

# SINDHU TRADE LINKS LIMITED

129, Transport Centre, Punjabi Bagh, Rohtak Road, New Delhi - 110035

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Company will be held on 31<sup>st</sup> December, 2020 at 11:00 A.M. virtually to transact the following business:

## AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2020 (Standalone and Consolidated), Statement of Profit and Loss, Cash Flow Statement for the period ended on that date and the Auditor's Report thereon and the Directors' Report thereto.
2. To appoint a Director in place of Mr. Rudra Sen Sindhu (DIN No. 00006999), who retires by rotation and, being eligible, offers himself for re-appointment.

## AS SPECIAL BUSINESS

### **3. To Regularize Mrs. Usha Sindhu, (DIN 00033930) Additional Director of the Company**

"RESOLVED THAT Mrs. Usha Sindhu (DIN: 00033930), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17<sup>th</sup> August, 2020 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 95 & 103 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 161 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mrs. Usha Sindhu, who is liable to retire by rotation, be and is hereby approved."

### **4. To Regularize Mr. Ramesh Shah, (DIN 00029864) Additional Director of the Company**

"RESOLVED THAT Mr. Ramesh Shah (DIN 00029864), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 02<sup>nd</sup> September, 2020 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 95 & 103 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Ramesh Shah, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 years, with effect from 28<sup>th</sup> AGM up to 31<sup>st</sup> AGM, be and is hereby approved."

### **5. Approval Of Related Party Transactions With Sainik Mining And Allied Services Limited Amounting To Rs. 300 Crores (Approx.) For The Financial Year 2020-21, and in this regard to consider and if thought fit, to pass the with or without modification(s) , the following resolution as an Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 188 (1) , Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of applicable provisions of SEBI Listing Regulations, Listing Agreement, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Memorandum and Article Of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary registration approvals , consents, permissions and sanctions required, if any and such conditions or modifications as may be prescribed by any of institutions or bodies, statutory authorities while granting any such approvals, which may be agreed to, in its sole discretion , by the Board of Directors of the Company ( hereinafter referred to as " the board" which term shall include any of its duly authorized committees or one or more directors), the consent of the company be and is hereby accorded to enter into material transactions related to the sale , purchase or supply of any goods or materials, leasing property of any kind and availing or rendering of services with Sainik Mining And Allied Services Limited during the financial year 2020-21 on the terms and conditions as briefly mentioned in the explanatory statement to this resolution.

FURTHER RESOLVED THAT Sh. Satya Pal Sindhu, Managing Director of the Company be and is authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.

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6. **Approval Of Related Party Transactions With ACB(India) Limited Amounting To Rs. 350 Crores (Approx.) For The Financial Year 2020-21, and in this regard to consider and if thought fit , to pass the with or without modification(s) , the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 188 (1) , Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of applicable provisions of SEBI Listing Regulations, Listing Agreement, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Memorandum and Article Of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary registration approvals , consents, permissions and sanctions required, if any and such conditions or modifications as may be prescribed by any of the institutions or bodies, statutory authorities while granting any such approvals, which may be agreed to, in its sole discretion , by the Board of Directors of the Company ( hereinafter referred to as “ the board” which term shall include any of its duly authorized committees or one or more directors), the consent of the company be and is hereby accorded to enter into material transactions related to the sale , purchase or supply of any goods or materials, leasing property of any kind and availing or rendering of services with ACB (India) Limited during the financial year 2020-21 on the terms and conditions as briefly mentioned in the explanatory statement to this resolution.

**FURTHER RESOLVED THAT** Sh. Satya Pal Sindhu, Managing Director of the Company be and is authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

**By order of the Board of Directors  
FOR SINDHU TRADE LINKS LIMITED**

**Place: New Delhi**

**Date: 04.12.2020**

**Sd/-  
Suchi Gupta  
Company Secretary  
ACS No.-26066**

## **Notes:**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business under Item Nos. 3 to 6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on 04<sup>th</sup> December, 2020 considered that the special business under item Nos. 3 to 6, being considered unavoidable, be transacted at the 28<sup>th</sup> AGM of the Company.

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/ CFD/ CMD1/ CIR/ P/ 2020 /79 dated 12th May 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

The deemed venue for the 28th AGM shall be the Registered Office of the Company.

The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM is annexed.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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 the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to r.gulati64@gmail.com with a copy marked to evoting@nsdl.co.in

The Register of Members and Transfer Books of the Company will be closed from Friday 25th December, 2020 to Thursday, 31st December, 2020 (both days inclusive) for the purpose of holding Annual General Meeting of the Company.

