

# SINDHU TRADE LINKS LIMITED

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

Notice is hereby given that the 25th Annual General Meeting of the Company will be held on 28<sup>th</sup> September, 2017 at 10:30 A.M. at the Farm House of M/s Kapil Construction Private Limited, Kishangarh - Mehrauli Road, Near Maa Anandmai Ashram, New Delhi – 110057 to transact the following business:

## **AS ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2017 (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, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vrit Pal Sindhu, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Divyank Khullar & Associates, Chartered Accountants (Firm Registration No. 025755N), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s Nagar Goel & Chawla, Chartered Accountants (Firm Registration No. 009933N), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Thirtieth (30th) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

## **AS SPECIAL BUSINESS**

5. **To Regularize Mrs. Promila Bhardwaj (06428534) as a Woman Independent Director 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** Mrs. Promila Bhardwaj (DIN: 06428534), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> October, 2016 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 Mrs. Promila Bhardwaj, 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> October, 2016 up to 27<sup>th</sup> October, 2019, be and is hereby approved.”

6. **To Re-appoint Mr. Kuldip Singh Sindhu (DIN 00062063) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION.**

**“RESOLVED THAT** Mr. Kuldip Singh Sindhu (DIN: 00062063), who holds office up to the date of this Annual General Meeting under Section 150 of the Companies Act, 2013 ('the Act') and Article 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 THAT** pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended from time to time appointment of Mr. Kuldip Singh Sindhu (DIN 00062063), who has submitted a declaration that he 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, to hold office for a term up to the 28<sup>th</sup> Annual General Meeting of the Company.

7. **To Re-appoint Mr. Ram Niwas Hooda (DIN 05137074) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION.**

**“RESOLVED THAT** Mr. Ram Niwas Hooda (DIN: 05137074), who holds office up to the date of this Annual General Meeting under Section 150 of the Companies Act, 2013 ('the Act') and Article 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.

# SINDHU TRADE LINKS LIMITED

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended from time to time appointment of Mr. Ram Niwas Hooda (DIN 05137074), who has submitted a declaration that he 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, to hold office for a term up to the 28<sup>th</sup> Annual General Meeting of the Company.

**8. To Re-appoint Mr. Samay Ram (DIN 00663816) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION.**

“RESOLVED THAT Mr. Samay Ram (DIN: 00663816), who holds office up to the date of this Annual General Meeting under Section 150 of the Companies Act, 2013 (‘the Act’) and Article 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 THAT pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended from time to time appointment of Mr. Samay Ram (DIN 00663816), who has submitted a declaration that he 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, to hold office for a term up to the 28<sup>th</sup> Annual General Meeting of the Company.

**9. Approval Of Related Party Transactions With Sainik Mining And Allied Services Limited Amounting To Rs. 35.19 Crores For The Financial Year 2016-17, 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 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 2016-17 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

**10. Approval Of Related Party Transactions With V.V. Transport Amounting To Rs. 11.14 Crores For The Financial Year 2016-17 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 and availing or rendering of services with V.V. Transport during the financial year 2016-17 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.”

**11. Approval Of Related Party Transactions With Sainik Mining And Allied Services Limited Amounting To Rs. 280 Crores (Approx.) For The Financial Year 2017-18, 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 institutions or bodies,

# SINDHU TRADE LINKS LIMITED

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

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 2017-18 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.

**12. Approval Of Related Party Transactions With ACB(India) Limited Amounting To Rs. 300 Crores (Approx.) For The Financial Year 2017-18, 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 2017-18 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.”

**13. Approval Of Related Party Transactions With V.V. Transport Amounting To Rs. 200 Crores (Approx.) For The Financial Year 2017-18 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 and availing or rendering of services with V.V. Transport during the financial year 2017-18 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.”

**14. Approval Of Related Party Transactions With Param Mitra Resources Pte Limited Amounting To Rs.200 Crores (Approx.) For The Financial Year 2017-18 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 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 investment in the subsidiary of the Company i.e. M/s Param Mitra Resources Pte. Limited during the financial year 2017-18 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.”

