,22,20,270
Financial Assets				
Investments	3	1,26,400	1,26,400	1,26,400
Other Financial assets	4	16,50,500	16,29,000	16,60,500
Tax Assets	5	2,20,84,095	3,67,35,099	3,28,62,214
Other Non Current assets	6	-	60,310	1,20,620
		22,93,63,854	27,12,18,816	29,69,90,004
<u>Current assets</u>				
Inventories	7	21,40,43,863	21,14,60,585	30,89,92,847
Financial Assets				
Trade receivables	8	19,51,93,294	17,20,12,811	37,29,96,611
Cash and cash equivalents	9	19,51,426	42,10,918	6,55,32,055
Other Financial assets	10	6,51,897	5,45,897	20,70,306
Other Current Assets	11	1,87,50,993	1,26,64,686	1,27,02,725
		43,05,91,474	40,08,94,897	76,22,94,544
TOTAL		65,99,55,328	67,21,13,713	1,05,92,84,548
EQUITY AND LIABILITIES				
<u>Equity</u>				
Equity Share Capital	12	27,22,17,975	27,22,17,975	27,22,17,975
Other Equity	13	(1,00,07,42,111)	(1,27,55,75,446)	(1,40,32,38,779)
		(72,85,24,136)	(1,00,33,57,471)	(1,13,10,20,804)
<u>Liabilities</u>				
<u>Non-current liabilities</u>				
Financial Liabilities				
Borrowings	14	85,04,12,346	72,23,07,973	84,88,46,394
Other Financial Liabilities	15	33,10,32,812	43,69,60,616	56,27,31,522
Provisions	16	33,55,899	29,51,722	24,57,301
Other Non-Current Liabilities	17	-	-	12,89,47,712
		1,18,48,01,057	1,16,22,20,311	1,54,29,82,929
<u>Current liabilities</u>				
Financial Liabilities				
Trade payables	18	16,43,67,301	10,83,18,597	7,95,04,000
Other Financial Liabilities	19	3,00,00,000	31,46,24,456	56,15,21,846
Other current liabilities	20	84,44,585	8,93,82,407	57,53,779
Provisions	21	8,66,520	9,25,413	5,42,797
		20,36,78,407	51,32,50,873	64,73,22,422
TOTAL		65,99,55,328	67,21,13,713	1,05,92,84,548

The accompanying notes are an integral part of the Ind AS Financial statements

As per our Audit Report of even date attached

for Vishnu Aggarwal Associates

Chartered Accountants

Firm's Registration Number : 007231C

For and on behalf of the Board of Directors

Sd/-

Vishal Aggarwal
Managing Director
DIN : 00226677

Sd/-

Sanjiv Kumar Agarwal
Director
DIN : 00227251

Sd/-

Vishnu Aggarwal
Proprietor
Membership No. 086573
Place : New Delhi
Date : May 30, 2018

Sd/-

Anil Jodhani
Chief Financial Officer

Sd/-

Manil Kumar Nagar
Company Secretary

STL GLOBAL LIMITED

Statement of Profit and Loss for the year ended 31st March, 2018

Amount in ₹

Particulars	Notes	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Revenue from operations	22	1,04,50,71,198	81,72,61,463
Other income	23	36,83,482	59,87,744
Total revenue		1,04,87,54,680	82,32,49,207
Expenses			
Cost of materials consumed	24	63,31,75,324	39,71,96,354
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(60,49,955)	3,78,54,883
Employee benefit expense	26	4,89,21,385	5,04,89,736
Finance costs	27	38,37,371	-
Depreciation and amortization expense	28	2,85,74,776	3,63,69,117
Other expenses	29	17,49,74,792	14,64,48,565
Total expenses		88,34,33,693	66,83,58,655
Profit / (Loss) before tax before Exceptional Items		16,53,20,987	15,48,90,552
Exceptional Items Expenses(Income)	30	(14,84,81,122)	(1,36,49,075)
Profit / (Loss) before tax		31,38,02,109	16,85,39,627
Tax expense:			
Tax paid for earlier years		54,15,051	-
Deferred tax		-	-
Profit / (Loss) for the period		30,83,87,058	16,85,39,627
Other Comprehensive Income			
Item that will not be classified to Statement of Profit or Loss		-	-
Income tax relating to Item that will not be classified to Statement of Profit or Loss		-	-
Total Comprehensive Income for the year		30,83,87,058	16,85,39,627
Earnings per share (of Rs. 10/- each):			
Basic & diluted	31	11.43	6.24

The accompanying notes are an integral part of the Ind AS Financial statements

As per our Audit Report of even date attached

for Vishnu Aggarwal Associates

Chartered Accountants

Firm's Registration Number : 007231C

For and on behalf of the Board of Directors

Sd/-
Vishal Aggarwal
Managing Director
DIN : 00226677

Sd/-
Sanjiv Kumar Agarwal
Director
DIN : 00227251

Sd/-
Vishnu Aggarwal
Proprietor
Membership No. 086573
Place : New Delhi
Date : May 30, 2018

Sd/-
Anil Jodhani
Chief Financial Officer

Sd/-
Manil Kumar Nagar
Company Secretary

STL GLOBAL LIMITED

Statement of Change in Equity for the year ended 31st March,2018

A. Equity Share Capital

Amount in ₹

Particulars	No. of Shares	Amount Rs.
Balance as at 1st April,2016	2,69,90,915	26,99,09,150
Changes in Equity Share Capital during the year	-	-
Balance as at 31st March,2017	2,69,90,915	26,99,09,150
Changes in Equity Share Capital during the year	-	-
Balance as at 31st March,2018	2,69,90,915	26,99,09,150