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As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, Indus Portfolio Private Limited ("IPPL"), having its corporate office at G-65, Bali Nagar, Delhi -110015 Ph. No. 011-47671214 for assistance in this regard.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with IPPL in case the shares are held by them in physical form.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to IPPL in case the shares are held by them in physical form.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the Company's website [www.sindhutrade.com](http://www.sindhutrade.com). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to IPPL in case the shares are held in physical form.

SEBI has mandated submission of PAN and Bank Details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to IPPL.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 30<sup>th</sup> December, 2020 through email on [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com). The same will be replied by the Company suitably.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or IPPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.sindhutrade.com](http://www.sindhutrade.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>

Notice of AGM shall be sent electronically to the members/ shareholders whose name are appeared on Friday 25<sup>th</sup> December, 2020 in the records of Depository and Register of Members maintained by RTA and whose email addresses are registered with the Company / Depositories / RTA

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

At the 25<sup>th</sup> AGM held on 28<sup>th</sup> September, 2017, the members approved appointment of M/s Divyank Khullar & Associates Chartered Accountants, New Delhi (bearing ICAI Registration No.025755N) as Statutory Auditors to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 30<sup>th</sup> AGM to be held for the financial year ending on 31<sup>st</sup> March 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 28<sup>th</sup> AGM.

Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ID's with their respective depository participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [pk.mittal@indusinvest.com](mailto:pk.mittal@indusinvest.com) or [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com) mentioning

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your Folio/DP ID & Client ID.

Instructions for e-voting and joining the AGM are as follows:

## A. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting period commences on Monday, 28th December, 2020 (9:00 a.m. IST) and ends on Wednesday, 30th December, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 25th December, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 25th December, 2020.

The Board of Directors has appointed Mr. Rajesh Gulati, Practicing Chartered Accountant (Membership No. 089046), has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 25th December, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

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- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the initial password which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [r.gulati64@gmail.com](mailto:r.gulati64@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 2499 4545/ 1800-222-990.
4. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend, if any:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, IPPL at <a href="mailto:pk.mittal@indusinvest.com">pk.mittal@indusinvest.com</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) for registering email address, and scanned copy of the cancelled cheque bearing the name of the first shareholder shall be provided to update the Bank Account details of the Shareholders.
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Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP
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## B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Facility of joining the AGM through VC / OAVM shall open 15 minutes before and will be open upto 15 minutes after scheduled start time of AGM i.e. shall open from 11.00 AM to 11.30 AM and close after will be available for Members on first come first served basis.
- Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 28th AGM without any restriction on account of first-come- first-served principle.
- Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/ 022-24994553/ +91 932678146
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com) from 28th December, 2020 (9:00 a.m. IST) to 30th December, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## Other Instructions and results declaration:

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sindhutrade.com](http://www.sindhutrade.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors  
For SINDHU TRADE LINKS LIMITED

Suchi Gupta  
Company Secretary

Place: New Delhi  
Dated: 04 December, 2020

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

The Board of Directors of the Company at its meeting held on 17<sup>th</sup> August, 2020 had appointed Mrs. Usha Sindhu (DIN 00033930) as additional director of the Company who holds office as such upto ensuing Annual General Meeting pursuant to provisions of section 161 and other applicable provisions of the Companies Act, 2013 and Articles of Association. The Company has received a notice from a member proposing her candidature for the office of Director along with requisite deposits pursuant to the provision of section 160 of the Companies Act, 2013. She fulfills all criteria of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the provisions of section 149(6) of Companies Act, 2013 for appointment as Woman Non-Executive Director of the Company.

The Nomination and Remuneration Committee (NRC) of the Board of Directors on the basis of the report of performance evaluation, has recommended appointment of Mrs. Usha Sindhu as Director of the Company who is liable to retire by rotation.

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The Board, on the recommendation of the Nomination and Remuneration Committee, considered that, given her background and experience, Mrs. Usha Sindhu would be beneficial to the Company and it is desirable to appoint her as a Non- Executive Non- independent Director of the Company. Accordingly, it is proposed to appoint Mrs. Usha Sindhu as Director of the Company, is liable to retire by rotation, on the Board of the Company.

Mrs. Usha Sindhu is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given her consent to act as a director.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members

## **Item No. 4**

The Board of Directors of the Company at its meeting held on 02<sup>nd</sup> September, 2020 had appointed Mr. Ramesh Shah (DIN 00029864) as additional director (Independent Director) of the Company who holds office pursuant to the provisions of section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or last date of Annual General Meeting for the financial year ended 2019-20 should have been held, whichever is earlier. He fulfils all criteria of Listing Regulations as well as the provisions of section 149(6) of Companies Act, 2013 for appointment as Independent Director of the Company. He has also given declaration that he fulfils and complies with all the conditions specified in the Section 149(6) of Companies Act, 2013 making him eligible to be appointed as Independent Director of the Company at ensuing Annual General Meeting.

