



STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

Corp. Office: Plot No. 207-208, Sector-58, Faridabad-121004, HR

Tel: 0129-4275900-30, Website: www.stl-global.com, E-mail: info@stl-global.com

Date: **04th September, 2023**

From: **STL Global Limited**

Scrip Code: **532730**

To

The Listing Compliance Department,

BSE Limited,

Phiroze Jeejeebhoy Towers,

25th Floor, Dalal Street,

Mumbai 400 001, MH

Sub: **26th Annual Report of the Company for the financial year 2022-23**

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed herewith a soft copy of 26th Annual Report of the Company containing Notice, Director's Report and the Auditor's Report along with Annual Accounts of the Company for the financial year ended 31st March 2023.

Hope you find the same in order. Kindly take the same in your record and acknowledge receipt.

Thanking you,

Yours truly,

For **STL Global Limited**

Sanjiv Kumar Agarwal

Whole Time Director

DIN: 00227251

Encl: As Above



STL Global

STL GLOBAL LIMITED

26TH ANNUAL REPORT 2022-23



STL Global

STL GLOBAL LIMITED

CIN: L51909DL1997PLC088667

Regd. Office: Unit No. 111, Block No. – 1, First 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**

Mr. Vinod Kumar Aggarwal, Chairman & Managing Director
Mr. Sanjiv Kumar Agarwal, Whole Time Director
Ms. Anjana Mehra, Non-Executive Independent Woman Director
Mr. Satya Narain Aggarwal, Non-Executive Independent Director
Mr. Manav Rastogi, Non-Executive Non-Independent Director
Mr. Mukesh, Additional Non-Executive Independent Director

Company Secretary

Mr. Manil Kr. Nagar

Statutory Auditors

M/s M.M. Goyal & Company
(Chartered Accountants)
208, Allied House, 2nd Floor, Shahzada Bagh 2,
Old Rohtak Road, Inderlok, Delhi - 110035

Bankers

HDFC Bank Limited, Faridabad
UCO Bank, New Delhi

Registered Office

Unit No. 111, Block No. 1, First Floor,
Tribhuwan Complex, Ishwar Nagar,
New Delhi – 110065
Ph# 011- 26935829

Corporate Office

Plot No.207-208, Sector-58,
Faridabad-121004,
Haryana, India
Ph# 0129- 4275900-30

Registrar and Share Transfer Agent

Link Intime India Private Limited,
Head Office: C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai – 400 083, MH,
Ph# 1800 1020 878
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 SIXTH (26TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth (26th) Annual General Meeting of the Members of STL Global Limited will be held on Saturday the 30th day of September 2023 at 11:00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider, approve, and adopt the Audited Financial Statements including the Balance Sheet and Profit & Loss account as on 31st March, 2023 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 Statements including the Balance Sheet and Profit & Loss account as on 31st March, 2023 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. Manav Rastogi (DIN: 01055505), 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. Manav Rastogi (DIN: 01055505), 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.”

SPECIAL BUSINESS

- 3. Regularization of Appointment of Mr. Mukesh (DIN: 10260383) as a Non-Executive Independent Director of the Company**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 including applicable regulations under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to such other provisions as may be applicable to the Company for the time being in force, Mr. Mukesh (DIN: 10260383), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. August 08, 2023 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under

Section 160 of the Companies Act, 2013 as amended from time to time for the office of Non-Executive Independent Director of the Company, has been received, whose term shall not be subject to retirement by rotation, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for Five (5) consecutive years upto August 07, 2028 on the Board of the Company.”

4. Alteration in the Remuneration Structure of Mr. Sanjiv Kumar Agarwal (DIN: 00227251), Whole Time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, consent of the board be and is hereby accorded for the alteration in the remuneration structure of Mr. Sanjiv Kumar Agarwal, Whole Time Director of the Company with effect from 01st June, 2023 for remaining period of his tenure.

RESOLVED FURTHER THAT the remuneration proposed to be paid to Mr. Sanjiv Kumar Agarwal be paid with in a limit as prescribed in the case of absence and inadequacy of profits.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable, and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

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

Sd/-
Vinod Kumar Aggarwal
(DIN: 00170712)
(Chairman & Managing Director)

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

Date: 08th August, 2023
Place: Faridabad

NOTES:

1. 26th Annual General Meeting (AGM) is being held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the procedure prescribed in General Circular No. 10/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) (the e-AGM circulars). The members can attend the AGM through VC by following instructions given in note number 7 and 8 of the Notice. For the purpose of recording the proceedings, the AGM will be deemed to be held at the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
2. Since the Annual General Meeting (AGM) is being held pursuant to the e-AGM circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice. However, a member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and/or vote.
3. Copies of the Balance Sheet, the Statement of Profit and Loss, the Directors' Report, the Auditor's Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2023 are annexed/attached.
4. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 with regard to the above stated resolutions mentioned is enclosed.
5. Printed copy of the Annual Report (including the Notice) is not being sent to the members as mentioned in the above MCA and SEBI Circulars.
6. 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.

7. Voting Through Electronic Means:**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

- Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

- Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **"SUBMIT"**.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited

8. Process and manner for attending the Annual General Meeting through InstaMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited

General Instructions:

- (A) The e-voting period begins on Wednesday, 27th September, 2023 (9:00 A.M.) and ends on Friday, 29th September, 2023 (05:00 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 23rd September 2023, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited 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 23rd September 2023 and not cast their vote through remote e-voting, 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 remote e-voting taking place at Annual General Meeting and 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 through e-voting in the presence of at least two witnesses, not in the employment of the company and make a scrutinizer's Report within a period of two 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 cut-off date i.e., 23rd September, 2023.
 - (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 Link Intime India Private Limited i.e. Insta-Vote i.e. <https://instavote.linkintime.co.in> within two days of passing the resolutions at the 26th Annual General Meeting of the Company held on 30th September, 2023.
9. The Register of Members and Share Transfer Books of the Company Shall remain closed from Sunday the 24th September 2023 to Saturday the 30th September 2023 (both days inclusive).

10. ADDITIONAL INFORMATION IN TERMS OF REGULATION 27 & 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED FROM TIME TO TIME ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING:

| Name of the Director | Mr. Sanjiv Kumar Agarwal | Mr. Manav Rastogi | Mr. Mukesh |
|--|--|---|--|
| Director Identification Number (DIN) | 00227251 | 01055505 | 10260383 |
| Date of Birth | 07-11-1956 | 07-07-1975 | 11-05-1991 |
| Nationality | Indian | Indian | Indian |
| Date of Appointment | 30 th September, 2005 | 08 th October, 2020 | 08 th August, 2023 |
| Qualifications | Law Graduate | Bachelor in Fine Arts in Computer Arts | B. Com and LLB |
| Expertise in specific functional areas | Mr. Sanjiv Kumar Agarwal, aged about 66 years is a Commerce graduate and also L.L.B. Mr. Sanjiv Kumar Agarwal is having over 42 years of rich, vast and varied experience in legal & other diverse fields. He advises the board in legal matters & policy formulation. | Mr. Manav Rastogi, aged about 48 years is Additional Non-Executive Director of the Company. He has completed Bachelor in Fine Arts in Computer Arts. He has rich and vast exposure of over 17 years in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company. | Mr. Mukesh, aged about 32 years is appointed as Additional Non-Executive Independent Director of the Company. He has completed his B. Com and LLB from Maharshi Dayanand University (MDU), Rohtak, Haryana. He has rich and vast experience of around 10 years in legal, administrative, and other industrial work in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company. |
| Shareholding in STL Global Limited | NIL | NIL | NIL |
| Directorship in other Public Companies including this Company | Companies: 1 | Companies: 2 | Companies: 1 |
| Membership of Committees | Committees: 4 | Committees: 3 | Committees: 0 |

| | | | |
|--|-------------|--|-------------|
| Relationship with any Director(s) of the Company as per applicable sections and provisions of Companies Act, 2013 and Regulations of SEBI (LODR) Regulations, 2015 as amended from time to time | No Relation | Mr. Manav Rastogi is nephew of Mr. Vinod Kumar Aggarwal, Managing Director of the Company. Apart from Mr. Vinod Kumar Aggarwal, he is not related to any other directors 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 25th Annual General Meeting:

ORDINARY BUSINESS

Item No. 2

Mr. Manav Rastogi (DIN: 01055505), aged about 47 years is Non-Executive Director of the Company. He has completed Bachelor in Fine Arts in Computer Arts. He has rich and vast exposure of over 15 years in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company.

Currently apart from our Company i.e., STL Global Limited, he is also associated with another Listed Company i.e., M/s Power & Instrumentation (Gujarat) Limited, a company Listed on National Stock Exchange of India Limited (NSE) as a Non-Executive Independent Director.

Mr. Manav Rastogi retires by rotation at the forthcoming 26th Annual General Meeting and being eligible he offers himself to be re-appointed. The Board recommends his re-appointment.

Mr. Manav Rastogi, Non-Executive Non-Independent Director is nephew of Mr. Vinod Kumar Aggarwal, Managing Director of the Company. Apart from Mr. Vinod Kumar Aggarwal none of the Directors, Key Managerial Personnel and relatives of Directors, Key Managerial Personnel of the Company is concerned or interested in this resolution. The Board recommends the resolution set out in **Item No. 2** for the approval of members.

SPECIAL BUSINESS

Item No. 3

The Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Mukesh (DIN: 10260383) as an Non-Executive Independent Director under Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and to hold office for Five (5) consecutive years w.e.f. 08th August, 2023. Mr. Mukesh is not disqualified from being appointed as director in terms of Section 164 of the Act and have given his consent to act as director.

The company has also received declaration from him that he meets with the criteria of independence as prescribed both under sub-section (6) of the section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mr. Mukesh, aged about 32 years is completed his B. Com and LLB from Maharshi Dayanand University (MDU), Rohtak, Haryana. He has rich and vast experience of around 10 years in legal, administrative, and other industrial work in the various industries and sectors. His working experience and knowledge will be benefitted for the growth of the Company.

None of the Directors, Key Managerial Personnel and relatives of Directors, Key Managerial Personnel of the Company except Mr. Mukesh, to whom the resolution relates is directly/indirectly interested or concerned, financially or otherwise in the resolution set out in **Item No. 3** of the Notice. The Board recommends the resolution set out in **Item No. 3** for the approval of members.

Item No. 4

Mr. Sanjiv Kumar Agarwal, aged 66 years is currently holding the position of Whole Time Director of the company since 01st October 2020.

As the shareholders already know, Mr. Sanjiv Kumar Agarwal is a Law Graduate and he has having over 42 years of rich, vast and varied experience in legal & other diverse fields. He advises the board in legal matters & policy formulation.

It is informed to the members that pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification thereof that remuneration structure of Mr. Sanjiv Kumar Agarwal, Whole Time Director of the Company is altered with effect from 01st June, 2023 for remaining period of his tenure, including salary, perquisites, allowances etc., within such prescribed limits or ceilings under Companies Act 2013 subject to the approval of the shareholders by the Company in the forthcoming Annual General Meeting as under:

A) Remuneration: From 01/06/2023 to 30/09/2025

1. Basic Salary : **Rs. 99,000/- Per Month**
2. House Rent Allowance : **Rs. 41,250/- Per Month**
3. Conveyance Allowance : **Rs. 24,750/- Per Month**
4. Contribution to provident fund and superannuation funds as per the rules of the company.
5. Medical benefits for self and family provided that the total expenses on this account should not exceed Rs. 99,000/- per year being one month basic salary.
6. Leave and Leave travel allowance as per the prevailing policy of the Company.

The resolution contained at **Item No. 4** of the notice convening 26th AGM is proposed to be passed as a Special Resolution for alteration of remuneration structure of Mr. Sanjiv Kumar Agarwal as a Whole Time Director. The Board recommends above resolution for the approval of shareholders.

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

Sd/-
Vinod Kumar Aggarwal
(DIN: 00170712)
(Chairman & Managing Director)

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

Date: 08th August, 2023
Place: Faridabad

DIRECTORS' REPORT

To
The Members,

Your board of directors has pleasure in presenting the 26th Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March 2023.

The Financial Results of your company for the year ended on 31st March 2023 are as follows:

(Rs. in Lakhs)

| Year Ended March 31 st | 2023 | 2022 |
|---|--------------|---------------|
| Sales and Other Income | 10,085.36 | 12,134.48 |
| Expenditure | 10,053.57 | 11,833.94 |
| Depreciation & Amortization | 158.02 | 124.15 |
| Profit/(Loss) before Exceptional & Extra Ordinary Items | 31.79 | 300.54 |
| Exceptional Items Income/(Expenses) | 0.00 | 0.00 |
| Extraordinary Items | 0.00 | 0.00 |
| Profit/(Loss) before Tax | 31.79 | 300.54 |
| Tax Paid for Earlier Year | 4.96 | 18.99 |
| Provision for Deferred Tax | 4.92 | (68.75) |
| Other Comprehensive Income/(Loss) | 0.00 | 0.00 |
| Profit/(Loss) After Tax | 21.91 | 350.30 |

Performance of your Company

Recent trends in textile industry, significant government reforms and increased consumer demand primarily drive revenue growth. The Indian textile industry has its own limitations such as access to the latest technology and failures to meet global standards in the highly competitive export market. Countries like China, Bangladesh, and Sri Lanka gives fierce competition in low price garment market. The industry has earned a unique place in the economy due to its strong future outlook, numerous employment opportunities have been generated, and the strong export numbers can be seen in the upcoming time. While the overall economy is relatively strong and is outperforming major economies, the textile sector is a notable exception and orders suggest the downturn will continue well into 2023, raising the risk of layoffs in an industry that employs more than 45 million people.