**15. Issue of Unsecured/Secured Non-Convertible Bonds/ Debentures through Private Placement as per the provisions of the Companies Act, 2013 and Rules made thereunder and in this regard to consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-**

**“RESOLVED THAT** in accordance with the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws including the SEBI (Issue & Listing of Debt Securities) (Amendment) Notification, 2012 and other applicable SEBI regulations and guidelines, the provisions of

# SINDHU TRADE LINKS LIMITED

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

the Memorandum and Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, including the approval of any long term lenders and trustees of Debenture Holders, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board, consent of the Company be and is hereby accorded to raise funds through Private Placement of Unsecured/Secured Non-Convertible Bonds/Debentures upto Rs. 200 crores during the Financial Year 2017-18, in one or more tranches, to such person or persons, who may or may not be the bond/ debenture holders of the Company, as the Board (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) may at its sole discretion decide, including eligible investors (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including Non-resident Indians, Foreign Institutional Investors (FIIs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Bodies Corporate, Companies, private or public or other entities, authorities and to such other persons in one or more combinations thereof through Private Placement in one or more tranches and including the exercise of a green-shoe option (within the overall limit of Rs. 200 Crores, as stated above), if any, at such terms as may be determined under the guidelines as may be applicable, and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to Private Placement of unsecured/secured non-convertible bonds/debentures, Mr. Satya Pal Sindhu, Managing Director, Mr. Rudra Sen Sindhu, Director, Mr. Vikas Singh Hooda, CFO of the Company be and are hereby authorized severally to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force."

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

**Place: New Delhi  
Date: 28.08.2017**

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

# SINDHU TRADE LINKS LIMITED

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

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEEDS NOT TO BE A MEMBER OF THE COMPANY.**

*A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided that a member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such other person shall not act as proxy of any other member.*

*A proxy, in order to be effective, must be received at the office of the Company's Registrar and Share Transfer Agent- Indus Portfolio Private Limited at G-65, Bali Nagar, New Delhi-110015 not less than 48 hours before the commencement of the meeting. A blank proxy form and attendance slip is enclosed and can also be downloaded from the website of the Company. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.*

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The relevant details as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment / re-appointment as Directors under item No. 2 & 3 of the Notice are also annexed herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2017 to Thursday, 28<sup>th</sup> September, 2017, (both days inclusive).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Members are requested to notify any change of address/ residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number:
  - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
  - b. To Registrar and Share Transfer Agent of the Company- **Indus Portfolio Private Limited** whose office is located at **at G-65, Bali Nagar, New Delhi-110015**, in respect of shares in physical form.
7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
11. Kindly bring your copies of the Annual Report to the meeting.
12. In case of joint holders attending the meeting, 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.
13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Company's Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
14. Electronic copy of the Annual Report for the financial period ended 31.03.2017 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
15. Electronic copy of the Notice of the 25<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Members has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice of the 25<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

# SINDHU TRADE LINKS LIMITED

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

16. Members may also note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report for the financial period ended on 31.03.2017 will also be available on the Company's website [www.sindhutrade.com](http://www.sindhutrade.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office/Corporate Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor email id: [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com).
17. As per the "Green Initiative" taken by the MCA (Ministry of Corporate Affairs), the Members having shares in physical form are requested to register their email ids with Registrar and Share Transfer Agent of the Company and for shares in dematerialized form with their respective depositories. In case of any change, kindly intimate accordingly for efficiency of operations.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, Sundays and Bank Holidays , up to and including the date of the Annual General Meeting of the Company.
19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
20. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the Registered office/Corporate office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com)
21. In terms of requirements of Secretarial Standard - 2 on "General Meeting" issued by the Institute of Company Secretaries of India and approved and notified by Central Government of India, a route MAP for the location of the aforesaid General meeting is annexed herewith.

## 22. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide Members facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Members receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:
  - i. Open email and open PDF file viz; "Sindhu Trade e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - ii. Open internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on Shareholder - Login
  - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - vii. Select "EVEN" of Sindhu Trade Links Limited.
  - viii. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [r.gulati64@gmail.com](mailto:r.gulati64@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Members receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/

# SINDHU TRADE LINKS LIMITED

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

Depository Participants(s) or requesting physical copy] :

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (E Voting Event Number)      USER ID      PASSWORD/PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

**II.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**III.** If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

**IV.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

C. Other Instructions:

**I.** The e-voting period commences on Saturday, 23<sup>rd</sup> September, 2017 (9:00 am IST) and ends on Wednesday, 27<sup>th</sup> September, 2017 (5:00 pm IST). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**II.** The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22<sup>nd</sup> September, 2017.

**III.** Mr. Rajesh Gulati, Chartered Accountant (Membership No. 089046) has been appointed as the Scrutinizer to scrutinize the e-voting process (including postal ballot forms) in a fair and transparent manner.

**IV.** The Facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e- voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.