Amount in ₹

B.Other Equity	Security Premium Account	Capital Revaluation reserve	General Reserve	Retained Earning	Total
Balance as at 1st April,2016	45,37,62,392	14,44,02,240	6,25,62,721	-2,06,39,66,132	-1,40,32,38,779
Less: Release to Profit & Loss account	-	4,08,76,294	-	-	4,08,76,294
Add: Profit/(Loss) for the year	-	-	-	16,85,39,627	16,85,39,627
Balance as at 31st March,2017	45,37,62,392	10,35,25,946	6,25,62,721	-1,89,54,26,505	-1,27,55,75,446
Less: Release to Profit & Loss account	-	3,35,53,722	-	-	3,35,53,722
Add: Profit/(Loss) for the year	-	-	-	30,83,87,058	30,83,87,058
Balance as at 31st March,2018	45,37,62,392	6,99,72,224	6,25,62,721	-1,58,70,39,447	-1,00,07,42,111

The accompanying notes are an integral part of the Ind AS Financial statements

As per our Audit Report of even date attached

for Vishnu Aggarwal Associates

Chartered Accountants

Firm's Registration Number : 007231C

For and on behalf of the Board of Directors

Sd/-
Vishal Aggarwal
Managing Director
DIN : 00226677

Sd/-
Sanjiv Kumar Agarwal
Director
DIN : 00227251

Sd/-
Vishnu Aggarwal
Proprietor
Membership No. 086573

Sd/-
Anil Jodhani
Chief Financial Officer

Sd/-
Manil Kumar Nagar
Company Secretary

Place : New Delhi
Date : May 30, 2018

STL GLOBAL LIMITED
Cash Flow Statement for the year ended 31 March, 2018
Amount in ₹

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
A. Cash flow from operating activities		
Profit before tax	31,38,02,109	16,85,39,627
Adjustments for non cash/Non trade items:		
Depreciation and amortization	2,85,74,776	3,63,69,117
Allowance for doubtful debt and advances	1,12,59,204	-
(Profit) / loss on sale of property, plant and equipment (net)	24,817	4,89,458
Financial costs	38,37,371	-
Interest and other Income	-36,83,482	-59,87,744
Revaluation Reserve Fixed Assets	-3,35,53,722	-4,08,76,294
Provision for employee Benefit	4,04,177	4,94,421
Operating profit / (loss) before working capital changes	32,06,65,249	15,90,28,585
Adjusted For :		
(Increase)/ Decrease in Inventories	-25,83,278	9,75,32,262
(Increase)/ Decrease in Trade Receivable	-3,44,39,687	20,09,83,800
(Increase)/ Decrease in other financial Assets	-1,06,000	15,24,409
(Increase)/Decrease in other current Assets	-60,86,307	38,039
Increase/(Decrease) in Trade Payable	5,60,48,704	2,88,14,597
Increase/(Decrease) in Other Financial liabilities	-28,46,24,456	-24,68,97,390
Increase/(Decrease) in Other Current Liabilities	-8,09,37,822	8,36,28,627
Increase/(Decrease) in Provisions	-58,893	3,82,616
Cash generated from Operations	-3,21,22,490	32,50,35,545
Net income tax (paid) / refunds	54,15,051	-
Net cash flow from / (used in) operating activities (A)	-3,75,37,541	32,50,35,545
B. Cash flow from investing activities		
Purchase of property, plant and equipment	-26,74,135	-76,46,002
Proceeds from sale of property, plant and equipment	13,00,000	4,00,000
Interest received	36,83,482	59,87,744
Movement in Tax Assets	1,46,51,004	-38,72,885
Movement in Other Financial Assets	-21,500	31,500
Net cash flow from / (used in) investing activities (B)	1,69,38,851	-50,99,643
C. Cash flow from financing activities		
Movement in long-term borrowings	12,81,04,373	-12,65,38,421
Movement in Other Financial Liabilities	-10,59,27,804	-12,57,70,906
Movement in long-term Liabilities	-	-12,89,47,712
Finance cost	-38,37,371	-
Net cash flow from / (used in) financing activities (C)	1,83,39,198	-38,12,57,039
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	-22,59,492	-6,13,21,137
Cash and cash equivalents at the beginning of the year	42,10,918	6,55,32,055
Cash and cash equivalents at the end of the year	19,51,426	42,10,918

The accompanying notes are an integral part of the Ind AS Financial statements

As per our Audit Report of even date attached

for Vishnu Aggarwal Associates

For and on behalf of the Board of Directors

Chartered Accountants

Firm's Registration Number : 007231C

Sd/-
Vishal Aggarwal
Managing Director
DIN : 00226677

Sd/-
Sanjiv Kumar Agarwal
Director
DIN : 00227251

Sd/-
Vishnu Aggarwal
Proprietor
Membership No. 086573
Place : New Delhi
Date : May 30, 2018

Sd/-
Anil Jodhani
Chief Financial Officer

Sd/-
Manil Kumar Nagar
Company Secretary

STL GLOBAL LIMITED

Notes forming part of the financial statements

Corporate Information

STL Global Limited (the "Company") is a public limited Company incorporated under the Companies Act 1956, domiciled in India and has its registered office at New Delhi. The shares of the company are listed on National stock exchange and Bombay stock exchange. It has been engaged primarily in the Textile Business. The Company has its manufacturing facilities and sells its products in India.

1 Significant Accounting Policies

1.1 Statement of Compliance

These Financial statements of the Company have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting standards) Rules, 2015 ("Ind AS"). The Company has prepared its financial statements up to the year ended 31st March 2017 in accordance with generally accepted accounting principles in India, including accounting standards read with the section 133 of the Companies Act, 2013 notified under Companies (Accounting standards) Rules 2006 ("Previous GAAP"). These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016.

1.2 Basis of preparation

These Financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("The Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and presentation requirement of Schedule III to the Act under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value.

The financial statements are presented in and all values are rounded to the nearest to the rupees, except when otherwise indicated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.3 Use of Estimates, assumptions and judgements

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the result is known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

1.4 Property, plant and equipment

Property, plant and equipment (PPE) are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes borrowing cost directly attributable to acquisition, construction of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repair and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and Capital work in progress) less their residual value over the useful lives using the Written Down Value method (W.D.V) in the manner prescribed in the schedule II of the Act.