On the other hand, continuous Efforts of the Management of your company resulted to increase to some extent the textile segment of the company. Further company has settled or in process of settlement of secured/unsecured Loans of Banks. The Management of your company also committed to face all the challenges and exploit the available opportunities and take your company to new heights.

Operations

Results of the Company for the last financial year are as follows; Total revenue for the year ended 31st March, 2023 has been decreased to Rs. 10,063.06 lakhs as compared to previous year's Rs.

12,041.10 lakhs. Hence there was a decrease of 15% to 16%. The operating profit before tax and exceptional items is Rs. 31.79 lakhs. The net profit for the year after current year tax and deferred tax is Rs. 21.91 lakhs as compare to net profit of Rs. 350.30 lakhs in the previous financial year before exceptional items which is mainly due to slowdown and competitive market condition.

Dividend

The Board of Directors of the Company does not recommend any dividend for the financial year ended 31st March, 2023.

Unclaimed Dividends:

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

Reserves

Disclosure on particulars relating to Reserves, if any, is provided in the financial statements annexed herewith.

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 as amended from time to time is presented in a separate section forming part of the Annual Report. **(Annexure-I)**

Indian Accounting Standard (Ind AS)

Company has adopted Indian Accounting Standards (IND AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder as amended from time to time and accordingly, Financial Results of 2022-23 have been prepared in accordance with the recognition and measurement principals 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

Company has income from single segments i.e.; Textile segment during the year 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

No Fixed Deposits was held by the company as on 31st March 2023.

Listing and ISIN

Equity Shares of the Company are listed at BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited (NSE), Mumbai. The Annual Listing Fees for the Financial Year 2023-24 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 2023 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

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

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, 2023 to which this financial statement relates on the date of this report.

Directors & Key Managerial Personnel

At present the total strength of the Board of directors is six directors. Out of which two are Executive Directors, one is Non-Executive Non-Independent Director and three are Non-Executive Independent Directors.

Retirement by Rotation

In the company there are three rotational directors at present. 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 two directors shall be liable to retire by rotation in the forthcoming 26th AGM out of which one director shall be retire in the ensuing 26th AGM. So, Mr. Manav Rastogi (DIN: 01055505), Non-Executive Non-Independent Director of the Company shall retire by rotation at the

forthcoming 26th 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 ensuing 26th Annual General Meeting.

The resolution contained at Item No. 2 of the notice is being proposed for his re-appointment as director at the ensuing 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 as amended 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.

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

Your Company 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 as amended from time to time. The Nomination and Remuneration Policy is available on the website of the company at www.stl-global.com.

Loans, Investment and Guarantees by the Company

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

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 as amended from time to time, 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 2022-23. The Secretarial Audit Report (Form MR-3) for the Financial Year 2022-23 is annexed herewith as part of Director's Report as **(Annexure-II)**.

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 as amended from time to time:

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 2023 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

STL Global Limited has adequate systems of internal control covering all financial and operational activities. The internal control is 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 is 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

The Company does not have any subsidiary company at present.

Auditors and Auditor's Report

Pursuant to Section 139 of the Companies Act, 2013, rules made there under, the Board of Directors on the recommendation of the Audit Committee has appointed M/s M. M. Goyal & Co., Chartered Accountants (FRN: 007198N) as Statutory Auditor of the Company in the 25th Annual General Meeting (AGM) of the Company held on September 30, 2022 to hold office for a period of five years till the conclusion of 30th Annual General Meeting (AGM).

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.

Internal Audit:

The Board of Directors of 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. 2022-23, 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.

Board Evaluation:

During the year, Board of the Directors of the Company 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
- v) 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)

Your Company sincerely believes that growth needs to be sustainable in a socially relevant manner. Today's business environment especially in India demands that Corporates play a pivotal role in shouldering social responsibility. Companies Act, 2013 has introduced Corporate Social Responsibility (CSR) provisions.

As per Section 135(1) of the Companies Act, 2013 and other applicable provision, rules and schedules of Companies Act, 2013 as amended from time to time 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 the immediately preceding financial year shall constitute a Corporate Social Responsibility ("CSR") Committee.

The net profit/loss of the Company computed as per Section 198 of the Companies Act, 2013 for the applicability of CSR, during the immediately preceding financial year i.e., F.Y. 2022-23 was below the threshold limit which is applicable for CSR i.e., Rs. 5 crores. Hence provision of CSR as per section 135(1) of the Companies Act, 2013 and rules provided thereunder as amended from time to time is not applicable to the company.

Further company also had Bank's restructured liability. Company will do the CSR activities once it falls under the purview of CSR.

Although Company has formed Corporate Social Responsibility (CSR) Committee which comprises Mr. Vinod Kumar Aggarwal, Mr. Sanjiv Kumar Agarwal and Ms. Anjana Mehra, Directors of the Company during the financial year 2022-23

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:

Your Company 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 (2022-23) | Previous Year (2021-22) |
|--|-------------------------------|--------------------------------|
| Electricity Purchased Units (Nos) | 5463000 | 6351530 |
| Total Cost (Rs.) | 4,10,53,116 | 4,96,81,187 |
| Rate per Unit (Rs.) | 7.51 | 7.82 |
| (b) Own Generation- (Through D.G. set) | | |
| Generated Units (Nos) | 162816 | 386780 |
| Diesel Cost (Rs.) | 48,61,650 | 1,14,40,456 |
| Diesel Cost Per Unit (Rs.) | 29.86 | 29.58 |

B. Technology Absorption, Research & Development

Your Company 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, if any are annexed hereto as **(Annexure – III)** and forms part of this Director's Report.

Cautionary Statement

STL Global Limited 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.

Extract of Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 as amended from time to time the extract of the Annual Return in Form MGT-7 for the financial year 2022-23 will be accessed in the due course of time on the website of the company at www.stl-global.com.

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 as amended from time to time, 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-IV)**

Corporate Governance

STL Global Limited believes that Corporate Governance balances the interest of all stakeholders of a company and satisfies the tests of accountability, transparency and fair play. 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 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 – V**).

STL Global Limited has been complying with the requirements of Corporate Governance as stipulated under Regulation 27 and Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time. The copy of certificate obtained from Statutory Auditor's of the Company dated 30.05.2023 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 2022-23, four 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.

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

STL Global Limited and its Management 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 financial year 2022-23 in the Company no complaints pertaining to sexual harassment was received.

SAFETY, HEALTH AND ENVIRONMENT

SAFETY

Your Company 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

Your Company 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

The Company had a SHE Committee (Safety, Health & Environment Committee) that comprises of members from the senior management, HR Department 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.

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, 2023:

| S. No. | Name of Director | Designation | Remuneration (Per Month) | Ratio |
|--------|----------------------------|--|--------------------------|-------|
| 1. | Mr. Vinod Kumar Aggarwal | Managing Director | 1,00,000/- | 4.74 |
| 2. | Mr. Sanjiv Kumar Agarwal | Whole Time Director | 75,000/- | 3.55 |
| 3. | Mr. Sanjay Aggarwal* | Non-Executive Independent Director | N.A. | N.A. |
| 4. | Mr. Satya Narain Aggarwal* | Non-Executive Independent Director | N.A. | N.A. |
| 5. | Ms. Anjana Mehra* | Non-Executive Woman Independent Director | N.A. | N.A. |
| 6. | Mr. Manav Rastogi* | Non-Executive Non-Independent Director | N.A. | N.A. |

*All the Non-Executive Non-Independent and 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 Median remuneration of the employees for the Financial Year ending on 31st March, 2023 is Rs. 2.53 Lakhs per year and 21,100/- per month.

- 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 financial year 2022-23 there was no increase in the remuneration of directors, Chief Financial Officer, Chief Executive Officer, Company Secretary and Managers.**
- The percentage increase in the median remuneration of employees in the financial year 2022-23: **0.5%**
- The number of permanent employees on the rolls of the Company: **186 Employees**
- Average percentile increases 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 no increase in the remuneration/salary of the employees and 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, 2023 are given below:

| S. No. | Name of Employees | Designation | Salary per month (In Rs.) |
|--------|----------------------------|--------------------------------|---------------------------|
| 1 | Mr. Om Pal Singh | Dyeing Manager | 1,05,000 |
| 2 | Mr. Vinod Kumar Aggarwal | Managing Director | 1,00,000 |
| 3 | Mr. Shivanand Singh | Plant Manager | 1,00,000 |
| 4 | Mr. Sanjay Kumar Gupta | General Manager of Production | 85,000 |
| 5 | Mr. Arvind Kumar | General Manager of Maintenance | 80,000 |
| 6 | Mr. Sanjiv Kumar Agarwal | Whole Time Director | 75,000 |
| 7 | Mr. Anil Jodhani | Chief Financial Officer (CFO) | 75,000 |
| 8 | Mr. Gajender Singh Chauhan | Personal & Admin Manager | 60,000 |
| 9 | Mr. Hemant Tiwari | Dyeing Supervisor | 56,000 |
| 10 | Mr. Ajay Kumar Singh | Finishing Incharge | 55,000 |

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.

Other Matters

The Company has neither made any application nor any proceedings is pending against the Company under the Insolvency and Bankruptcy Code, 2016 as amended from time to time.

The clause (xii) of Rule 8 of sub-rule 5 of Companies (Accounts) Rules, 2014 and including amendments made to this rule till date is not applicable on the Company.

Personnel

Your Company's Board of Directors and Management 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.

STL Global Limited 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/-

Vinod Kumar Aggarwal
(Chairman & Managing Director)
(DIN: 00170712)

Sd/-

Sanjiv Kumar Agarwal
(Whole Time Director)
(DIN: 00227251)

Date: 08th August 2023
Place: Faridabad

ANNEXURES TO DIRECTOR'S REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2023

Annexure – I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Global Economic Overview and Indian Economic Conditions

Given fragile economic conditions, any new adverse development—such as higher-than-expected inflation, abrupt rises in interest rates to contain it, a resurgence of the COVID-19 pandemic, or escalating geopolitical tensions—could push the global economy into recession. This would mark the first time in more than 80 years that two global recessions have occurred within the same decade. Although global inflation is expected to moderate, it will remain above pre-pandemic levels. Global headline inflation in the baseline is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases. The natural rate of interest is important for both monetary and fiscal policy as it is a reference level to gauge the stance of monetary policy and a key determinant of the sustainability of public debt. Public debt as a ratio to GDP soared across the world during COVID-19 and is expected to remain elevated. Supply-chain disruptions and rising geopolitical tensions have brought the risks and potential benefits and costs of geo economic fragmentation to the centre of the policy debate. While the Western world becomes the epicentre of global tensions, Emerging and Developing Economies (EMDEs) are expected to outpace them by growing at 3.9% in 2023 and 4.2% in 2024. Developing economies like South-East Asia and Latin America are poised to perform well and benefit from strong job markets and ambitious investment plans by governments in many countries. Emerging Asian economies led by China and India are bound to grow by 5.3% in 2023 and 5.1% in 2024 respectively.

India, meanwhile, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2022–23 to 7.2%, 200 basis points (bps) higher than the earlier estimate. The recently released *Annual Economic Review* for the month of May 2023 highlighted that the post pandemic quarterly trajectories of consumption and investment have crossed pre pandemic levels.

Evidently, economists and analysts are bullish about the Indian economy. Our growth forecasts for FY2023–24 remain similar to our April forecast, although higher-than-expected growth in FY2022–23 has raised our base for comparison. That said, we have raised our lower limit of the range given the buoyancy of the economy. We expect India to grow between 6% and 6.3% in FY2023–24 and have a stronger outlook thereafter. In fact, if global uncertainties recede, we expect growth to surpass 7% over the next two years.

Industry Structure, Development & Size of Market:

The textile and apparel exports in 2022 grew to **US \$44.4 billion in FY'22** compared to **US \$29.9 billion in FY'21**, marking an increase of 41% YoY. [Recent trends in textile industry](#), significant government reforms and increased consumer demand primarily drive revenue growth. The Indian textile industry has its own limitations such as access to the latest technology and failures to meet

global standards in the highly competitive export market. Countries like China, Bangladesh, and Sri Lanka gives fierce competition in low price garment market. The industry has earned a unique place in the economy due to its strong future outlook, numerous employment opportunities have been generated, and the strong export numbers can be seen in the upcoming time. While the overall economy is relatively strong and is outperforming major economies, the textile sector is a notable exception and orders suggest the downturn will continue well into 2023, raising the risk of layoffs in an industry that employs more than 45 million people.

Exports, which constitute about 22% of the industry, have fallen for five months in a row - declining over 15% year-on-year in November to \$3.1 billion. Domestic sales are sluggish despite strong growth in the overall economy because of high costs and cheap imported garments, manufacturers say.

Opportunities & Threats

Opportunities:

- Economic and political instabilities in China, Sri Lanka, Myanmar, Bangladesh, and Pakistan has played out in favour of India as the major economies are again looking at India as stable & reliable supplier for their requirement.

- Free Trade Agreements with various Countries has opened up New Markets for Textile Industry.

Comprehensive Economic Partnership Agreement (CEPA) with UAE and expected favourable trade agreements with UK / Europe present an opportunity for textile manufacturers to expand into new markets and diversify their customer base.

- Sustainability & Environment Security Governance awareness in Indian Industry has opened up supplies of Sustainable and eco-friendly products. This offers an opportunity for textile manufacturers to develop new products that are made from recyclable & renewable materials and produced using sustainable & Green manufacturing processes.