**V.** The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

**VI.** Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Rajesh Gulati, Practicing Chartered Accountant, (Membership No. 89046), at the Corporate Office of the Company not later than Thursday, 28<sup>th</sup> September, 2017 (5.00 p.m. IST).

**VII.** Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Corporate Office of the Company not later than Wednesday, 27<sup>th</sup> September, 2017 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

**VIII.** A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

**IX.** The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**X.** The Results shall be declared on or after the AGM of the Company. The Results declared alongwith 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 within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

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

**Place: New Delhi**  
**Date: 28.08.2017**

Sd/-

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

# SINDHU TRADE LINKS LIMITED

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

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

### Item No.5

The Board of Directors of the Company at its meeting held on 28<sup>th</sup> October, 2016 had appointed Mrs. Promila Bhardwaj (DIN 06428534) 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 Independent Director of the Company. She has also given declaration that she fulfills and complies with all the conditions specified in the Section 149(6) of Companies Act, 2013 making her eligible to be appointed as a Woman Independent Director of the Company at ensuing Annual General Meeting.

### Item 6 to 8

As per the applicable provisions of the Section 149 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and other applicable provisions, if any, with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

The Board of Directors of the Company have adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and hence appointed Mr. Kuldip Singh Sindhu, Mr. Samay Ram and Mr. Ram Niwas Hooda as their independent directors for a term of three years.

The first term of Independent Directors has come to an end in the ensuing Annual General Meeting to be held on 28<sup>th</sup> September, 2017 and the Independent Directors have given their declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their re-appointment for another term of three years as an Independent Directors of the Company. These Directors are not disqualified from being reappointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

A brief profile of Independent Directors to be re-appointed, including nature of their expertise and other disclosure as required under SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, is provided at Annexure A of this Notice.

The Board recommends the resolution in relation to the re-appointment of these Directors as an Independent Directors, for the approval by the Shareholders of the Company

### Item No.9

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 Party	Name of the director or key managerial personnel who is related, if any.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take decision on the proposed resolution
1	Sainik Mining And Allied Services Limited	Mr. Rudra Sen Sindhu, Mr. Vir Sen Sindhu and Mr. Vrit Pal Sindhu are common directors.  Sh. Kuldip Singh	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, availing or rendering of services (transportation and allied services) The said transactions	All transactions are carried out on arms length basis in the ordinary course of business.  The company at an Annual General Meeting held on 30.09.2016 took the approval



# SINDHU TRADE LINKS LIMITED

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

		<p>Sindhu is a common independent director.</p> <p>Sh. Satya Pal Sindhu, Director of the Company is relative of the above-mentioned Directors.</p>		<p>are material in nature aggregating to Rs. 35.19 Crores.</p>	<p>of a related party transaction with the Sainik Mining And Allied Services Limited amounting to Rs.200 Crores. However, as per the Audited financials of the Company for the financial year ending 31.03.2017 duly approved at the meeting of the Board of Directors held on 30<sup>th</sup> day of May, 2017, the total amount of transaction entered into was 235.19 Crores. Henceforth, the company has applied for the approval of the shareholders for the remaining amount of Rs. 35.19 Crores as per the prescribed guidelines.</p>
--	--	--	--	--	--

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 ( except forth Saturday) and also at the meeting.

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

## **Item No.10**

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 Party	Name of the director or key managerial personnel who is related, if any.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take decision on the proposed resolution
1	V.V. Transport	Sh. Vir Sen Sindhu and Sh. Vrit Pal Sindhu, Directors of the Company are also partners in the firm.	Enterprise is a Related party / Group Company as per Companies Act, 2013.	Contract involving sale, purchase or supply of any goods or materials and availing or rendering of services (transportation and allied services). The said transactions are material in nature aggregating to approx. Rs. 11.14 Crores.	<p>All transactions are carried out on arms length basis in the ordinary course of business.</p> <p>The company at an Annual General Meeting held on 30.09.2016 took the approval of a related party transaction with the V. V. Transport amounting to Rs. 150 Crores. However, as per the Audited financials of the Company for the financial year ending</p>

# SINDHU TRADE LINKS LIMITED

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

					31.03.2017 duly approved at the meeting of the Board of Directors held on 30 <sup>th</sup> day of May, 2017, the total amount of transaction entered into was 161.14 Crores. Henceforth, the company has applied for the approval of the shareholders for the remaining amount of Rs. 11.14 Crores as per the prescribed guidelines.
--	--	--	--	--	--

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 ( except forth Saturday) and also at the meeting.