The carrying value of PPE are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Intangible Assets are stated at cost of acquisition net of recoverable taxes, less accumulated depreciation and impairment loss, if any. The Cost of intangible Assets comprises purchase price and any cost directly attributable to bringing the assets to its working condition for the intended use.

1.5 Inventories

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and conditions.

STL GLOBAL LIMITED

Notes forming part of the financial statements

1.6 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash and cash equivalent comprises cash in hand and at bank, demand deposits with banks, other short term highly liquid investment with original maturities of three months or less which is subject to insignificant risk of change in value.

1.7 Revenue recognition

Revenue from operation includes Sales of goods and services and adjusted for Sale returns and trade discounts and exclude sales tax and value added tax.

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

1.8 Segment Reporting

Operating segment are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue are accounted on the basis of transactions which are primarily determined based on market /fair value factors, Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to the segment on a reasonable basis have been included under " unallocable revenue/expense/assets/liabilities.

1.9 Foreign currency transactions

Foreign exchange transactions are accounted at the exchange rates prevailing on the date of the transaction.

Realised gains and losses on foreign exchange transactions during the year are recognized in the Profit & loss account. Foreign currency monetary assets and liabilities are translated at year-end rates and resultant gains/losses on foreign exchange transactions are recognised in the Profit & loss account.

1.10 Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating leases. Operating lease payments are recognized as an expenses in the statement of profit and loss on a straight line over the leased terms.

1.11 Earning Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

1.12 Investments

Investment that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investment are carried at cost.

1.13 Employee benefits

The Company's contribution to provident fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

Gartuity liability is defined benefit obligations and is provided for on the basis of an actual valuation made at the end of the each financial year.

Provision for compensated absence are provided for based on the estimates. Long term compensated leave are provided for based on actual valuation at the year end.

Actual gain/losses are immediately taken to profit and loss account and are not deferred.

The Company's contributions to State plans namely Employee State Insurance Fund and employees Pension Scheme are charged to Profit & Loss Account.

1.14 Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

STL GLOBAL LIMITED

Notes forming part of the financial statements

1.15 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

1.16 Impairment of assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss statement in the year in which an asset is identified as impaired. The Impairment loss recognised in prior accounting period is reversed if there have been a change in the estimate of recoverable amount.

1.17 Contingent Liability

Contingent liabilities in respect of show cause notices received is considered only when they are converted into demands. Payments in respect of such demands, if any are shown as advances.

Contingent liabilities under various fiscal laws includes those in respect of which the company/Department is in appeal. No Provision is made for a liability which is contingent in nature but if material is disclosed in the financial statement by way of notes.

1.18 Current versus non-current classification

All assets & liabilities have been classified as current & non-current as per the company's normal operating cycle (twelve months) and other criteria set out in the schedule III to the Act.

1.19 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

(i) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received. Incremental costs directly attributable to the issuance of new ordinary equity shares are recognized as a deduction from equity, net of tax effects.

(ii) Financial assets

(a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the Effective Interest Rate method (EIR) if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to bank deposits, loans and other financial assets.

STL GLOBAL LIMITED

Notes forming part of the financial statements

(b) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

(c) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. In balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of financial assets.

(d) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

(iii) Financial liabilities

(a) Financial liabilities at amortised cost

Financial liabilities are measured at amortised cost using the effective interest rate method (EIR). Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category applies to trade and other payables.

(b) Derecognition

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid / payable is recognised in the statement of profit and loss.

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

STL GLOBAL LIMITED**Notes forming part of the financial statements****2. Statement of Property Plant and Equipment as at 31.03.2018**

PARTICULARS	Amount in ₹							
	Land (Free Hold)	Building	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Computers	Total
Gross carrying value as at 01.04.2016	6,34,25,120	10,15,50,398	75,61,15,250	28,49,062	53,33,758	43,76,383	50,93,255	93,87,43,226
Additions	-	-	71,99,400	1,27,080	-	1,42,000	1,77,522	76,46,002
Disposals	-	-	69,47,356	-	-	-	-	69,47,356
Gross carrying value as at 31.03.2017	6,34,25,120	10,15,50,398	75,63,67,294	29,76,142	53,33,758	45,18,383	52,70,777	93,94,41,872
Additions	-	-	21,93,589	11,250	-	1,56,838	3,12,458	26,74,135
Disposals	-	-	2,64,96,348	-	-	-	-	2,64,96,348
Gross carrying value as at 31.03.2018	6,34,25,120	10,15,50,398	73,20,64,535	29,87,392	53,33,758	46,75,221	55,83,235	91,56,19,659
Accumulated Depreciation as at 01.04.2016	-	4,66,08,423	61,39,21,646	25,50,398	49,13,998	38,82,349	46,46,142	67,65,22,956
Depreciation	-	51,77,326	3,05,87,826	93,694	1,38,753	1,32,807	1,78,401	3,63,08,807
Accumulated Depreciation on disposals	-	-	60,57,898	-	-	-	-	60,57,898
Accumulated Depreciation as at 31.03.2017	-	5,17,85,749	63,84,51,574	26,44,092	50,52,751	40,15,156	48,24,543	70,67,73,865
Depreciation	-	46,89,452	2,34,15,377	66,158	4,331	1,54,940	1,84,208	2,85,14,466
Accumulated Depreciation on disposals	-	-	2,51,71,531	-	-	-	-	2,51,71,531
Accumulated Depreciation as at 31.03.2018	-	5,64,75,201	63,66,95,420	27,10,250	50,57,082	41,70,096	50,08,751	71,01,16,800
Carrying value as at 01.04.2016	6,34,25,120	5,49,41,975	14,21,93,604	2,98,664	4,19,760	4,94,034	4,47,113	26,22,20,270
Carrying value as at 31.03.2017	6,34,25,120	4,97,64,649	11,79,15,720	3,32,050	2,81,007	5,03,227	4,46,234	23,26,68,007
Carrying value as at 31.03.2018	6,34,25,120	4,50,75,197	9,53,69,115	2,77,142	2,76,676	5,05,125	5,74,484	20,55,02,859