Threats:

- The biggest threat & Challenge before the industry is to manufacture low cost but quality products. There has been regular increase in low cost garments due to increase in inflation in various developed economies. There is cut – throat competition with other countries to manufacture low cost cotton products in terms of availability of low-cost man-made fibres. Consumers are shifting their focus to low-cost products which has led to intense competition and pricing pressure in the global textile industry.

- The new challenge is to reduce costs while complying with Environmental and social regulations.

- The other major threat is to maintain the supply level in terms of Exports to European Countries & US as these economies are facing the worst phase of Inflation. This has badly affected the Global demand and pricing.

- Shortage in supply of raw materials: Because of pollution issues some unit of China and Europe has been shut down due to which rise in the prices of basic raw material has resulted and there are many other factors like weather etc. which are influencing the raw material supply.

- Infrastructure bottlenecks: The low quality of India's infrastructure continues to lag behind that of many other Asian countries.

The Management of your company has proved itself and also committed to face all the challenges and exploit the available opportunities and take your company to new heights.

Annexure-II

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[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

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s 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, 2023 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, 2023 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, 2015;
 - 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
 - e. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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 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) 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;
- ii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- iii) 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 as on 31st March, 2023. 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 are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors.

I further report that during the audit period following are the 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
Proprietor
CP No. 13053
UDIN: F010167E000752799
P.R. No.: 2169/2022**

Date: 08th August, 2023
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

Dear Sir/Madam,

My Secretarial Audit Report for the financial year 2022-23 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
Proprietor
CP No. 13053
UDIN: F010167E000752799
P.R. No.: 2169/2022**

Date: 08th August, 2023
Place: Faridabad

Annexure – III

Foreign Exchange Earnings and Outgo

(In Rupees)

| Particulars | Current Year (2022-23) | Previous Year (2021-22) |
|---|------------------------|-------------------------|
| (I) Foreign exchange earned (Including export of goods on FOB basis) | Nil | Nil |
| (II) Foreign exchange used | 1,553,449 | 1,236,281 |

Annexure – IV

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:

| S. 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:

| S. No. | Name of the Related Party | Nature of Relationship | Nature of Transactions | Duration of the Transactions | Transaction's value (Rs. In Lakhs) | Date of Approval by Board | Amount Paid as Advance |
|--------|-----------------------------------|------------------------|------------------------|------------------------------|------------------------------------|---------------------------|------------------------|
| 1. | Shyam Tex Exports Limited | Related Party | Sale/Job-Work | 2022-23 | 4,668.97 | 28.05.2022 | NIL |
| 2. | Shyam Tex Exports Limited | Related Party | Purchase | 2022-23 | 52.91 | 28.05.2022 | NIL |
| 3. | Shyamtex Garments Private Limited | Related Party | Sale/Job-Work | 2022-23 | 180.20 | 28.05.2022 | NIL |

Annexure - V

CORPORATE GOVERNANCE REPORT

Corporate Governance Compliance Report

Pursuant to Regulation 34(3) and 53(f) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Corporate Governance Compliance Report is provided hereunder:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

A good corporate governance process aims to achieve balance between shareholders interest and corporate goals by providing long term vision of its business and establishing systems that help the board in understanding and monitoring risk at every stage of the corporate evolution process to enhance the trust and confidence of the stakeholders without compromising with laws and regulations.

Your Company 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 as amended from time to time 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'.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as leadership and governance of the Company.

1. BOARD OF DIRECTORS

Composition of Board:

Company has an optimum combination of Executive Director, Non-Executive Non-Independent Directors 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.

Company as on 31st March, 2023, has six Directors on its Board with one as promoter Managing Director, one as Whole Time Director, one as Non-Executive Non-Independent Director and three Non-Executive 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 as amended from time to time.

Attendance at Board Meetings:

During the last financial year 2022-23, Four Meetings of the Board of Directors were held viz. 28th May 2022, 10th August 2022, 14th November 2022 and 10th February 2023.

All the Board Meetings were 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 2022-23 and the number of Directorships and Committee Chairmanships/Memberships held by them in all companies are given herein below. Other Directorships do not include directorships in Section 25 Companies and Companies incorporated outside India. Chairmanships/Membership of Board Committees include only Audit Committee, Stakeholders Relationship Committee as per Regulation 26(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations as amended from time to time. The details of Cessation/Appointment of Directors, if any, also disclosed below:

| Sr. No. | Name, Category, Designation & DIN of the Director | Number of Board meeting during the F.Y. 2022-23 Director's Attendance | | Directorships in other Public Companies including this Public Company | Membership/Chairmanship of Committees in other Public Companies including STL GLOBAL LIMITED | | Attendance at the A.G.M Held on 30 th September, 2022 | Cessation/ Appointment (if any) | Name of other Listed Entities where he/she acts Director along with category of Directorship |
|---------|---|---|----------|---|--|------------|--|---------------------------------|--|
| | | Held | Attended | | Chairman | Membership | | | |
| 1 | Mr. Vinod Kumar Aggarwal (Chairman & | 4 | 4 | 2 | 0 | 2 | Present | NA | NA |

| | | | | | | | | | |
|---|--|---|---|---|---|---|--------------|-----------------------------|--|
| | Managing Director) (DIN: 00170712) | | | | | | | | |
| 2 | Mr. Sanjiv Kumar Agarwal (Whole Time Director) (DIN: 00227251) | 4 | 4 | 1 | 0 | 1 | Present | NA | NA |
| 3 | Ms. Anjana Mehra (Non-Executive Independent Director) (DIN: 07071868) | 4 | 4 | 1 | 1 | 2 | Not Attended | NA | NA |
| 4 | Mr. Sanjay Aggarwal, (Non-Executive-Independent Director) (DIN: 00774040) | 4 | 4 | 1 | 1 | 1 | Present | Cessation w.e.f. 08-05-2023 | NA |
| 5 | Mr. Satya Narain Aggarwal, (Non-Executive-Independent Director) (DIN: 08712232) | 4 | 2 | 1 | 0 | 0 | Not Attended | NA | NA |
| 6 | Mr. Manav Rastogi (Non-Executive Non-Independent Director) (DIN: 01055505) | 4 | 3 | 2 | 2 | 2 | Not Attended | NA | Power & Instrumentation (Gujarat) Limited (Non-Executive-Independent Director) |

NA: Not Applicable

None of the Directors on the Board is a director in more than 10 Public companies or not more than 7 Listed Companies nor are they members in Committees of the Board in more than 10 Committees in

public companies or Chairperson of more than 5 Committees in listed companies in which they are Directors.

Independent Directors:

STL Global Limited abided by definition of Independent as per Regulation 17 of the SEBI (Listing Obligations & disclosure Requirements) Regulations, 2015 and according to the provision of Section 149 (6) of the Companies Act, 2013 as amended from time to time. The Board of the Company 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.

None of the Independent Directors of the Company is serving as an Independent Director in more than 7 Listed Companies. Further, no Independent Director of the Company who is a Whole-Time Director in another Listed Company is serving as an Independent Director in more than 3 Listed Companies.

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 as amended from time to time, the Independent Directors held their separate meeting on 30th March, 2023 for the financial year 2022-23, inter alia, to

- a) 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:

One of the key function of the Board is to 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. Manav Rastogi, Non-Executive Non-Independent Director of the Company is retiring by rotation in the ensuing 26th Annual General Meeting and being eligible, he offers himself for re-appointment. Details regarding age, qualification & experience etc. of Mr. Manav Rastogi, Non-Executive Non-Independent Director of the Company is already given in the annexure forming part of the notice convening 26th Annual General Meeting of the Company.

Chart of matrix setting out Skills/ Expertise/ Competencies of the Board of Directors

The Following is the list of core skills/ Expertise/ Competencies identified by the board of directors as required in the context of the company's business and that the said skills are available with the Board Members:

| S No. | Skill/ Expertise/ Competencies | Description | Name of Board Members having such Skills/Expertise /Competencies |
|-------|--|---|--|
| 1. | Textile Business Operations & Project Implementation | Ability to understand, develop, and assess viability of textile operations such as knitting, dying, fiber processing like nylon, polyester etc. and project implementation. | Mr. Vinod Kumar Aggarwal Mr. Manav Rastogi |
| 2. | Finance & Accounting | Ability to analyze key financial statements, assess financial viability, contribute to strategic financial planning; oversee budgets & efficient use of resources. | Mr. Vinod Kumar Aggarwal Mr. Sanjay Aggarwal |
| 3. | Legal & General Management | Ability to deal with Company's Legal matters and ability to propel company's business goals forward with analytical and critical thinking and complex problem solving. | Mr. Sanjiv Kumar Agarwal Ms. Anjana Mehra |

| | | | |
|----|---------------------------------------|---|---|
| 4. | Understanding of Regulatory Framework | Ability to understand and interpret regulatory framework in which company operates and guide in alignment of business and policies with the same. | Mr. Sanjiv Kumar Agarwal Mr. Satya Narain Aggarwal Ms. Anjana Mehra |
| 5. | Human Resources Management | Ability to engage, develop, inspire and manage people in an organization, so that they help to achieve organizational goals and gain a competitive advantage. | Mr. Vinod Kumar Aggarwal Mr. Sanjiv Kumar Agarwal |
| 6. | Sales & Marketing | Thorough understanding of market and ability to deploy most innovative and effective marketing strategies supported by best use of technology. | Mr. Manav Rastogi Mr. Sanjay Aggarwal |
| 7. | Other Commercial Matters | Ability to examine, survey and evaluate the viability of Land Development Projects & other Commercial Matters. | Mr. Vinod Kumar Aggarwal Mr. Sanjiv Kumar Agarwal Ms. Anjana Mehra |

2. COMMITTEES

(A) AUDIT COMMITTEE

The Company 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 as amended from time to time.

The Committee comprises of 2 Non-Executive Independent Directors and 1 Promoter Executive Director during the year under review. Mr. Sanjay Aggarwal, Non- Executive Independent Director is the Chairman of the Audit Committee. Four meetings of Audit Committee were held during the year 2022-23 on the following dates:

- | | |
|---------------|---------------|
| 1. 28-05-2023 | 2. 10-08-2022 |
| 4. 14-11-2022 | 4. 10-02-2023 |

Details of meetings attended by its members till 31st March, 2023 are given below:

| S. No. | Name of Members | Category | No. of meetings held | No. of meetings attended |
|--------|--------------------------|----------|----------------------|--------------------------|
| 1 | Mr. Sanjay Aggarwal | Chairman | 4 | 4 |
| 2 | Mr. Vinod Kumar Aggarwal | Member | 4 | 4 |
| 3 | Ms. Anjana Mehra | Member | 4 | 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:

Audit Committee of the Board of Directors of the Company 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 other auditors, if required 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 Regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per applicable sections of Companies Act, 2013 and Rules made thereunder as 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 on 31.03.2023, the Nomination and Remuneration Committee consists of three Non-Executive Independent Directors. Ms. Anjana Mehra, the Chairperson of the Nomination and Remuneration Committee is a Woman Independent Director, Mr. Sanjay Aggarwal and Mr. Satya Narain Aggarwal 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:

- a. 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 director's performance.
- b. 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.
- c. 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, 2023 are given below:

| Sr. No. | Name of Members | Category | No. of Meetings held | No. of Meetings attended |
|---------|---------------------------|-------------|----------------------|--------------------------|
| 1. | Ms. Anjana Mehra | Chairperson | 1 | 1 |
| 2. | Mr. Sanjay Aggarwal | Member | 1 | 1 |
| 3. | Mr. Satya Narain Aggarwal | Member | 1 | 1 |

Remuneration paid to Directors

Your Company 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 2022-23, 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 of the Company held (Face Value Rs.10/- each) |
|---------|---------------------------|----------------------------|---|
| 1. | Ms. Anjana Mehra | 42,000/- | NIL |
| 2. | Mr. Sanjay Aggarwal | 22,000/- | NIL |
| 3. | Mr. Satya Narain Aggarwal | 10,000/- | NIL |
| 4. | Mr. Manav Rastogi | 10,000/- | NIL |

b) Executive Directors:

| Sr. No. | Name of Director | Salary, Perquisites, Allowances and Commission paid (In Rs.) | No. of Shares held (excluding Stock Option) as on 31.03.2023 |
|---------|--|--|--|
| 1. | Mr. Vinod Kumar Aggarwal (Managing Director) | 1,00,000 P.M. | 4354423 |
| 2. | Mr. Sanjiv Kumar Agarwal (Whole Time Director) | 75,000 P.M. | NIL |

(C). Shareholder Committees

There are Two Shareholders Committees 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. Vinod Kumar Aggarwal | Chairperson | Chairman & Managing Director |
| 2. | Mr. Sanjiv Kumar Agarwal | 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**

STL Global Limited 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 as amended from time to time. 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 composition of Stakeholders' Relationship Committee as on 31st March, 2023 comprises of Ms. Anjana Mehra as Chairperson, Mr. Vinod Kumar Aggarwal and Mr. Sanjiv Kumar Agarwal 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 one times during the year on 30th March, 2023.