The Nomination and Remuneration Committee (NRC) of the Board of Directors on the basis of the report of performance evaluation, has recommended appointment of Mr. Ramesh Shah as an Independent Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, Mr. Ramesh Shah would be beneficial to the Company and it is desirable to appoint him as an Independent Director. Accordingly, it is proposed to appoint Mr. Ramesh Shah as an Independent Director of the Company, not liable to retire by rotation, for a term of 3(Three) consecutive years upto 01<sup>st</sup> September, 2023, on the Board of the Company.

Mr. Ramesh Shah is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Mr. Ramesh Shah that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Copy of draft letter of appointment of Mr. Ramesh Shah setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

## **Item No.5 & 6**

As per the Regulation 23 of SEBI Listing Regulation (LODR) 2015 (the "Regulation") all the material related party transactions shall require approval of the unrelated members through Ordinary Resolution.

Further, as per the Regulation 23 of SEBI Listing Regulation (LODR) 2015 a transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statement.

Members are requested to further note that the transactions entered into between the related parties for sale, purchase or supply of any goods or materials, leasing property of any kind and availing or rendering of services shall be material in nature and hence unrelated shareholders approval shall be required.

The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the proposed transactions put up for approval are in ordinary course of business and at arm's length.

The details as per the provisions of Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 for the related party transactions are as under:

S No.	Name of Related	Name of the director or key managerial	Nature of relationship	Nature, material terms, monetary value and	Any other information
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# SINDHU TRADE LINKS LIMITED

129, Transport Centre, Punjabi Bagh, Rohtak Road, New Delhi - 110035

	Party	personnel who is related, if any.		particulars of the contract or arrangement	relevant or important for the members to take decision on the proposed resolution
1	ACB (India) Limited	<ul style="list-style-type: none"><li>Sh. Rudra Sen Sindhu, Sh. Vir Sen Sindhu and Sh. Vrit Pal Sindhu are common directors.</li><li>Sh. Satya Pal Sindhu, Director of the Company is relative of the above-mentioned Directors.</li></ul>	Enterprise is a Related party / Group Company as per Companies Act, 2013	Contract involving sale, purchase or supply of any goods or materials, leasing property of any kind and availing or rendering of services (transportation and allied services). The said transactions are material in nature aggregating to approx. Rs. 300 Crores.	All transactions carried are on arms length basis in the ordinary course of business.
2	Sainik Mining And Allied Services Limited	<ul style="list-style-type: none"><li>Sh. Rudra Sen Sindhu, Sh. Vir Sen Sindhu and Sh. Vrit Pal Sindhu are common directors.</li><li>Sh. Kuldeep Singh Sindhu is a common independent director.</li><li>Sh. Satya Pal Sindhu, Director of the Company is relative of the above-mentioned Directors</li></ul>	Enterprise is a Related party / Group Company as per Companies Act, 2013	Contract involving sale, purchase or supply of any goods or materials, leasing property of any kind and availing or rendering of services (transportation and allied services). The said transactions are material in nature aggregating to approx. Rs. 350 Crores.	All transactions carried are on arms length basis in the ordinary course of business.

The above Contracts/arrangements/transactions are approved by the Audit Committee and the Board.

As per the Second proviso to Section 188(1) of the Act and Regulation 23(4) of the Listing Regulations, if any member is a related party in any contract or arrangement, then that party shall not vote on the ordinary resolution, whether the party is a related party to the particular transaction or not. Therefore, the promoter groups will not vote on the above resolutions.

None of the Directors or Key Management Personnel or their relatives are, in any way, deemed to be concerned or interested except those mentioned above and to the extent of their shareholding in the Company.

The relevant documents and registers shall be made available at the registered office as well as corporate office of the Company for inspection during the business hours 09.30AM to 06.00 PM Monday to Saturday and also at the meeting.

The Board recommends the resolution as set out at Item No. 5 & 6 of the Notice for approval by the unrelated shareholders.