STL GLOBAL LIMITED

Notes forming part of the financial statements

3. Investments (Non Current) Amount in ₹

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Quoted			
9700 Equity shares of Uco Bank at Rs. 12/- each	1,16,400	1,16,400	1,16,400
PNB Mutual Funds 1131.445 Units at Rs. 8.84	10,000	10,000	10,000
Total	1,26,400	1,26,400	1,26,400

4. Other Financial Assets (Non Current) Amount in ₹

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
(Unsecured, considered good, except stated Security deposits	16,50,500	16,29,000	16,60,500
Total	16,50,500	16,29,000	16,60,500

5. Tax Assets (Non Current) Amount in ₹

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Advance Income Tax	1,08,17,173	2,54,68,177	2,15,95,292
Balance Refundable with Excise	1,12,66,922	1,12,66,922	1,12,66,922
Total	2,20,84,095	3,67,35,099	3,28,62,214

6. Other non-current assets Amount in ₹

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Amalgamation Expenditure	-	60,310	1,20,620
Total	-	60,310	1,20,620

7. Inventories Amount in ₹

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
(As taken, valued & certified by the management)			
Raw Material	6,71,45,440	3,56,60,612	5,20,62,691
Work-in-progress	4,59,32,120	4,58,08,960	8,21,32,598
Finished goods	2,33,39,200	1,74,12,405	1,89,43,650
Stores and spares	22,11,870	18,99,351	20,88,421
Fuel & Oil	11,90,961	8,67,024	6,17,487
Packing Material	43,396	59,462	60,328
Land (Conversion into Stock in Trade)	7,41,80,876	10,97,52,771	15,30,87,672
Total	21,40,43,863	21,14,60,585	30,89,92,847

8. Trade receivables Amount in ₹

Particulars	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Unsecured unless otherwise stated			
Considered good	19,51,93,294	16,24,10,474	13,63,63,380
Considered doubtful	1,12,59,204	96,02,337	22,29,79,196
	20,64,52,498	17,20,12,811	37,29,96,611
Allowance for bad & doubtful debts	1,12,59,204	-	-
	19,51,93,294	17,20,12,811	37,29,96,611
The movement in allowance for bad and			
Balance as at beginning of the year	-	-	-
Allowance for bad & doubtful debts	1,12,59,204	-	-
Trade receivable written off during the	-	-	-
	1,12,59,204	-	-

STL GLOBAL LIMITED

Notes forming part of the financial statements

9. Cash & Cash Equivalent

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Balances with banks			
In Current Account	16,66,220	36,38,451	6,47,41,024
Cash on hand	2,85,206	5,72,467	7,91,031
Total	19,51,426	42,10,918	6,55,32,055

10. Other Financial Assets

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
In Fixed Deposit (Margin Money)	6,51,897	5,45,897	20,70,306
Total	6,51,897	5,45,897	20,70,306

11. Other Current Assets

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
(Unsecured, considered good, except stated			
Advance payment to suppliers	83,79,792	84,61,683	85,56,546
Loans and advances to employees	40,15,361	39,42,089	32,91,392
Prepaid expenses	65,534	90,813	64,929
VAT credit receivable	1,56,026	1,70,101	7,89,858
GST Input Receivable	61,34,280	-	-
Total	1,87,50,993	1,26,64,686	1,27,02,725

12. Equity Share Capital

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Authorised			
4,20,00,000 Equity shares (Previous year	42,00,00,000	42,00,00,000	42,00,00,000
4,20,00,000 Equity shares) of Rs. 10/ each			
Issued, Subscribed & Paid-up			
2,69,90,915 Equity shares (Previous year	26,99,09,150	26,99,09,150	26,99,09,150
2,69,90,915 Equity shares of `Rs.10/ each			
with voting rights			
Subscribed but not fully Paid up			
4,61,765 Equity shares (Previous year	23,08,825	23,08,825	23,08,825
4,61,765 Equity shares) of `Rs.10/ each with			
differential voting rights, `Rs. 5/- not paid up			
Total	27,22,17,975	27,22,17,975	27,22,17,975

12(a) Reconciliation of equity shares outstanding at the beginning and end of the reporting period.

Particulars		As at		
		31st March,2018	31st March,2017	1st April,2016
Balance at the beginning of the year	Nos.	2,69,90,915	2,69,90,915	2,69,90,915
	Amount	26,99,09,150	26,99,09,150	26,99,09,150
Issued during the year	Nos.	-	-	-
	Amount	-	-	-
Balance at the end of the year	Nos.	2,69,90,915	2,69,90,915	2,69,90,915
	Amount	26,99,09,150	26,99,09,150	26,99,09,150

12(b) The details of shareholders holding more than 5% shares :

Name of the Shareholders	As at 31 March, 2018		As at 31 March, 2017	
	Number of	% held	% held	% held
Sumitra Aggarwal	-	-	22,00,000	8.01%
Rita Aggarwal	38,25,948	13.94%	16,25,948	5.92%
Vinod Kumar Aggarwal	39,66,002	14.45%	14,64,673	5.34%
Jai Prakash Aggarwal	-	-	25,00,000	9.10%
Target Fashion Limited	51,77,879	18.86%	51,77,879	18.86%

STL GLOBAL LIMITED

Notes forming part of the financial statements

13. Other Equity

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Securities Premium Account	45,37,62,392	45,37,62,392	45,37,62,392
Capital Revaluation reserve	6,99,72,224	10,35,25,946	14,44,02,240
General reserve	6,25,62,721	6,25,62,721	6,25,62,721
Retained Earnings	(1,58,70,39,447)	(1,89,54,26,505)	(2,06,39,66,132)
Total	(1,00,07,42,111)	(1,27,55,75,446)	(1,40,32,38,779)