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 | 1 | 1 |
| 2. | Mr. Vinod Kumar Aggarwal | 1 | 1 |
| 3. | Mr. Sanjiv Kumar Agarwal | 1 | 1 |

ROLE of the STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders' Relationship 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 | : 0 |
| No. of complaints received during the year | : 0 |
| No. of complaints resolved during the year | : 0 |
| 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 of the Company has also constituted a "General Committee" comprising of three directors i.e.

| S. No. | Name of the Member | Category | Designation |
|--------|--------------------------|-------------|------------------------------|
| 1. | Mr. Vinod Kumar Aggarwal | Chairperson | Chairman & Managing Director |
| 2. | Mr. Sanjiv Kumar Agarwal | Member | Whole Time Director |
| 3. | Ms. Anjana Mehra | Member | Independent Woman Director |

General Committee of the Board of Directors of the Company 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.
- Any other matters as delegate to the General Committee by the Board of Directors

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 Private Limited 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 & Compliance Officer
STL Global Limited
Corp. Office: Plot No. 207-208, Sector-58,
Faridabad-121004, Haryana.
Contact No. 91-129-4275900-30,
E-mail – investors@stl-global.com , manilnagar@stl-global.com

3. GENERAL BODY MEETINGS

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

| Financial Year | Date and Time | Venue of Meeting |
|-----------------------|--|---|
| 2021-22 | AGM – 30 th September, 2022 at 11:00 A.M. | Conducted through Video Conference (VC) / Other Audio-Visual Means (OAVM) so deemed venue would be Registered Office of the Company |
| 2020-21 | AGM – 30 th September, 2021 at 11:00 A.M. | Conducted through Video Conference (VC) / Other Audio-Visual Means (OAVM) so deemed venue would be Registered Office of the Company |
| 2019-20 | AGM – 29 th September, 2020 at 11:00 A.M. | Conducted through Video Conference (VC) / Other Audio-Visual Means (OAVM) so deemed venue would be Registered Office of the Company |

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

| Meetings held on | Special Resolution Passed |
|--|--|
| AGM – 30 th September, 2022 | <ul style="list-style-type: none"> Mr. Satya Narain Aggarwal (DIN: 08712232) who was appointed as Non- Executive Independent Director of the Company for a period of five years from 06th March, 2020 to 05th March, 2025 be continued as a Non- Executive Independent Director of the Company not liable to retire by rotation, notwithstanding that on 04th June, 2023 he attains the age of 75 years during the abovementioned tenure of him” |
| AGM – 30 th September, 2021 | <ul style="list-style-type: none"> No Special Resolution Passed |
| AGM – 29 th September, 2020 | <ul style="list-style-type: none"> Re-Appointment of Mr. Vinod Kumar Aggarwal (DIN: 00170712) as a Chairman & Managing Director of the Company for five years Re-Appointment of Mr. Sanjiv Kumar Agarwal (DIN: 00227251) as a Whole Time Director of the Company for five years |

c) Details of Extra-Ordinary General Meetings held during the year 2022-23

| 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 2023 no Extra-Ordinary General Meeting of the Company was held.

d) Postal Ballot

During the financial year 2022-23, Company has not passed any resolution through postal ballot.

At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

SEBI Complaints Redress System (SCORES)

SEBI 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.

4. Means of Communication

a. Quarterly, Half Yearly & Annually Results: Quarterly, Half Yearly & Annually Results of the Company are published in two newspapers, one in the English language i.e. Mint, nationwide circulation and the other in the vernacular language i.e. Veer Arjun, circulating in the Delhi, 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: Company's website i.e. 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 will be 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) | 26th Annual General Meeting (AGM) | Date: 30 th September, 2023 Time: 11:00 A.M. |
| b) | Mode of conducting AGM | Through Video conference (VC) / Other Audio-Visual means (OAVM) |
| c) | Deemed Venue | Regd. Office: Unit No. 111, Block No. 1, First Floor, Tribhuvan Complex, Ishwar Nagar, New Delhi-110065 |
| d) | Date of Book Closure | 24 th September, 2023 to 30 th September, 2023 |
| e) | Dividend payment date | N.A. |
| f) | Listing on Stock Exchanges | BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) |
| g) | Demat ISIN Number For CDSL and NSDL | INE353H01010 |

B. Financial Calendar (Year 2023-24)

(Tentative and subject to change)

| Period | : Approval of Quarterly Results |
|--|---|
| For the 1 st quarter ending on 30.06.2023 | : On or before 14 th of August, 2023 |
| For the 2 nd quarter & half year ending on 30.09.2023 | : On or before 14 th of November, 2023 |
| For the 3 rd quarter ending on 31.12.2023 | : On or before 14 th of February, 2024 |
| For the 4 th quarter & year ending on 31.03.2024 | : On or before 30 th of May, 2024 |
| For Annual General Meeting | : On or before 30 th September, 2024 |

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 2023-24, has already been paid to the above Stock Exchanges.

(b) Depositories:

1. **National Securities Depository Limited (NSDL)**
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)**
Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel,
Mumbai – 400 013, MH

The Annual Custodial Fees for the year 2023-24 have also been paid to the above-mentioned depositories.

D. Stock/Scrip Code:

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

E. Market Price Data (for the Financial Year 2022-23)

The shares of the Company 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 2022-23 is as follows:

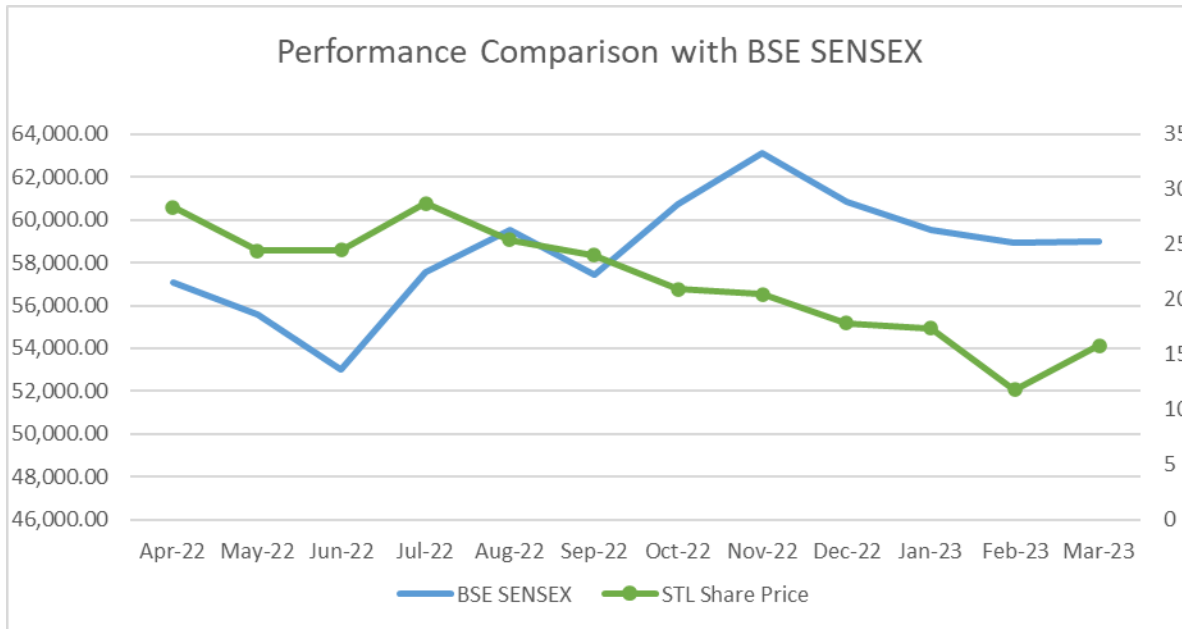
| Month | BSE Limited (BSE) (In Rs. Per share) | | | National Stock Exchange of India Limited (NSE) (In Rs. Per share) | | | NSE Nifty Fifty (Monthly Closing) | BSE Sensex (Monthly Closing) |
|-----------------|---|-------|-------|---|-------|-------|--|---------------------------------------|
| | High | Low | Close | High | Low | Close | | |
| April, 2022 | 35.35 | 25.10 | 28.40 | 35.50 | 25.15 | 27.65 | 17102.55 | 57,060.87 |
| May, 2022 | 29.00 | 22.50 | 24.40 | 28.90 | 22.25 | 24.25 | 16584.55 | 55,566.41 |
| June, 2022 | 26.60 | 22.65 | 24.50 | 26.75 | 22.10 | 24.40 | 15780.25 | 53,018.94 |
| July, 2022 | 29.25 | 23.00 | 28.70 | 29.50 | 23.05 | 28.75 | 17158.25 | 57,570.25 |
| August, 2022 | 31.00 | 24.05 | 25.40 | 30.50 | 23.45 | 25.25 | 17759.30 | 59,537.07 |
| September, 2022 | 30.60 | 22.85 | 24.00 | 27.90 | 23.15 | 24.15 | 17094.35 | 57,426.92 |
| October, 2022 | 28.75 | 20.15 | 20.95 | 25.00 | 20.05 | 20.80 | 18012.20 | 60,746.59 |
| November, 2022 | 25.80 | 18.85 | 20.45 | 25.30 | 19.15 | 20.55 | 18758.35 | 63,099.65 |
| December, 2022 | 22.15 | 17.70 | 17.85 | 21.30 | 17.50 | 17.95 | 18105.30 | 60,840.74 |
| January, 2023 | 18.45 | 16.35 | 17.40 | 18.40 | 16.50 | 17.20 | 17662.15 | 59,549.90 |
| February, 2023 | 17.85 | 11.45 | 11.80 | 17.75 | 11.05 | 11.80 | 17303.95 | 58,962.12 |
| March, 2023 | 15.95 | 11.60 | 15.80 | 15.40 | 11.75 | 15.35 | 17359.75 | 58,991.52 |

F. Performance in comparison to Broad-Based indices such as BSE Sensex, NSE Nifty

STL Global Limited shares performance in comparison to Broad-Based indices such as BSE Sensex for the financial year 2022-23 is as follows:

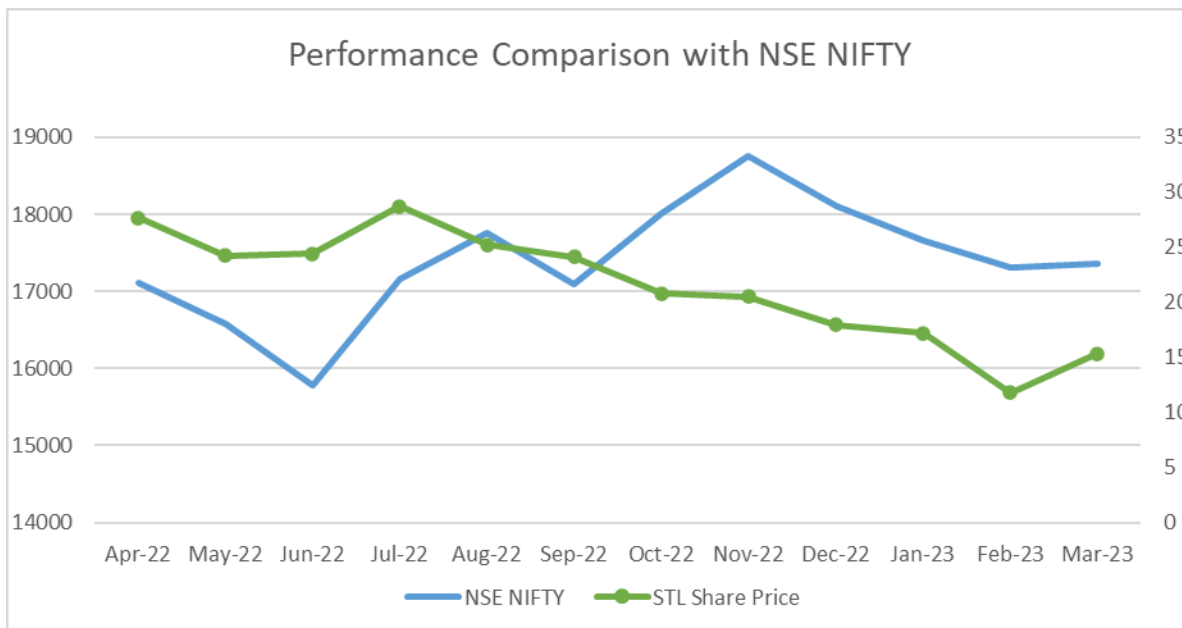
a. Chart for Performance Comparison with BSE Sensex:

The performance of the Company's Share in comparison to BSE Sensex is given in the chart below:



b. Chart for Performance Comparison with NSE Nifty:

The performance of the Company's Share in comparison to NSE Nifty is given in the chart below:



G. 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)

Noble Heights, First Floor, Plot NH-2,
C-1 Block LSC, Near Savitri Market,
Janakpuri, New Delhi-110058

Contact Person

Mr. Bharat Bhushan

H. 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.

The Company 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 2023:

| S. NO. | Category | No. of Shares | % of total |
|--------|---------------------------------|-----------------|------------|
| 1. | Promoters Holding | | |
| | Promoters | 18052571 | 65.76 |
| 2. | Key Managerial Personnel | 500 | 0.00 |
| 3. | Institutional Investors | | |
| | Mutual Funds & UTI | 0 | 0.00 |
| | Banks/ FIs /FIIs/ Insurance Co. | 0 | 0.00 |
| | NBFCs registered with RBI | 0 | 0.00 |
| 4. | Others | | |
| | Hindu Undivided Family | 255434 | 0.93 |
| | Bodies Corporate | 359188 | 1.31 |
| | Indian Public | 8519200 | 31.03 |
| | NRIs | 261277 | 0.96 |
| | Clearing Member | 4110 | 0.01 |
| | Trust | 400 | 0.00 |
| | TOTAL | 27452680 | 100 |

Distribution of Shareholding as on 31st March 2023

| Number of Shares Category | Number of Shareholders | | Equity Shares held in each category | |
|------------------------------|------------------------|------------|-------------------------------------|------------|
| | Holders | % of Total | Total Shares | % of Total |
| 1 to 500 | 10375 | 81.58 | 1374097 | 5.01 |
| 501 to 1000 | 1133 | 8.91 | 923557 | 3.36 |
| 1001 to 2000 | 666 | 5.24 | 984426 | 3.59 |
| 2001 to 3000 | 199 | 1.56 | 496419 | 1.81 |
| 3001 to 4000 | 95 | 0.75 | 338580 | 1.23 |
| 4001 to 5000 | 58 | 0.46 | 275022 | 1.00 |
| 5001 to 10000 | 81 | 0.64 | 606056 | 2.21 |
| 10001 and above | 110 | 0.86 | 22454523 | 81.79 |
| Total | 12717 | 100 | 27452680 | 100 |

Dematerialization of Shares and Liquidity:

Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As at 31st March 2023 only 496 equity shares out of total 27452680 equity shares were held in physical form and the remaining 27452184 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, 2023.