By order of the Board of Directors  
For Sindhu Trade Links Limited

Place: New Delhi  
Date: 04.12.2020

Sd/-  
Suchi Gupta  
Company Secretary  
ACS No.-26066

# SINDHU TRADE LINKS LIMITED

**129, Transport Centre, Punjabi Bagh, Rohtak Road, New Delhi - 110035**

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief Profile of Director being appointed or re-appointed:

<b>Name of Director</b>	<b>Mr. Rudra Sen Sindhu</b>
<b>Date of Birth</b>	02.02.1956
<b>Date of Appointment</b>	01.12.2012
<b>Experience</b>	38 years
<b>Expertise in specific functional areas</b>	<p>He joined the Indian Army in the year 1977. After completing short service commission period of 5 Years, he joined his family concern M/s Mitter Sen &amp; Company which was then engaged in Iron-ore Mining.</p> <p>He has approximately 37 years of experience in the field of Coal Mining and Mining Logistics and setting up of operations of Power Plants and Non Banking Finance Business. He has business interest in a number of Companies engaged mainly in the business of mining and logistics, coal beneficiations, power generation, manufacturing of sponge iron and steel, stock broking, print media, finance and tourism. He has been the Chairman of Expert Committee on coal since 2008 and the Co-Chairman of the National Coal Committee of ASSOCHAM since 2009. He is also engaged in several charitable activities in the rural area.</p>
<b>Qualifications</b>	Bachelor's Degree in Arts
<b>Directorship in other Public Limited Companies excluding foreign companies and Section 8 companies)</b>	<ul style="list-style-type: none"> <li>➤ ACB (India)Limited</li> <li>➤ ACB (India) Power Limited</li> <li>➤ Aryan Energy Private Limited</li> <li>➤ Sainik Mining And Allied Services Limited</li> <li>➤ Paramitra Holdings Limited</li> <li>➤ Sainik Finance &amp; Industries Limited</li> <li>➤ Hari Bhoomi Communications Private Limited</li> <li>➤ Legend Travels Private Limited</li> </ul>
<b>Memberships/ Chairmanships of committees of other Public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	<p>Audit Committee :</p> <ul style="list-style-type: none"> <li>➤ Sainik Finance &amp; Industries Limited - Member</li> <li>➤ Aryan Energy Private Limited – Chairman</li> </ul>
<b>b) Share transfer And Investor Grievance Committee</b>	<p>Stakeholder's Relationship Committee</p> <ul style="list-style-type: none"> <li>➤ ACB(India) Limited - Member</li> <li>➤ Sainik Finance &amp; Industries Limited - Member</li> </ul>
<b>No. of Shares held</b>	2930300
<b>Relationship with any other Director(s) of the Company</b>	<p>He is the brother of the following director:</p> <ul style="list-style-type: none"> <li>➤ Satya Pal Sindhu</li> </ul>

# SINDHU TRADE LINKS LIMITED

## 28<sup>TH</sup> DIRECTOR'S REPORT

### STATUS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE

The subsidiaries in which the shareholding of the Company is presently more than half of the nominal capital of the Company as per section 2(87) of the Companies Act, 2013 are:

- **Hari Bhoomi Communications Private Limited** is a Private Limited Company incorporated on 08.05.2007 by Registrar of Companies, National Capital Territory of Delhi and Haryana. The company is engaged in Publication of daily newspaper of Hindi in the State of Chhattisgarh, Madhya Pradesh, Delhi and Haryana, Bhopal under the name "Hari Bhoomi" and a TV channel namely "JANTA TV".

#### **Specialised Areas:**

This newspaper contains news of current events, informative articles, diverse features and advertising. It has contributed immensely in the field of media through its eye-opening articles and independent views. "Hari Bhoomi" was started initially as a Weekly in 1996 but later on in 1998 it became a Daily. It was the first Daily to be published from Rohtak (Haryana). "Hari Bhoomi" launched its first edition in Chhattisgarh in 2001 from Bilaspur and added Raipur in 2002. Hari Bhoomi started its Jabalpur Edition in 2008. Very recently, Hari Bhoomi started its edition from Raigarh (Chhattisgarh) and Bhopal.

Hari Bhoomi is a member of Indian Newspaper Society, Audit Bureau of Circulations (Two esteemed organizations of Newspapers/Magazines/Advertising Agencies/Advertisers) and also member of MRUC (Media Research Users Council), an organization conducting Indian Readership Survey.

#### **% of Holding by the Company:**

The present authorised share capital of the company is Rs. 3,10,00,000/- divided into 31,00,000 equity shares of Rs. 10/- each. The present paid-up share capital of the company is Rs. 3,03,57,000/- divided into 30,35,700 equity shares of Rs. 10/- each. STLL is holding 84.68% of the nominal capital of HBCPL.

- **Indus Automotives Private Limited:** A Private Limited Company incorporated on July 05, 2010 by Registrar of Companies, National Capital Territory of Delhi and Haryana. The company acts from manufacturers to retailers, storers and warehousers, importers, exporters, repairers, hirers in