14. Borrowings (Non Current)

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Secured			
From Banks *	-	-	-
From others (Assets Reconstruction)	70,01,57,973	67,23,07,973	73,12,81,094
	70,01,57,973	67,23,07,973	73,12,81,094
Unsecured			
From related parties	15,02,54,373	5,00,00,000	11,75,65,300
	15,02,54,373	5,00,00,000	11,75,65,300
Total	85,04,12,346	72,23,07,973	84,88,46,394

14 (a) Security

* Secured by a first charge over the Company's immovable and movable properties (except land situated at 12/6 Mathura Road, Faridabad) including its movable machinery, spare & tools and accessories, present & future, and a first charge on all the remaining assets of the Company, present & future (save and except book debts in the case of hypothecation) subject to prior charges and/ or to be created in favour of the company's bankers for securing its working capital requirement and further guaranteed by personal guarantee of promoters directors.

The above secured borrowings are further secured by way of Pledge of 60,00,000 equity share of the Promoters of the Company.

** Secured by pari passu first charge on current assets , stock of raw material, semi finished and finished goods, consumable stores & spares, bills receivables & books debts and all other movables, present & future, and also a second pari passu charge ranking after the charge to be created in favour of the term lenders on immovable and movable properties, both present and future.

14(b) Repayment

PARTICULARS	Amount in Lakhs			
	2018-19	2019-20	2020-21	2020-2021 onwards
From Alchemist ARC	300.00	460.95	1,050.00	5,490.63

14 (c) Oriental Bank of Commerce and Uco Bank have filed separate recovery suit before Hon'ble DRT Delhi. Although they have assigned their debts to ARC ie Alchemist Assets Reconstruction Company Limited, therefore the recovery suit have been kept in abeyance

14 (d). Interest on secured loans assigned to ARC has not been provided for the current financial year.

15. Other Financial Liabilities (Non Current)

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Provision for Interest	33,10,32,812	43,69,60,616	56,27,31,522
Total	33,10,32,812	43,69,60,616	56,27,31,522

16. Non current Provisions

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Provision for employee benefits			
Retirement Benefits	33,55,899	29,51,722	24,57,301
Total	33,55,899	29,51,722	24,57,301

17. Other Non Current Liabilities

Particulars	Amount in ₹		
	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
Security Received against Collaboration	-	-	12,89,47,712
Total	-	-	12,89,47,712

STL GLOBAL LIMITED
Notes forming part of the financial statements
18 Trade payables

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Trade Payable			
Micro and small enterprises	2 8,86,590	24,73,950	15,86,322
Others	16,14,80,711	10,58,44,647	7,79,17,678
Total	16,43,67,301	10,83,18,597	7,95,04,000

19. Other current Financial liabilities

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current maturities of long-term debt (refer	3,00,00,000	31,46,24,456	56,15,21,846
Total	3,00,00,000	31,46,24,456	56,15,21,846

20. Other current liabilities

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Accrued Salaries & benefits	31,37,230	29,24,228	29,00,094
Statutory liabilities	12,69,091	10,02,179	12,66,449
Provision for expenses	36,20,896	31,13,651	11,37,022
Trade / security deposits received	50,000	1 ,00,000	1,00,000
Advances from customers	3,67,368	8,22,42,349	3,50,214
Total	84,44,585	8,93,82,407	57,53,779

21. Provisions

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for employee benefits			
Provision for bonus	8,66,520	9,25,413	5,42,797
Total	8 ,66,520	9,25,413	5,42,797

22. Revenue from operations

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017
Sale of products		
Revenue from Real estate	18,08,23,750	22,02,85,686
Sale of Goods	68,08,75,205	35,61,58,280
Processing Charges	18,33,72,243	24,08,17,497
	1,04,50,71,198	81,72,61,463

23. Other income

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017
Interest income		
Interest from banks on Deposits/others	36,83,482	59,87,744
Total	36,83,482	59,87,744

STL GLOBAL LIMITED
Notes forming part of the financial statements
24 Cost of raw materials consumed

Amount in ₹

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Cost in respect of Raw Material		
Opening stock	3,56,60,612	5,20,62,691
Add: Purchases	66,26,41,980	37,83,35,668
	69,83,02,592	43,03,98,359
Less: Closing stock	6,71,45,440	3,56,60,612
Cost of material consumed	63,11,57,152	39,47,37,747
Cost in respect of Real Estate		
Opening Stock	10,97,52,771	15,30,87,672
Less: release from Capital Revaluation reserve	3,35,53,722	4,08,76,294
Less: Closing Stock	7,41,80,876	10,97,52,771
	20,18,172	24,58,607
Total cost of Raw Material consumed	63,31,75,324	39,71,96,354
Cost of Raw Material consumed comprises:		
Real Estate	20,18,172	24,58,607
Dyes & Chemicals	8,93,34,093	8,79,68,831
Fabric	5,45,25,374	9,99,94,740
Yarn	48,72,97,685	20,67,74,176
Total	63,31,75,324	39,71,96,354

25. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Amount in ₹

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Inventories at the end of the year:		
Finished goods	2,33,39,200	1,74,12,405
Work-in-progress	4,59,32,120	4,58,08,960
	6,92,71,320	6,32,21,365
Inventories at the beginning of the year:		
Finished goods	1,74,12,405	1,89,43,650
Work-in-progress	4,58,08,960	8,21,32,598
	6,32,21,365	10,10,76,248
Net (increase) / decrease	(60,49,955)	3,78,54,883

26. Employee benefits expense

Amount in ₹

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries and wages including bonus	4,51,11,900	4,62,45,726
Contributions to provident and other funds	29,93,003	27,76,851
Staff welfare expenses	8,16,482	14,67,159
Total	4,89,21,385	5,04,89,736