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:

STL Global Limited

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

Faridabad–121004, Haryana

Tel No. 91-129-4275900-30;

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

DISCLOSURES

a) Compliance with Governance Framework

Your Company is following all mandatory requirements as per Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time. The shareholders are already aware that the shares of the company are listed at BSE Limited (BSE) 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 also 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 at 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

Your 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

STL Global Limited 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 at www.stl-global.com.

e) Disclosure of Accounting Treatment

STL Global Limited follows Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India which are issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

f) Risk Management

Management of the Company 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.

Company has not made any capital issue and 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

Company 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.

l) Total Fees Paid to Statutory Auditors of the Company

Total Fees of Rs. 2,30,100 (Rupees Two Lakhs Thirty Thousand One Hundred Only) for financial year 2022-23 for all services was paid by the Company to the Statutory Auditor.

Certificate on Corporate Governance

Your 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 as amended from time to time 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 M.M. Goyal & Company 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 at 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:

Your Company 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. In pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019 the Company has adopted revised Insider Trading Code. The Code provides framework for dealing with the securities of Company in mandated manner.

The detailed policy and above-mentioned Insider Trading -Code of Conduct can be accessed on the Company's website at www.stl-global.com.

Further Company has been maintained a software as required under the SEBI PIT Regulations, a Structured Digital Database (SDD) is the robust mechanism to track the movement of UPSI during its entire period of existence, and trading activities if any of DPs, CPs or IP's during this period.

Thus, the SDD is to contain details of 4 things – Unpublished Price Sensitive Information (UPSI), Designated Persons (DPs) Connected Persons (CPs) and Insider Persons (IP's) and the trading activity of DPs, CPs or IP's involving the listed scrips of the company from the creation of the UPSI till its publication/ release to the public. SDD will have to have this security features.

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 76 of the SEBI (Depositories and Participants) Regulations, 2018 as amended from time to time 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**.

Certificate from Company Secretary in Practice

A certificate has been received from Mr. Vijay Mourya, a Practising Company Secretary, Proprietor of M/s Vijay Mourya & Associates (CP NO. 13053), that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority as per **Annexure – D**.

Green initiative in the Corporate Governance:

The Ministry of Corporate Affairs (MCA) long time ago 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.

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 08-08-2023)

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 as amended from time to time:

| S. No. | Name of Director | Designation | Inter-se Relationship |
|--------|---------------------------|--|---|
| 1. | Mr. Vinod Kumar Aggarwal | Chairman & Managing Director | Mr. Manav Rastogi is nephew of Mr. Vinod Kumar Aggarwal, Managing Director of the Company |
| 2. | Mr. Sanjiv Kumar Agarwal | Whole Time Director | No Relationship |
| 3. | Ms. Anjana Mehra | Non-Executive Independent Woman Director | No Relationship |
| 4. | Mr. Satya Narain Aggarwal | Non-Executive Independent Director | No Relationship |

| | | | |
|----|-------------------|---|---|
| 5. | Mr. Manav Rastogi | Non-Executive Non-Independent Director | Mr. Manav Rastogi is nephew of Mr. Vinod Kumar Aggarwal, Managing Director of the Company |
| 6. | Mr. Mukesh* | Additional Non-Executive Independent Director | No Relationship |

* Mr. Mukesh is appointed as Additional Non-Executive Independent Director w.e.f. 08-08-2023 on the Board of Directors of the Company

NON-MANDATORY REQUIREMENTS

1) CHAIRMAN OF THE BOARD

Company had an Executive Chairman on the board during the financial year 2022-23; hence the requirement relating to reimbursement of expenses to non-executive Chairman does not arise.

2) 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.

3) AUDIT QUALIFICATIONS

The Auditor's Report on annual accounts of the Company for the financial year ended on 31st March 2023 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 2023, 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 as amended from time to time 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 **M.M. Goyal & Company**
(Chartered Accountants)
FRN: 007198N

Sd/-
Manmohan Goyal
(Partner)
Memb. No. 86085
UDIN: 23086085BGREMB1247

Place : Delhi
Date : 30-05-2023

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 as amended from time to time. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2023.

Sd/-
Vinod Kumar Aggarwal
(Chairman & Managing Director)
(DIN: 00170712)

Place : Faridabad
Date : 30th May, 2023

Annexure - C

To

**The Board of Directors
STL Global Limited,
Regd. Office: Unit No.111, Block No. 1,
First 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 financial year ended on 31st March, 2023 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/-
Vinod Kumar Aggarwal
(Chairman & Managing Director)
(DIN: 00170712)**

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

**Place : Faridabad
Date : 30th May, 2023**

Annexure – D

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
**[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,
The Members of
STL Global Limited
Unit No. 111, Block No. 1,
First Floor, Tribhuwan Complex,
Ishwar Nagar, New Delhi-110065

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s STL Global Limited** having CIN **L51909DL1997PLC088667** and having registered office at **Unit No. 111, Block No. 1, First Floor, Tribhuwan Complex, Ishwar Nagar New Delhi-110065** and (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Faridabad
Date : 08-08-2023

Sd/-
(FCS Vijay Bahadur)
Vijay Mourya & Associates
Membership No.: 10167
CP No.: 13053
PR No.: 2169/2022
UDIN: F010167E000752887

Independent Auditor's Report

To the Members of **STL GLOBAL LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **STL Global Limited** ("the Company"), comprise the balance sheet as at March 31, 2023, the statement of Profit and Loss (including other comprehensive income), the statement of changes in Equity, the statement of cash flows for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit (including other Comprehensive Income), changes in Equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirement that are relevant to our audit of the financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Information other than the Financial Statements and Auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- . Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the

Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 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 purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the relevant rules issued thereunder, as applicable.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 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' to this report.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. As per the information and explanation given to us and on the basis of examination of the records, managerial remuneration has been paid or provided as specified by the provisions of Section 197 of the Act.
 - h) 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 according to the explanations given to us:
 - i. The Company has disclosed pending litigations and the impact on its financial position in the 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.

- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of it’s knowledge and belief, no funds have been received by the company from any person(s) or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures performed, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. No dividend has been declared or paid during the year by the company.

For M. M. Goyal & Company
Chartered Accountants
Firm Registration No.: 007198N

Sd/-

(Manmohan Goyal)
Partner
Membership No. 086085
UDIN: 23086085BGREL74820
New Delhi
May 30th 2023

Annexure 'A' to the Independent Auditor's Report to the members of STL Global Limited

Referred to in paragraph 1 of Report on "Other Legal and Regulatory Requirements" section of our report on the financial statement of even date, we report that:

1) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The Company has maintained proper records showing full particulars of e company has maintained proper records showing full particulars of intangible assets.

(c) The Company has a regular programme of physical verification of its Property (PPE) by which PPE are physically verified by the management in a phased periodical manner. In accordance with the programme PPE were physically verified by the management during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.

(d) In our opinion and according to the information and explanation given to us and on the basis of the examination and records of the Company, All The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statement, are held in the name of the company.

(e) According to the information and explanations given to us, the company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, paragraph 3 (i) (d) is not applicable, hence not commented upon.

(f) As explained to us, there are currently no proceedings have been initiated and are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2) (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals and in our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.

(b) The company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, paragraph 3(ii)(b) of the order is not applicable.

3) In our opinion, During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clause 3(iii) of the order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanation given to us, The Company has not granted any loans, m a d e investments, or given guarantees in respect of which provisions of sections 185 and 186 of the Companies Act are applicable. Accordingly reporting under clause 3(iv) of the Order is not applicable.

5) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 or any relevant provisions of the Companies Act, 2013 and rules framed thereunder. Accordingly reporting under clause 3(v) of the Order is not applicable.

6) To the best of our knowledge and as per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act for any product of the Company.

7) (a) According to the information and explanation given to us and on the basis of examination of the records made available to us, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

(b) According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following:

| Name of the Statute | Financial Year | Nature of Dues | Amount | Forum where Dispute is pending Rupees |
|---------------------|----------------|----------------|-----------|--|
| HVAT Act | 2008-09 | Sale Tax | 21,91,221 | Jt. Excise & Taxation Commissioner, Faridabad |
| HVAT Act | 2011-2012 | Sale Tax | 30,70,369 | Jt. Excise & Taxation Commissioner, Faridabad |

8) According to the information and explanations given by the management, there are no such transactions which previously not recorded in the books of accounts, now has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

9) (a) In our opinion and according to the information and explanations given to us, the Company has not taken loans or other borrowings from Bank during the year.

(b) In our opinion and according to the information and explanations given to us the Company has not been declared wilful defaulter by any bank or financial institutions or other lender.

(c) In our opinion and according to the information and explanations given by the management, the Company has not obtained or utilized any term loans during the year. Accordingly, paragraph 3(ix) (c) of the Order is not applicable.

(d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11) (a) Based upon the audit procedures performed for the purpose of auditing and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the company has been noticed or reported during the year;

(b) In our opinion, to the best of our knowledge and according to the information and explanations given to us, there is no report has been filed under sub-section (12) of section 143 of the Companies Act by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us by the management, the Company has not received any whistle-blower complaints during the year.

12) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause (xii) are not applicable to the company.

13) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;

14) (a) According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered reports of the Internal Auditors for the period under audit;

15) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.

16) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).

(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,

(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.

17) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

18) There has been no resignation of the statutory auditors during the year..

19) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

20) Based on our examination, the provision of section 135 to the Companies Act, 2013 in relation to Corporate social responsibility is not applicable on the company. Hence this clause is not applicable on the company.

21) According to the information and explanations given to us, the company is not required to prepare Consolidate financial statement hence this clause is not applicable.

For M. M. Goyal & Company
Chartered Accountants
Firm Registration No.: 007198N

Sd/-

(Manmohan Goyal)
Partner
Membership No. 086085
UDIN: 23086085BGREL74820
New Delhi
May 30th 2023

Report on Internal Financial Controls Over Financial Reporting

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, 2023 in conjunction with our audit of the 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. 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 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 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 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 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, 2023, 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 M. M. Goyal & Company

Chartered Accountants

Firm Registration No.: 007198N

Sd/-

(Manmohan Goyal)

Partner

Membership No. 086085

UDIN: 23086085BGREL74820

New Delhi

May 30th 2023

STL GLOBAL LIMITED
Balance Sheet as at 31st March, 2023

| (₹ in lakhs) | | | |
|---------------------------------------|----------|--------------------------|--------------------------|
| Particulars | Note No. | As at 31st March,2023 | As at 31st March,2022 |
| I ASSETS | | | |
| <u>Non-Current Assets</u> | | | |
| Property, Plant and Equipment | 2 | 1,895.68 | 1,905.71 |
| Financial Assets | | | |
| Other Financial assets | 3 | 87.30 | 72.83 |
| Deferred Tax Assets (Net) | 14 | 63.82 | 68.75 |
| Other non-current Assets | 4 | 345.37 | 466.45 |
| | | 2,392.17 | 2,513.74 |
| <u>Current assets</u> | | | |
| Inventories | 5 | 991.20 | 1,439.63 |
| Financial Assets | | | |
| Trade receivables | 6 | 2,902.34 | 4,147.99 |
| Cash and cash equivalents | 7 | 9.97 | 13.83 |
| Other Financial assets | 8 | 0.91 | 0.86 |
| Other Current Assets | 9 | 354.48 | 107.36 |
| | | 4,258.90 | 5,709.67 |
| TOTAL ASSETS | | 6,651.07 | 8,223.41 |
| II EQUITY AND LIABILITIES | | | |
| <u>Equity</u> | | | |
| Equity Share Capital | 10 | 2,722.18 | 2,722.18 |
| Other Equity | 11 | 223.85 | 201.94 |
| | | 2,946.03 | 2,924.12 |
| <u>Liabilities</u> | | | |
| <u>Non-current liabilities</u> | | | |
| Financial Liabilities | | | |
| Borrowings | 12 | 1,322.30 | 2,227.50 |
| Provisions | 13 | 89.65 | 92.02 |
| | | 1,411.95 | 2,319.52 |
| <u>Current liabilities</u> | | | |
| Financial Liabilities | | | |
| Borrowings | 15 | 537.00 | 1,050.00 |
| Trade payables | 16 | | |
| - Micro and small enterprises | | 72.65 | 24.83 |
| -other than Micro & small enterprises | | 1,586.51 | 1,757.32 |
| Other current liabilities | 17 | 79.92 | 117.37 |
| Provisions | 18 | 17.00 | 30.25 |
| | | 2,293.09 | 2,979.77 |
| TOTAL EQUITY AND LIABILITIES | | 6,651.07 | 8,223.41 |

The accompanying notes 1-34 form an integral part of these Financial statements

As per our Audit Report of even date annexed

for **M.M. Goyal & Co.**

Chartered Accountants

Firm's Registration Number: 007198N

Sd/-

Manmohan Goyal

Partner

Membership No. 086085

Place: New Delhi

Date: May 30, 2023

For and on behalf of the Board

Sd/-

Vinod Kumar Aggarwal

Director

DIN: 00170712

Sd/-

Anil Jodhani Aggarwal

Chief Financial Officer

Sd/-

Sanjiv Kumar Agarwal

Director

DIN: 00227251

Sd/-

Manil Kumar Nagar

Company Secretary

STL GLOBAL LIMITED**Statement of Profit and Loss for the year ended 31st March, 2023**

(₹ in lakhs)

| Particulars | Notes | For the year ended 31st March,2023 | For the Year ended 31st March,2022 |
|---|-------|---------------------------------------|---------------------------------------|
| I Revenue | | | |
| Revenue from operations | 19 | 10,063.06 | 12,041.10 |
| Other income | 20 | 22.29 | 93.39 |
| Total Income | | 10,085.36 | 12,134.48 |
| II Expenses | | | |
| Cost of materials consumed | 21 | 6,607.50 | 8,107.66 |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | 22 | 105.59 | (69.91) |
| Employee benefits expense | 23 | 672.09 | 706.32 |
| Finance costs | 24 | 66.36 | 78.32 |
| Depreciation and amortization expense | 25 | 158.02 | 124.15 |
| Other expenses | 26 | 2,444.01 | 2,887.40 |
| Total expenses | | 10,053.57 | 11,833.94 |
| III Profit before Exceptional Items and tax | | 31.79 | 300.54 |
| IV Exceptional Items | | - | - |
| V Profit before tax | | 31.79 | 300.54 |
| VI Tax expense: | | | |
| Tax paid for Current Year | | 4.96 | 18.99 |
| Deferred tax | | 4.92 | (68.75) |
| Profit / (Loss) for the period (VII-VIII) | | 21.91 | 350.30 |
| VII | | | |
| VIII 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 | | 21.91 | 350.30 |
| IX Earnings per share (of Rs. 10/- each): | | | |
| X | | | |
| Basic & diluted | 27 | 0.08 | 1.30 |

The accompanying notes 1-34 form an integral part of these Financial statements
As per our Audit Report of even date annexed

for M.M. Goyal & Co.

Chartered Accountants

Firm's Registration Number: 007198N

Sd/-

Manmohan Goyal

Partner

Membership No. 086085

Place: New Delhi

Date: May 30, 2023

For and on behalf of the Board

Sd/-

Vinod Kumar Aggarwal

Director

DIN: 00170712

Sd/-

Anil Jodhani Aggarwal

Chief Financial Officer

Sd/-

Sanjiv Kumar Aggarwal

Director

DIN: 00227251

Sd/-

Manil Kumar Nagar

Company Secretary

STL GLOBAL LIMITED

Statement of Change in Equity for the year ended 31st March,2023

| A. Equity Share Capital | | (₹ in lakhs) |
|---|-------------------|-----------------|
| Particulars | No. of Shares | Amount Rs. |
| Balance as at 1st April,2021 | 26,990,915 | 2,699.09 |
| Changes in Equity Share Capital during the year | - | - |
| Balance as at 31st March,2022 | 26,990,915 | 2,699.09 |
| Changes in Equity Share Capital during the year | - | - |
| Balance as at 31st March,2023 | 26,990,915 | 2,699.09 |

| (₹ in lakhs) | | | | |
|--|-----------------|-----------------|-------------------|---------------|
| B. Other Equity | Security | General Reserve | Retained Earning | Total |
| | Premium Account | | | |
| Balance as at 1st April,2021 | 4,537.62 | 625.63 | (5,311.61) | (148.36) |
| Add: Profit/(Loss) for the year | - | - | 350.30 | 350.30 |
| Balance as at 31st March,2022 | 4,537.62 | 625.63 | (4,961.31) | 201.94 |
| Less: Release to Profit & Loss account | - | - | - | - |
| Add: Profit/(Loss) for the year | - | - | 21.91 | 21.91 |
| Balance as at 31st March,2023 | 4,537.62 | 625.63 | (4,939.40) | 223.85 |

The accompanying notes 1-34 form an integral part of these Financial statements
As per our Audit Report of even date annexed

for M.M. Goyal & Co.
Chartered Accountants
Firm's Registration Number: 007198N

Sd/-

Manmohan Goyal
Partner
Membership No. 086085
Place: New Delhi
Date: May 30, 2023

For and on behalf of the Board

Sd/-
Vinod Kumar Aggarwal
Director
DIN: 00170712

Sd/-

Anil Jodhani Aggarwal
Chief Financial Officer

Sd/-
Sanjiv Kumar Agarwal
Director
DIN: 00227251

Sd/-

Manil Kumar Nagar
Company Secretary

STL GLOBAL LIMITED

Statement of Cash Flows for the year ended 31 March, 2023

(₹ in lakhs)

| Particulars | For the year ended 31 March, 2023 | For the year ended 31 March, 2022 |
|---|--------------------------------------|--------------------------------------|
| A. Cash flow from operating activities | | |
| Profit before tax | 31.79 | 300.54 |
| Adjustments for: | | |
| Depreciation and amortization | 158.02 | 124.15 |
| Interest and other Income | (20.28) | (20.64) |
| (Profit) / loss on sale of property, plant and equipment | 0.46 | 16.87 |
| Financial costs | 66.36 | 78.32 |
| Allowance for doubtful debt and advances | 14.68 | 6.15 |
| Provision for employee Benefit | (2.37) | 39.29 |
| Operating profit before working capital changes | 248.69 | 544.67 |
| Adjusted For : | | |
| (Increase)/ Decrease in Inventories | 448.44 | (535.02) |
| (Increase)/ Decrease in Trade Receivable | 1,230.97 | 1,465.61 |
| (Increase)/ Decrease in other financial Assets | (0.05) | 3.78 |
| (Increase)/Decrease in other current Assets | (247.13) | 60.16 |
| (Increase)/Decrease in other Non current Assets | 121.08 | (137.09) |
| Movement in Non Current Other Financial Assets | (14.47) | (1.36) |
| Increase/(Decrease) in short term Borrowings | (513.00) | 200.00 |
| Increase/(Decrease) in Trade Payable | (122.98) | 544.37 |
| Increase/(Decrease) in Other Current Liabilities | (37.45) | (77.50) |
| Increase/(Decrease) in Provisions | 0.78 | 2.15 |
| Cash generated from Operations | 1,114.88 | 2,069.77 |
| Net income tax (paid) / refunds | 18.99 | - |
| Net cash flow from / (used in) operating activities (A) | 1,095.89 | 2,069.77 |
| B. Cash flow from investing activities | | |
| Purchase of property, plant and equipment | (156.46) | (262.48) |
| Proceeds from sale of Investment | - | 99.46 |
| Proceeds from sale of property, plant and equipment | 8.00 | 7.50 |
| Interest received | 20.28 | 20.64 |
| Net cash flow from / (used in) investing activities (B) | (128.18) | (134.88) |
| C. Cash flow from financing activities | | |
| Movement in long-term borrowings | (905.20) | (1,983.81) |
| Finance cost | (66.36) | (78.32) |
| Net cash flow from / (used in) financing activities (C) | (971.56) | (2,062.13) |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C) | (3.86) | (127.23) |
| Cash and cash equivalents at the beginning of the year | 13.83 | 141.06 |
| Cash and cash equivalents at the end of the year | 9.97 | 13.83 |

The accompanying notes 1-34 form an integral part of these Financial statements
As per our Audit Report of even date annexed

for M.M. Goyal & Co.

Chartered Accountants

Firm's Registration Number: 007198N

Sd/-

Manmohan Goyal

Partner

Membership No. 086085

Place: New Delhi

Date: May 30, 2023

For and on behalf of the Board

Sd/-

Vinod Kumar Aggarwal

Director

DIN: 00170712

Sd/-

Anil Jodhani Aggarwal

Chief Financial Officer

Sd/-

Sanjiv Kumar Agarwal

Director

DIN: 00227251

Sd/-

Manil Kumar Nagar

Company Secretary

STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2023

Corporate Information

STL Global Limited (the "Company") is a public limited Company domiciled in India and is incorporated on dated July 22, 1997 under the provision of the Companies Act applicable in India and having its registered office at UNIT No.111, Block I, Tribhuvan Complex Ishwar Nagar New Delhi- 110065. The shares of the company are listed on National stock exchange and Bombay stock exchange, The Company is primarily engaged in the Textile Business. The Company has its manufacturing facilities located at Faridabad (Haryana) and sells its products in India.

1 Significant Accounting Policies

1.1 Basis of preparation of financial statements

Statement of Compliance

These Financial statements have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under Section 133 of the Companies Act, 2013 ("The Act ") and other relevant provisions of the Act.

Basis of preparation and presentation

The financial statements have been prepared on the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) and net defined benefits (assets/liability 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 stated.

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

1.2 Use of Estimates, assumptions and judgements

The estimated 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 are 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.

1.3 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 indicates 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.

1.4 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.

1.5 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.

1.6 Revenue recognition

Revenue from operation includes Sales of goods and services and adjusted for Sale returns and trade discounts and exclude Goods and Service Tax (GST).

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

1.7 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.

STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2023

1.8 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.

1.9 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.

1.10 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.

1.11 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 and measured subsequently at fair value either through other comprehensive income, or through profit or loss.

1.12 Employee benefits

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

Long term employee benefits

Defined contribution plans

Contributions to defined contribution schemes such as employees state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution is made to a government administered fund and is charged as an expense in the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

Defined benefit plans

Pension liability is defined benefit obligations and is provided for on the basis of an actuarial 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 actuarial valuation at the year end.

Actuarial 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.

1.13 Borrowing costs

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

1.14 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.

1.15 Impairment of non-financial 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.

1.16 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.

STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2023

1.17 Current versus non-current classification

The classification of Assets and liabilities of the Company into current or non-current is based on the criterion specified in the schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities except trade receivables.

1.18 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 recognised 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.

(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.

1.19 Standards issued but not effective

As on the date of approval of these financial statements, there were no new standards or amendments which have been notified but not yet adopted by the Company and expected to have any material impact on the financial statements of the Company.

STL GLOBAL LIMITED

Notes forming part of the financial statements

2. Statement of Property Plant and Equipment as at 31.03.2023

(₹ in lakhs)

| PARTICULARS | Land (Free Hold) | Building | Plant & Equipment | Furniture & Fixtures | Vehicles | Office Equipment | Computers | Total |
|--|------------------|-----------------|-------------------|----------------------|--------------|------------------|--------------|-----------------|
| Gross carrying value as at 01.04.2021 | 837.97 | 1,015.50 | 6,979.50 | 32.01 | 15.14 | 52.52 | 60.61 | 8,993.25 |
| Additions | - | - | 219.72 | - | 37.45 | 3.12 | 2.20 | 262.48 |
| Disposals | - | - | 487.45 | - | - | - | - | 487.45 |
| Gross carrying value as at 31.03.2022 | 837.97 | 1,015.50 | 6,711.77 | 32.01 | 52.58 | 55.64 | 62.81 | 8,768.28 |
| Additions | - | - | 153.23 | 0.14 | - | 2.79 | 0.30 | 156.46 |
| Disposals | - | - | 169.27 | - | - | - | - | 169.27 |
| Gross carrying value as at 31.03.2023 | 837.97 | 1,015.50 | 6,695.73 | 32.15 | 52.58 | 58.43 | 63.11 | 8,755.48 |
| Accumulated Depreciation as at 01.04.2021 | - | 681.21 | 6,385.69 | 28.51 | 6.37 | 44.20 | 55.52 | 7,201.50 |
| Depreciation | - | 31.76 | 78.85 | 0.55 | 8.14 | 2.31 | 2.54 | 124.15 |
| Accumulated Depreciation on disposals | - | - | 463.08 | - | - | - | - | 463.08 |
| Accumulated Depreciation as at 31.03.2022 | - | 712.97 | 6,001.47 | 29.06 | 14.51 | 46.51 | 58.06 | 6,862.58 |
| Depreciation | - | 28.74 | 113.34 | 0.40 | 11.89 | 2.37 | 1.28 | 158.02 |
| Accumulated Depreciation on disposals | - | - | 160.80 | - | - | - | - | 160.80 |
| Accumulated Depreciation as at 31.03.2023 | - | 741.71 | 5,954.01 | 29.46 | 26.40 | 48.88 | 59.34 | 6,859.79 |
| Carrying value as at 01.04.2021 | 837.97 | 334.29 | 593.81 | 3.49 | 8.77 | 8.32 | 5.09 | 1,791.74 |
| Carrying value as at 31.03.2022 | 837.97 | 302.53 | 710.30 | 2.95 | 38.08 | 9.13 | 4.75 | 1,905.71 |
| Carrying value as at 31.03.2023 | 837.97 | 273.79 | 741.73 | 2.69 | 26.18 | 9.55 | 3.76 | 1,895.68 |

STL GLOBAL LIMITED**Notes to financial statements for the year ended 31 March 2023**

(₹ in lakhs)

3. Other Financial Assets (Non Current)

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|---|--------------------------|--------------------------|
| (Unsecured, considered good, except stated otherwise) | | |
| Security deposits | 87.30 | 72.83 |
| Total | 87.30 | 72.83 |

4. Other Non-Current Assets

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|----------------------------|--------------------------|--------------------------|
| Advance Income Tax and TDS | 108.93 | 126.66 |
| GST ITC Balance | 236.44 | 339.79 |
| Total | 345.37 | 466.45 |

5. Inventories

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|--|--------------------------|--------------------------|
| (Valued at lower of cost and net reliasable value unless otherwise stated) | | |
| Raw Material | 778.89 | 1,112.80 |
| Work-in-progress | 120.42 | 144.86 |
| Finished goods | 23.16 | 104.31 |
| Stores and spares | 47.79 | 46.67 |
| Fuel & Oil | 18.20 | 27.29 |
| Packing Material | 2.74 | 3.70 |
| Total | 991.20 | 1,439.63 |

6. Trade receivables

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|-----------------------------------|--------------------------|--------------------------|
| Unsecured unless otherwise stated | | |
| Considered good | 2,902.34 | 4,147.99 |
| Considered doubtful | 65.96 | 55.90 |
| | <u>2,968.30</u> | <u>4,203.90</u> |
| Less: Impairment Allowance | 65.96 | 55.90 |
| | <u>2,902.34</u> | <u>4,147.99</u> |

Trade receivable includes amount receivables from Real Estate developers.