27. Finance costs

Amount in ₹

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest on borrowing		
Other borrowing costs	38,37,371	-
Total	38,37,371	-

28. Depreciation and amortization expense

Amount in ₹

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Depreciation on tangible assets	2,85,14,466	3,63,08,807
Amortization of amalgamation expenses	60,310	60,310
Total	2,85,74,776	3,63,69,117

STL GLOBAL LIMITED
Notes forming part of the financial statements
29 Other expenses

Amount in ₹

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
Consumption of stores and spare parts	58,84,599	70,93,093
Consumption of packing materials	33,07,840	34,04,961
Job work Charges	2,79,93,329	1,25,43,066
Power and fuel	9,64,94,533	9,24,84,441
Repairs and maintenance – Buildings	14,54,577	4,87,409
Repairs and maintenance – Machinery	79,93,746	74,93,763
Repairs and maintenance – Others	6,14,259	5,72,471
Insurance	1,57,993	1,60,367
Rent paid	3,60,000	4,20,000
Rates and taxes	6,42,902	2,52,089
Postage, Telegram & Telephone	9,35,449	9,53,104
Conveyance	6,60,515	7,59,709
Travelling expenses (Foreign)	18,74,486	16,50,575
Travelling expenses	7,03,321	4,69,864
Security Charges	14,84,642	17,24,508
Advertisement & publicity	1,15,709	81,964
Bank Charges	37,691	59,401
Fees & subscription	12,50,071	17,66,572
Printing and stationery	6,80,595	7,60,173
Freight and transportation	60,12,011	55,30,677
Sales promotions	12,29,556	15,02,882
Legal and professional	21,00,625	24,28,746
Vehicle Running & maint	10,82,408	20,07,590
Sale Tax Paid	1,39,103	7,34,958
Allowance for doubtful Debts & Advances	1,12,59,204	-
Loss on sale of Fixed Assets	24,817	4,89,458
Payments to auditors (Refer Note (i) below)	2,06,500	2,01,250
Miscellaneous expenses	2,74,311	4,15,474
Total	17,49,74,792	14,64,48,565

Notes:

Amount in ₹

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
(i) Payments to the auditors comprises (inclusive of GST/ service tax) As auditors - statutory audit fees	1,47,500	1,43,750
For Tax Audit Fees	59,000	57,500
Total	2,06,500	2,01,250

30. Exceptional items Expenses/(Income)

Amount in ₹

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
Sundry Debtors Written Off	-	21,51,73,845
Income from Reversal of Bank Liability	(3,73,03,833)	(5,82,67,792)
Reversal of Provision of interest made earlier	(11,11,77,289)	(17,05,55,128)
Total	(14,84,81,122)	(1,36,49,075)

31. Earning Per Share EPS

Amount in ₹

Particulars	For the year ended 31st March,2018	For the year ended 31st March,2017
Weighted Average Number of Equity Shares	2,69,90,915	2,69,90,915
Net Profit as per Profit & Loss Account	30,83,87,058	16,85,39,627
Basic & Diluted Earning per Share Rs.	11.43	6.24
Face Value per Equity Share Rs.	10.00	10.00

STL GLOBAL LIMITED

Notes forming part of the financial statements

32 Contingent liabilities and commitments (to the extent not provided for)

Amount in ₹ lakhs

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016
Contingent liabilities			
Disputed Liability towards Sale Tax	52.61	56.73	56.73
Disputed Liability towards Local Area	47.99	47.99	47.99
Development Tax			
Surety given to Sale Tax Deptt for third party	1	1	1

33 Employee Benefits

The Company has classified various benefits provided to the employee as per Ind AS-19

a) Defined Contribution Plans

The Company has defined contribution plan for post employment benefit namely Provident fund which are administered by appropriate authorities. The Company contributes to a government administered Provident fund and has no further obligation beyond making its contributions.

The Company contributes to State Plans namely Employees'state Insurance fund and has no further obligation beyond making the payment to them.

Amount in ₹ lakhs

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
Defined Contribution Plans		
Employer's Contribution to Provident Fund	20.49	19.80
Employer's Contribution to Employees's State Insurance	9.43	7.97
Total	29.92	27.77

b) Defined Benefit plan

In Accordance with the payment of Gratuity Act,1972, the Company has a defined Benefit plan (unfunded) namely "Gratuity Plan" covering its employee who has completed five year of service is entitled to gratuity benefit.

34 Segment Reporting

a) Primary Segment

Based on the guidelines on Segment Reporting (Ind AS-108) issued by the ICAI. The Company's primary business segment is Textile, during the current financial year The Company have revenue from Real Estate also.

Amount in ₹ lakhs

Particulars	For the year ended 31 March, 2018			For the year ended 31 March, 2017		
	Textile	Real Estate	Total	Textile	Real Estate	Total
Revenue from operations	86,42,47,448	18,08,23,750	1,04,50,71,198	59,69,75,777	22,02,85,686	81,72,61,463
Cost of Material consumed	63,11,57,152	20,18,172	63,31,75,324	39,47,37,747	24,58,607	39,71,96,354
Segmental Operation Income	23,30,90,296	17,88,05,578	41,18,95,874	20,22,38,030	21,78,27,079	42,00,65,109
Unallocable Expenses		-	10,17,77,247			25,75,13,226
Other Income		-	36,83,482			59,87,744
Profit before Tax			31,38,02,109			16,85,39,627
Tax Expenses			54,15,051			-
Profit after Tax			30,83,87,058			16,85,39,627

Fixed assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly no disclosure relating to total segment assets and liabilities are made.

b) Secondary Segment Reporting (By Geographical Segments) :

The distribution of Company's consolidated sales is within india, accordingly no disclosure relating to Geographical Segment are made.