Trade receivable ageing schedule as on 31.03.2023

| Particulars | Less than 6 months | 6 Month-1 Year | 1-2 Year | 2-3 Year |
|--|-----------------------|----------------|----------|----------|
| Undisputed Trade receivables- Considered good | 518.58 | 0.76 | 2,383.00 | - |
| Disputed Trade receivables- Considered doubtful | - | - | 19.36 | 46.60 |
| Disputed Trade receivables- Credit Impaired | - | - | (19.36) | (46.60) |

Trade receivable ageing schedule as on 31.03.2022

| Particulars | Less than 6 months | 6 Month-1 Year | 1-2 Year | 2-3 Year |
|--|-----------------------|----------------|----------|----------|
| Undisputed Trade receivables- Considered good | 1,537.83 | 12.16 | 2,598.00 | - |
| Disputed Trade receivables- Considered doubtful | - | - | - | 55.90 |
| Disputed Trade receivables- Credit Impaired | - | - | - | (55.90) |

STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2023

(₹ in lakhs)

7. Cash & Cash Equivalent

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|---|--------------------------|--------------------------|
| Cash on hand | 2.68 | 4.00 |
| Balances with banks In Current Account | 7.30 | 9.83 |
| Total | 9.97 | 13.83 |

8. Other Financial Assets

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|----------------------------------|--------------------------|--------------------------|
| Margin money (Letter of Credit) | 0.91 | 0.86 |
| Total | 0.91 | 0.86 |

9. Other Current Assets

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|---|--------------------------|--------------------------|
| (Unsecured, considered good, except stated otherwise) | | |
| Advance payment to suppliers | 245.00 | 94.68 |
| GST Refund Receivable | 106.05 | - |
| Loans and advances to employees | 0.51 | 8.51 |
| Prepaid expenses | 2.92 | 4.17 |
| Total | 354.48 | 107.36 |

10. Equity Share Capital

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|--|--------------------------|--------------------------|
| Authorised | | |
| 4,20,00,000 Equity shares (Previous year 4,20,00,000 Equity shares) of Rs. 10/ each with voting rights | 4,200.00 | 4,200.00 |
| Issued, Subscribed & Paid-up | | |
| 2,69,90,915 Equity shares (Previous year 2,69,90,915 Equity shares of `Rs.10/ each with voting rights | 2,699.09 | 2,699.09 |
| Subscribed but not fully Paid up | | |
| 4,61,765 Equity shares (Previous year 4,61,765 Equity shares) of `Rs.10/ each with differential voting rights, `Rs. 5/- not paid up | 23.09 | 23.09 |
| Total | 2,722.18 | 2,722.18 |

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

| Particulars | | As at 31st March,2023 | As at 31st March,2022 |
|--------------------------------------|--------|--------------------------|--------------------------|
| Balance at the beginning of the year | Nos. | 26,990,915 | 26,990,915 |
| | Amount | 2,699.09 | 2,699.09 |
| Issued during the year | Nos. | - | - |
| | Amount | - | - |
| Balance at the end of the year | Nos. | 26,990,915 | 26,990,915 |
| | Amount | 2,699.09 | 2,699.09 |

STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2023

(₹ in lakhs)

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

| Name of the Shareholders | As at 31st March,2023 | | As at 31st March,2022 | |
|--------------------------|-----------------------|--------|-----------------------|--------|
| | Number of Shares | % held | Number of Shares | % held |
| Rita Aggarwal | 4,001,062 | 14.57% | 4,001,062 | 14.57% |
| Vinod Kumar Aggarwal | 4,354,423 | 15.86% | 4,354,423 | 15.86% |
| Sangeeta Aggarwal | 3,273,206 | 11.92% | 2,322,266 | 8.46% |
| Target Fashion Limited | 5,177,879 | 18.86% | 5,177,879 | 18.86% |

10 (c) Detail of Shares held by Promoter As at 31st March 2023

| Name of Promoter | No. of Shares | % of total shares | % Change during the year |
|------------------------|---------------|-------------------|--------------------------|
| Target Fashion Limited | 5,177,879 | 18.86% | 0.00% |
| Vinod Kumar Aggarwal | 4,354,423 | 15.86% | 0.00% |
| Rita Aggarwal | 4,001,062 | 14.57% | 0.00% |
| Sangeeta Aggarwal | 3,273,206 | 11.92% | 3.46% |
| Vikas Aggarwal | 1,246,001 | 4.54% | 0.00% |
| Viniti Aggarwal | - | 0.00% | -3.46% |

As at 31st March 2022

| Name of Promoter | No. of Shares | % of total shares | % Change during the year |
|------------------------|---------------|-------------------|--------------------------|
| Target Fashion Limited | 5,177,879 | 18.86% | 0.00% |
| Vinod Kumar Aggarwal | 4,354,423 | 15.86% | 0.00% |
| Rita Aggarwal | 4,001,062 | 14.57% | 0.00% |
| Sangeeta Aggarwal | 2,322,266 | 8.46% | 0.00% |
| Vikas Aggarwal | 1,246,001 | 4.54% | 0.00% |
| Viniti Aggarwal | 950,940 | 3.46% | 0.00% |

11. Other Equity

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|----------------------------|-----------------------|-----------------------|
| Securities Premium Account | 4,537.62 | 4,537.62 |
| General reserve | 625.63 | 625.63 |
| Retained Earnings | (4,939.40) | (4,961.31) |
| Total | 223.85 | 201.94 |

12. Borrowings (Non Current)

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|--|-----------------------|-----------------------|
| Secured | | |
| From Bank (Assets Reconstruction Company)* | - | 537.00 |
| | - | 537.00 |
| Unsecured | | |
| From related parties | 1,322.30 | 1,690.50 |
| | 1,322.30 | 1,690.50 |
| Total | 1,322.30 | 2,227.50 |

STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2023

12 (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.

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 parri passu charge ranking after the charge to be created in favour of the term lenders on immovable and movable properties, both present and future.

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

| 12(b) Repayment | (₹ in lakhs) |
|------------------------|---------------------|
| PARTICULARS | 2023-2024 |
| From Alchemist ARC | 537.00 |

12 (c) Uco Bank 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.

(₹ in lakhs)

13. Non current Provisions

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|---------------------------------|----------------------------------|----------------------------------|
| Provision for employee benefits | | |
| Retirement Benefits | 89.65 | 92.02 |
| Total | 89.65 | 92.02 |

14. Deferred Tax Assets (Net)

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|-------------------------------------|----------------------------------|----------------------------------|
| Deferred Tax Liability | | |
| Deferred Tax Liability | - | - |
| Gross Deferred Tax Liability | - | - |
| Net Deferred Tax Assets | 63.82 | 68.75 |
| Net Deferred Tax Assets | 63.82 | 68.75 |

15. Borrowings

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|--------------------------------------|----------------------------------|----------------------------------|
| Current maturities of long-term debt | 537.00 | 1,050.00 |
| Total | 537.00 | 1,050.00 |

STL GLOBAL LIMITED

Notes to financial statements for the year ended 31 March 2023

(₹ in lakhs)

16. Trade payables

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|---|--------------------------|--------------------------|
| Trade Payable | | |
| Micro and small enterprises | 72.65 | 24.83 |
| Others Than Micro and small Enterprises | 1,586.51 | 1,757.32 |
| Total | 1,659.17 | 1,782.15 |

Ageing of Trade payables from the due date of transaction

| | As at 31st March,2023 | | As at 31st March,2022 | |
|------------------|-----------------------|----------|-----------------------|----------|
| | MSME | Others | MSME | Others |
| Less than 1 year | 72.65 | 1,586.51 | 24.83 | 1,757.32 |
| 1-2 year | - | - | - | - |
| 2-3 year | - | - | - | - |
| | 72.65 | 1,586.51 | 24.83 | 1,757.32 |

Note:

There are no material dues on by the Comapnyy to Micro and small Enterprises, which are outstanding for more than 45 days during the year ended 31st march 2023 and 31st March 2022. This information as required under the Micro,small and medium Enterprises Development Act,2006, has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors.

17. Other current liabilities

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|------------------------------------|--------------------------|--------------------------|
| Accrued Salaries & benefits | 44.98 | 49.56 |
| Statutory liabilities | 6.21 | 9.56 |
| Provision for expenses | 25.89 | 44.49 |
| Trade / security deposits received | 0.50 | 0.50 |
| Advances from customers | 2.33 | 13.27 |
| Total | 79.92 | 117.37 |

18. Provisions

| Particulars | As at 31st March,2023 | As at 31st March,2022 |
|---------------------------------|--------------------------|--------------------------|
| Provision for Income Tax | 4.96 | 18.99 |
| Provision for employee benefits | | |
| Provision for bonus | 12.04 | 11.26 |
| Total | 17.00 | 30.25 |

19. Revenue from operations

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|-------------------------|---------------------------------------|---------------------------------------|
| Sale of products | | |
| Sale of Goods | 6,531.05 | 7,983.38 |
| Processing Charges | 3,532.02 | 4,057.72 |
| | 10,063.06 | 12,041.10 |

STL GLOBAL LIMITED**Notes to financial statements for the year ended 31 March 2023**

(₹ in lakhs)

20. Other income

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|--|---------------------------------------|---------------------------------------|
| Profit from Sale of Investment | - | 68.07 |
| Rebate and Discount | 2.02 | 4.67 |
| <u>Interest income</u> | | |
| Interest from banks on Deposits/others | 20.28 | 20.64 |
| Total | 22.29 | 93.39 |

21. Cost of raw materials consumed

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|---|---------------------------------------|---------------------------------------|
| Cost in respect of Raw Material | | |
| Opening stock | 1,112.80 | 661.51 |
| Add: Purchases | <u>6,273.58</u> | <u>8,558.94</u> |
| | 7,386.38 | 9,220.46 |
| Less: Closing stock | 778.89 | 1,112.80 |
| Total cost of Raw Material consumed | 6,607.50 | 8,107.66 |
| Cost of Raw Material consumed comprises: | | |
| Dyes & Chemicals | 1,466.72 | 1,529.67 |
| Design Screens | 34.60 | 68.32 |
| Fabric | 422.96 | 100.57 |
| Yarn | 4,683.22 | 6,409.10 |
| Total | 6,607.50 | 8,107.66 |

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

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|---|---------------------------------------|---------------------------------------|
| Inventories at the end of the year: | | |
| Finished goods | 23.16 | 104.31 |
| Work-in-progress | <u>120.42</u> | <u>144.86</u> |
| | 143.58 | 249.17 |
| Inventories at the beginning of the year: | | |
| Finished goods | 104.31 | 42.00 |
| Work-in-progress | <u>144.86</u> | <u>137.27</u> |
| | 249.17 | 179.27 |
| Net (increase) / decrease | 105.59 | (69.91) |

23. Employee benefits expense

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|--|---------------------------------------|---------------------------------------|
| Salaries and wages including bonus | 640.89 | 674.89 |
| Contributions to provident and other funds | 25.43 | 27.17 |
| Staff welfare expenses | 5.77 | 4.26 |
| Total | 672.09 | 706.32 |

24. Finance costs

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|-----------------------|---------------------------------------|---------------------------------------|
| Interest on borrowing | | |
| Other borrowing costs | 66.36 | 78.32 |
| Total | 66.36 | 78.32 |

25. Depreciation and amortization expense

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|---------------------------------|---------------------------------------|---------------------------------------|
| Depreciation on tangible assets | 158.02 | 124.15 |
| Total | 158.02 | 124.15 |

STL GLOBAL LIMITED**Notes to financial statements for the year ended 31 March 2023**

(₹ in lakhs)

26. Other expenses

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|---|---|---|
| Consumption of stores and spare parts | 140.11 | 163.46 |
| Consumption of packing materials | 49.52 | 53.91 |
| Job work Charges | 249.43 | 348.50 |
| Power and fuel | 1,633.36 | 1,734.35 |
| Repairs and maintenance - Buildings | 10.31 | 52.64 |
| Repairs and maintenance - Machinery | 168.03 | 185.01 |
| Repairs and maintenance - Others | 8.72 | 8.92 |
| Insurance | 2.97 | 2.33 |
| Rent paid | 6.00 | 6.00 |
| Rates and taxes | 3.60 | 7.79 |
| Postage, Telegram & Telephone | 4.76 | 5.50 |
| Conveyance | 9.99 | 10.69 |
| Travelling expenses | 3.50 | 0.85 |
| Security Charges | 6.78 | 6.78 |
| Advertisement & publicity | 1.57 | 1.49 |
| Bank Charges | 0.09 | 1.49 |
| Fees & subscription | 18.39 | 17.52 |
| Printing and stationery | 8.61 | 8.57 |
| Freight and transportation | 64.06 | 81.12 |
| Sales promotions | 1.20 | 2.02 |
| Legal and professional | 24.99 | 27.18 |
| Vehicle Running & maint | 8.07 | 6.38 |
| Sale Tax paid | - | 14.75 |
| Balance with Excise Written off | - | 112.67 |
| Allowance for doubtful Debts & Advances | 14.68 | 6.15 |
| Loss on sale of Fixed Assets | 0.46 | 16.87 |
| Payments to auditors (Refer Note (i) below) | 2.30 | 2.30 |
| Miscellaneous expenses | 2.51 | 2.13 |
| Total | 2,444.01 | 2,887.40 |

Notes:

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|--|---|---|
| (i) Payments to the auditors comprises | | |
| As auditors - statutory audit fees | 1.65 | 1.65 |
| For Tax Audit Fees | 0.65 | 0.65 |
| Total | 2.30 | 2.30 |

27. Earning Per Share EPS

| Particulars | For the year ended 31st March,2023 | For the year ended 31st March,2022 |
|--|---|---|
| Weighted Average Number of Equity Shares | 26,990,915 | 26,990,915 |
| Net Profit as per Profit & Loss Account | 21.91 | 350.30 |
| Basic & Diluted Earning per Share Rs. | 0.08 | 1.30 |
| Face Value per Equity Share Rs. | 10.00 | 10.00 |

STL GLOBAL LIMITED

Other notes to financial statements for the year ended 31 March 2023

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

(₹ in lakhs)

| Particulars | As at 31 March, 2023 | As at 31 March, 2022 |
|--|----------------------------|-------------------------|
| Contingent liabilities | | |
| Disputed tax demands/ liabilities | | |
| Sale Tax | 52.61 | 52.61 |

29 Employee Benefits

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.

(₹ in lakhs)

| Particulars | For the year ended 31 March, | For the year ended 31 March, 2022 |
|--|------------------------------------|---|
| Defined Contribution Plans | | |
| Employer's Contribution to Provident Fund | 18.33 | 19.54 |
| Employer's Contribution to Employees's State Insurance | 7.10 | 7.64 |
| Total | 25.43 | 27.17 |

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. The Company has made provisions in the financial statement for payment of gratuity, but has not get it covered the same by insurance or has maintained an approved fund.

The Company has also provided for leave encashment which is unfunded

The following Table summarises the net component of net benefit expenses recognised in the statement of Profit & loss and amount recognised in the Balance sheet for the respective plans:

Table Showing Changes in Present Value of Obligations:

| Period | As on: 31-03-2023 | As on: 31 03-2022 |
|--|----------------------|-------------------------|
| Present value of the obligation at the beginning of the period | 76,82,945 | 4,000,933 |
| Interest Cost | 537,806 | - |
| Current Service Cost | 1,225,139 | - |
| Past Service Cost | - | - |
| Benefit paid (if any) | - | - |
| Actuarial (gain)/loss | -1,726,759 | - |
| Present value of the obligation at the end of the period | 7,719,131 | 7,682,945 |

Key results (The amount to be recognized in the Balance Sheet):

| Period | As on: 31-03-2023 | As on: 31-03-2022 |
|--|----------------------|----------------------|
| Present value of the obligation at the end of the period | 7719131 | 7,682,945 |
| Fair value of plan assets at end of period | - | - |
| Net liability/(asset) recognized in Balance Sheet and related analysis | 7719131 | 7,682,945 |
| Funded Status - Surplus/ (Deficit) | -7719131 | -7,682,945 |
| | | |
| | | |

STL GLOBAL LIMITED

Other notes to financial statements for the year ended 31 March 2023

Expenses recognized in the statement of Profit and Loss:

| Period | From 01.04.2022 To 31.03.2023 |
|--|-------------------------------|
| Interest Cost | 537,806.00 |
| Current Service Cost | 1,225,139.00 |
| Past Service Cost | - |
| Expected return on plan asset | - |
| Net actuarial (gain)/loss recognised in year | -1,726,759.00 |
| Expenses to be recognized in P&L | 36,186.00 |

Experience adjustment:

| Period | From 01.04.2022 To 31.03.2023 |
|---|-------------------------------|
| Experience adjustment (Gain)/ loss for plan liabilities | -1,456,456.00 |
| Experience adjustment (Gain)/ loss for plan assets | - |

Summary of membership data at the date of valuation and statistics based thereon:

| Period | As on: 31-03-2023 | As on: 31-03-2022 |
|---|----------------------|----------------------|
| Number of employees | 183 | 200 |
| Total monthly salary | 3331050 | 36,02,000 |
| Average Past Service(Years) | 5 | 4.5 |
| Average Future Service (yrs) | 21.4 | 21.2 |
| Average Age(Years) | 38.6 | 38.8 |
| Weighted average duration (based on discounted cash flows) in years | 15 | 16 |
| Average monthly salary | 18,202 | 18,010 |

Actuarial assumptions provided by the company and employed for the calculations are tabulated:

| | |
|-----------------------------|------------------|
| Discount rate | 7.50 % per annum |
| Salary Growth Rate | 5.00 % per annum |
| Mortality | IALM 2012-14 |
| Expected rate of return | 0 |
| Withdrawal rate (Per Annum) | 5.00% p.a. |

Benefits valued:

| | |
|---|--|
| Normal Retirement Age | 60 Years |
| Salary | Last drawn qualifying salary |
| Vesting Period | 5 Years of service |
| Benefits on Normal Retirement | 15/26 * Salary * Past Service (yr). |
| Benefit on early exit due to death and disability | As above except that no vesting conditions apply |
| Limit | 2000000 |

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

| Period | As on: 31-03-2023 |
|--|--|
| Defined Benefit Obligation (Base) | 77,19,131 @ Salary Increase Rate : 5%, and discount rate :7.5% |
| Liability with x% increase in Discount Rate | 71,35,092; x=1.00% [Change (8)%] |
| Liability with x% decrease in Discount Rate | 83,96,527; x=1.00% [Change 9%] |
| Liability with x% increase in Salary Growth Rate | 84,06,800; x=1.00% [Change 9%] |
| Liability with x% decrease in Salary Growth Rate | 71,16,816; x=1.00% [Change (8)%] |
| Liability with x% increase in withdrawal Rate | 78,16,162; x=1.00% [Change 1%] |
| Liability with x% decrease in withdrawal Rate | 76,04,780; x=1.00% [Change (1)%] |

STL GLOBAL LIMITED

Other notes to financial statements for the year ended 31 March 2023

30 Segment Reporting

a) Primary Segment

The Company's management examines the Company performance from a product prospective and during the year the Company's primary business segment is Textile only. Accordingly no disclosure relating to Revenue segment 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.

31 Related party transactions

| A. List of Related Parties : | | | | |
|---|--|---|-----------------------------------|-----------------------------------|
| Director and their relatives | | | | |
| Vinod Kumar Aggarwal | Director | | | |
| Sanjiv Kumar Aggarwal | Director | | | |
| Sangeeta Aggarwal | Relative | | | |
| Key Managerial Personnel | | | | |
| Anil Jodhani | Chief Financial Officer | | | |
| Manil Kumar Nagar | Company Secretary | | | |
| Entities with joint control or significant influence over entity | | | | |
| Shyam Tex Exports Limited | | | | |
| Shyam Tex Garments Limited | | | | |
| Virita Securities Private Limited | | | | |
| B. Nature of Related Party Transactions : | | | | Amount in ₹ lakhs |
| The transactions with the related parties have been entered in the ordinary course of business and are at arm's length. | | | | |
| Particulars | Relative | Type of Related Party Transactions | Year Ended 31st March 2023 | Year Ended 31st March 2022 |
| Shyam Tex Exports Limited | Entities with joint control or significant influence over entity | Sale of Goods | 4,668.97 | 5,468.46 |
| Shyam Tex Garments Limited | Entities with joint control or significant influence over entity | Sale of Goods | 180.20 | 180.82 |
| Shyam Tex Exports Limited | Entities with joint control or significant influence over entity | Purchase of Goods | 52.91 | 151.45 |
| Shyam Tex Garments Limited | Entities with joint control or | Interest Paid | 37.14 | 50.40 |
| Virita Securities Private Limited | Entities with joint control or | Rent Paid | 6.00 | 6.00 |
| Vinod Kumar Aggarwal | Directors | Director Remuneration paid | 12.00 | 12.00 |
| Sanjiv Kumar Aggarwal | Directors | Director Remuneration paid | 9.00 | 9.00 |
| Anil Jodhani | CFO | Salary paid | 9.00 | 9.00 |
| Manil Kumar Nagar | Company Secretary | Salary paid | 5.04 | 4.89 |
| Closing Balances at the year end | | | | |
| Shyam Tex Exports Limited | Entities with joint control or significant influence over entity | Trade Receivable | 9.72 | 801.72 |
| Shyam Tex Garments Limited | Entities with joint control or significant influence over entity | Trade Receivable | 21.93 | 10.33 |
| Shyam Tex Garments Limited | Entities with joint control or significant influence over entity | Loans Payable | 200.00 | 520.00 |
| Vinod Kumar Aggarwal | Director | Loans Payable | 622.30 | 670.50 |
| Sangeeta Aggarwal | Director's Relative | Loans Payable | 500.00 | 500.00 |

32 Financial Instruments and risk management

32.1 Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term gain goals of the Company.

The group's objective when managing capital are to:

- safeguard their ability to continue as A going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structur to reduce the cost of Capital.

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Other notes to financial statements for the year ended 31 March 2023

The group determines the amount of capital required on the basis of annual business plan also taking into consideration any long term strategic investment and expansion plans. The funding needs are met through equity and cash generated from operations.

32.2 Categories of Financial Assets and Financial Liabilities

(₹ in lakhs)

| | As at 31 March, 2023 | As at 31 March, 2022 |
|------------------------------------|----------------------------|-------------------------|
| Financial assets | | |
| Measured at amortised cost | | |
| Trade Receivables | 2,902.34 | 4,147.99 |
| Cash and cash equivalents | 9.97 | 13.83 |
| Other Financial Assets | 0.91 | 0.86 |
| Total financial assets | 2,913.22 | 4,162.68 |
| Financial liabilities | | |
| Measured at amortised cost | | |
| Trade payables | 1,659.17 | 1,782.15 |
| Other financial liability | 537.00 | 1,050.00 |
| Total financial liabilities | 2,196.17 | 2,832.15 |

32.3 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 the 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, 2023 | | |
| Long Term Borrowings | - | - |
| Trade Payables | 1,659.17 | - |
| Other Financial Liabilities | 537.00 | - |
| Total | 2,196.17 | - |

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.

(i) The fair value of unquoted instruments are evaluated by the Company based on parameters such as interest rates and its investments rating.

(ii) 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**Other notes to financial statements for the year ended 31 March 2023****33 Disclosure of Financial ratio**

| | Ratios | Numerator | Denominator | Year ended 31st March 2023 | Year ended 31st March 2022 | Variance | Remarks |
|---|---|----------------------------------|----------------------------|----------------------------|----------------------------|----------|--|
| 1 | Current Ratio (In Times) | Current Assets | Current Liabilities | 1.86 | 1.92 | -3.07% | No Significant Change |
| 2 | Return on Equity Ratio(%) | Net Profit after Tax | Equity | 0.74% | 11.98% | -93.79% | Due to decrease in turnover/profit |
| 3 | Inventory Turnover Ratio (In Times) | Sales | Average Inventory | 10.15 | 8.36 | 21.38% | Improvement in working Capital Management |
| 4 | Trade Receivables (Turnover Ratios (In Times) | Sales | Average Account Recivables | 19.38 | 7.77 | 149.43% | Improvement in working Capital Management |
| 5 | Trade Payables (Turnover Ratios (In Times) | Purchase/ Service utilised | Average Accounts Payables | 3.98 | 5.90 | -32.48% | Better negotiation with supplier in credit terms |
| 6 | Net Capital Turnover Ratios (in times) | Net Sales | Working Capital | 5.12 | 4.41 | 16.06% | Improvement in working Capital Management |
| 7 | Net Profit Ratios(%) | Net Profit after Tax | Net Sales | 0.22% | 2.91% | -92.52% | Due to decrease in turnover |
| 8 | Return on Capital employed(%) | Earning before Interest & Tax | Capital employed | 3.33% | 12.96% | -74.29% | Due to decrease in turnover/profit |
| 9 | Return on Investments (%) | Income Generated from Investment | Average Investments | 0.00% | 63.68% | -100.00% | N.A |

34 Previous figures have been regrouped/rearranged wherever necessary to make them comparable.

The accompanying notes 1-34 form an integral part of these Financial statements

As per our Audit Report of even date annexed

for M.M. Goyal & Co.

For and on behalf of the Board

Chartered Accountants

Firm's Registration Number: 007198N

Sd/-
Vinod Kumar Aggarwal
Director
DIN: 00170712

Sd/-
Sanjiv Kumar Agarwal
Director
DIN: 00227251

Sd/-

Manmohan Goyal
Proprietor
Membership No. 086085
Place: New Delhi
Date: May 30, 2023

Sd/-
Anil Jodhani Aggarwal
Chief Financial Officer

Sd/-
Manil Kumar Nagar
Company Secretary
M.No. A37299



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