STL GLOBAL LIMITED

Notes forming part of the financial statements

35 Related party transactions

A. List of Related Parties : Key Managerial Personnel Vishal Aggarwal Chairman & Managing Director S.K.Aggarwal Executive Director Relative of Key Managerial Personnel Vikas Aggarwal Brother of Vishal Aggarwal Vinod Aggarwal Father of Vishal Aggarwal Entities controlled by KMP/Relative of KMP, with whom transaction have taken place Shyam Tex Exports Limited Shyam Tex Garments Limited				
B. Related Party Transactions :				
Particulars	Year	Key Managerial Personnel	Relative of Key Managerial Personnel	Entities controlled by KMP/Relative of KMP
Trade Receivable	2017-18	-	-	233.01
	2016-17	-	-	-587.42
	2015-16	-	-	50.47
Loans & advances payable from	2017-18	810.00	-	692.54
	2016-17	500.00	-	-
	2015-16	682.20	-	493.45
Remuneration Payable	2017-18	1.50	-	-
	2016-17	0.74	-	-
	2015-16	0.84	0.53	-
Loans Taken from	2017-18	310.00	-	692.54
	2016-17	-	-	-
Interest paid	2017-18	-	-	6.16
	2016-17	-	-	-
Revenue from Sales	2017-18	-	-	2,937.20
	2016-17	-	-	854.61
Director Remuneration paid/Salary	2017-18	21.00	-	-
	2016-17	18.45	1.20	-

36 Deferred Tax

No provision for deferred tax assets has been provided by the Company, as there is no certainty that there will sufficient future taxable income to realise such assets.

37 Financial Instruments

37.1 Capital Management

Company's capital management objectives are to:

- ensure the company's ability to continue as a going concern.
- provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

For the purpose of the Company's Capital Management, capital includes issued capital and all other equity reserves. Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of financial covenants

STL GLOBAL LIMITED

Notes forming part of the financial statements

37.2 Categories of Financial Assets and Financial Liabilities

Amount in ₹

	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2016
Financial assets			
Measured at amortised cost			
Trade Receivables	19,51,93,294	17,20,12,811	37,29,96,611
Cash and cash equivalents	19,51,426	42,10,918	6,55,32,055
Other Financial Assets	6,51,897	5,45,897	20,70,306
Total financial assets	19,77,96,617	17,67,69,626	44,05,98,972
Financial liabilities			
Measured at amortised cost			
Trade payables	16,43,67,301	10,83,18,597	7,95,04,000
Other financial liability	3,00,00,000	31,46,24,456	56,15,21,846
Total financial liabilities	19,43,67,301	42,29,43,053	64,10,25,846

37.3 Financial risk management framework

Company's activities expose it to financial risks viz credit risk and liquidity risk

a) Credit Risk

Based on the overall credit worthiness of Receivables, coupled with their past track records, Company expects No / Minimum risk with regards to its outstanding receivables. Also, there is a mechanism in place to periodically track the outstanding amount and assess the same with regard to its realisation. Company expects that all the debtors will be realised in full, and adequate provisions has been made in the books of accounts for doubtful receivables

b) Liquidity Risk

(i) Liquidity Risk Management

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flow and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of Financial Liabilities

The following tables details te Company's remaining contractual maturities for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the earliest date on which the Company can be required to pay.

Particulars	Less than 1 Year	1-5 Year
31st March, 2018		
Long Term Borrowings	—	70,01,58,000
Trade Payables	16,43,67,301	—
Other Financial Liabilities	3,00,00,000	—
Total	19,43,67,301	70,01,58,000

As at 31st March, 2018, the Company had a working capital of Rs.22,69,13,067/- Including cash and bank balance & bank deposits of Rs.19,51,426/-

As at 31st March, 2017, the company had a working capital of Rs.(11,2355,976) including cash and bank balance and bank deposits of Rs.42,10,918/-

Fair value measurement

The management assessed the fair value of loans, current investments (unquoted), cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate to their carrying amount largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

- The fair value of unquoted instruments are evaluated by the Company based on parameters such as interest rates and its investments rating.
- The fair value of loans are estimated by discounted cash flow method to capture the present value of the expected future economic benefits that will flow to the company.

STL GLOBAL LIMITED

Notes forming part of the financial statements

38 The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2016 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

Deemed cost of property, plant and equipment and intangible assets

The Company has elected to continue with the carrying value of all its property, plant and equipment and intangible assets recognised as of April 1, 2016 (transition date) measured as the previous GAAP and used that carrying value as deemed cost as of the transition date.

39 Notes to the Ind AS reconciliation

- a) The transition from Indian GAAP to Ind AS has no effect on the Balance sheet, Equity statement of Profit & loss & cash flows. Therefore reconciliation statement for effect of Ind AS adoption on the Balancesheet ,Equity Statement and statement of profit and loss has not been given.
- b) Under previous GAAP, there was no concept of other comprehensive income. Under Ind AS, specified item of income, expenses, gains or losses are required to be presented in other comprehensive income.
- c) Previous GAAP figures have been regrouped/rearranged wherever necessary to make them comparable in line with Ind AS.

The accompanying notes are an integral part of the Ind AS Financial statements

As per our Audit Report of even date attached

for Vishnu Aggarwal Associates

Chartered Accountants

Firm's Registration Number : 007231C

For and on behalf of the Board of Directors

Sd/-
Vishal Aggarwal
Managing Director
DIN : 00226677

Sd/-
Sanjiv Kumar Agarwal
Director
DIN : 00227251

Sd/-
Vishnu Aggarwal
Proprietor
Membership No. 086573

Sd/-
Anil Jodhani
Chief Financial Officer

Sd/-
Manil Kumar Nagar
Company Secretary

Place : New Delhi
Date : May 30, 2018

**STL GLOBAL LIMITED**

CIN: L51909DL1997PLC088667

Unit No. 111, Block No. – 1, 1st Floor, Tribhuwan Complex, Ishwar Nagar, New Delhi – 110065Tel.: 011-26935829, website: www.stl-global.comEMAIL: investors@stl-global.com

DP Id No.		Folio No.	
Client Id No.		No. of shares	

ATTENDANCE SLIP

I/We hereby record my presence at the 21st Annual General Meeting of the Company held on Saturday the 29th day of September 2018 at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044, at 10:00 A.M.

NAME/S OF THE SHAREHOLDER (IN BLOCK LETTERS)	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER/PROXY	

Notes:

1. Member/s intending to appoint a Proxy should complete the Proxy form below and deposit it at the registered office of the Company not later than 48 hours before the time of Commencement of the meeting.
2. A Proxy need not be a member.
3. A Proxy cannot speak at the meeting or vote on a show of hands.

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**STL GLOBAL LIMITED**

CIN: L51909DL1997PLC088667

Unit No. 111, Block No. – 1, 1st Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi – 110065

Tel.: 011-26935829, website: www.stl-global.com

EMAIL: investors@stl-global.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : _____
 Registered address : _____
 E-mail Id : _____
 Folio No/Client ID : _____
 DP ID : _____

I/We, being the member (s) of _____ holding _____ shares of the above named company, hereby appoint

1. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
2. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
3. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Saturday, 29th day of September, 2018 at 10:00 A.M. at Conference Room, Precious Smile Center, E1, Block B1, Near Tughlakabad Metro Station, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
1	Adoption of Audited Financial Statements, Directors' Report and Auditors Report for the financial year 2017-18		
2	Retirement by rotation of Director – Mr. Vishal Aggarwal		
3	Ratification of Appointment of Statutory Auditors M/s Vishnu Aggarwal Associates, Chartered Accountants		
4	Approval on ratification of material related party transactions		

Signed this _____ day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder's _____

Affix Revenue
Stamp of Rs. 1/-

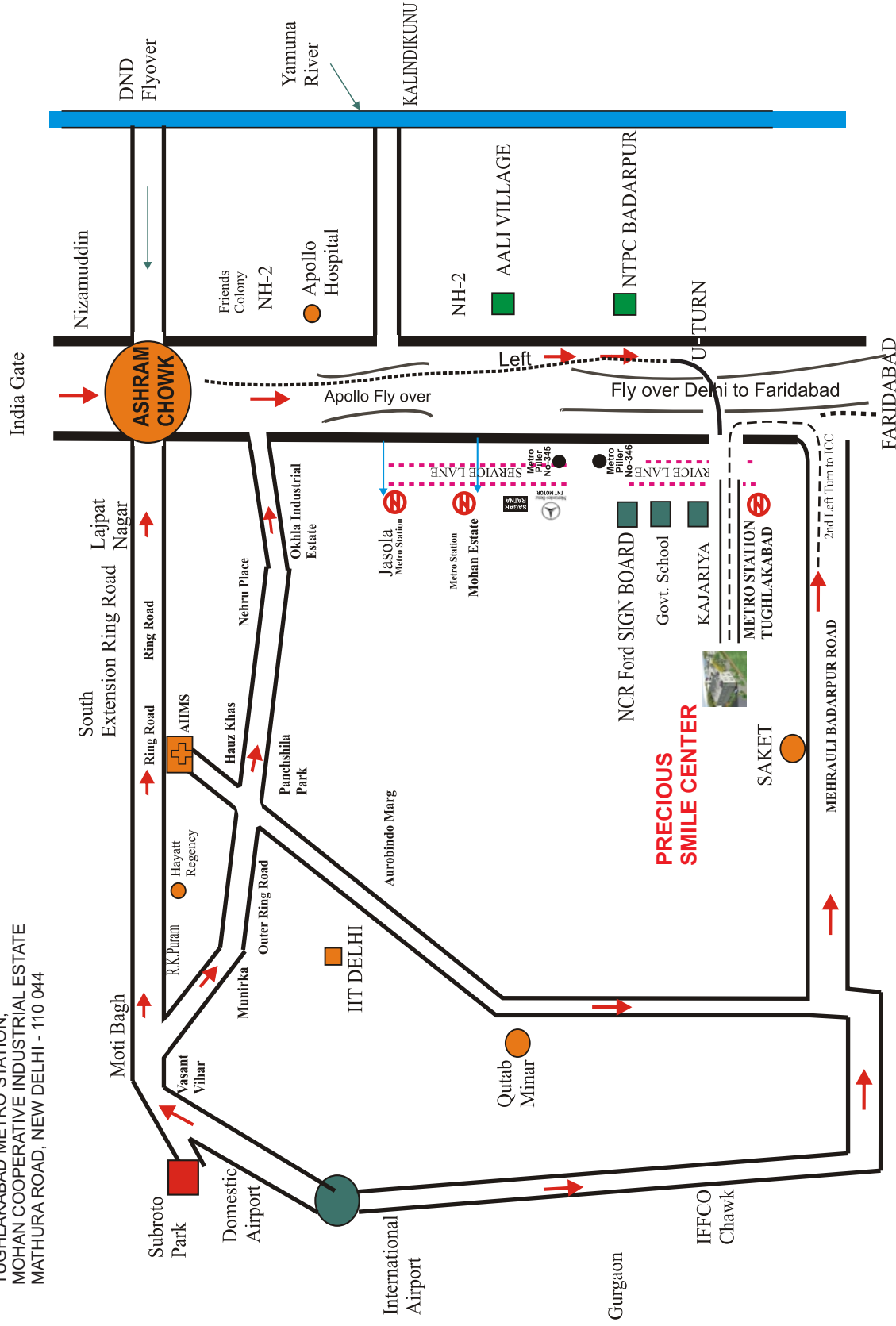
Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 21st Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details of member(s) in above box before submission.

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PRECIOUS SMILE CENTER

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



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STL Global Limited

Registered Office

Unit No. 111, Block No. 1,
1st Floor, Tribhuvan Complex,
Ishwar Nagar, New Delhi - 65

Corporate Office

Plot No. 207-208, Sector-58
Faridabad-121 004
Haryana, India