The Board recommends the resolution as set out at Item No. 7 of the Notice for approval by the unrelated shareholders.

## **Item No.11, 12 &13**

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 Party	Name of the director or key managerial personnel who is related, if any.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information 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. Kuldip Singh Sindhu is a common independent director.</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	All transactions carried are on arms length basis in the ordinary course of business.

# SINDHU TRADE LINKS LIMITED

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

		<ul style="list-style-type: none"> <li>Sh. Satya Pal Sindhu, Director of the Company is relative of the above-mentioned Directors</li> </ul>		said transactions are material in nature aggregating to approx. Rs. 280 Crores.	
3	V.V Transport	Sh. Vir Sen Sindhu and Sh. Vrit Pal Sindhu, Directors of the Company are also partners in the firm.	Enterprise is a Related party / Group Company as per Companies Act, 2013.	Contract involving sale, purchase or supply of any goods or materials and availing or rendering of services (transportation and allied services). The said transactions are material in nature aggregating to approx. Rs. 200 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. 8, 9 & 10 of the Notice for approval by the unrelated shareholders.

## **Item No.14**

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 party for the investment in the capital of the subsidiary 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:

Sl. No.	Name of Related Party	Name of the director or key managerial personnel who is related, if any.	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take decision on the proposed resolution
1	Param Mitra Resources Pte Limited	-	Enterprise is a Subsidiary as per Companies Act,2013	Contract involving investment in the capital of the Company. The said transactions are material in nature aggregating to approx. Rs. 200 Crores.	All transactions are carried out 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.

# SINDHU TRADE LINKS LIMITED

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

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. 11 of the Notice for approval by the unrelated shareholders.

## **Item No. 15**

In order to meet the working capital requirements of the Company it was proposed to issue Non-convertible Debentures/Bonds to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors. The amount to be raised by way of issue of Non-convertible Debentures on a private placement basis however shall not exceed Rs. 200 crores (Rupees Two Hundred Crores Only) in aggregate.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a company to pass a previous special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches. Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board (including any Committee of the Board) to issue Non-convertible Debentures/Bonds during the Financial year 2016-17 on private placement basis upto Rs. 200 Crores as stipulated above, in one or more tranches.

Further, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board, shall be authorized to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 10 of the Notice.

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. 10 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: 28.08.2017**

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:

Name of Director	Mr. Rudra Sen Sindhu	Mr. Vrit Pal Sindhu
<b>Date of Birth</b>	02.02.1956	05.02.1965
<b>Date of Appointment</b>	01.12.2012	19.03.2012
<b>Experience</b>	35 years	30 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 35 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 beneficiation, 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>	<p>He completed his Graduation in Bachelor's of Arts from Barkatullah University, Bhopal. He has approximately 30 years of experience in the field of coal mining and mining logistics.</p> <p>He is associated with our Company since last 5 years as the Executive Director. A versatile personality, he holds executive position in many other Companies. He is responsible for overseeing the operations of our Company in the Chhattisgarh region. His energy, quick decisions coupled with pragmatic and optimistic approach to work and humane areas has helped to espouse the Company in a substantial way.</p> <p>He has business interests in number of companies engaged mainly in mining &amp; logistics, coal beneficiation, power generation, stock broking, media and finance.</p>
<b>Qualifications</b>	Bachelor's Degree in Arts	Bachelor's Degree in Arts from Barkatullah University, Bhopal
<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>➤ Param Mitra Investments 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>	<ul style="list-style-type: none"> <li>➤ ACB (India) Limited</li> <li>➤ Aryan Clean Coal Technologies Private Limited</li> <li>➤ Sainik Mining &amp; Allied Services Limited</li> <li>➤ ACB (India) )Power Limited</li> <li>➤ Aryan Energy Private Limited</li> <li>➤ Paramitra Holdings 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>	2910400	3710976
<b>Relationship with any other Director(s) of the Company</b>	<p>He is the brother of the following directors:</p> <ul style="list-style-type: none"> <li>➤ Vir Sen Sindhu</li> <li>➤ Vrit Pal Sindhu</li> <li>➤ Satya Pal Sindhu</li> <li>➤ Dev Suman Sindhu</li> </ul>	<p>He is the brother of the following directors:</p> <ul style="list-style-type: none"> <li>➤ Rudra Sen Sindhu</li> <li>➤ Vir Sen Sindhu</li> <li>➤ Satya Pal Sindhu</li> <li>➤ Dev Suman Sindhu</li> </ul>

# SINDHU TRADE LINKS LIMITED

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

**Annexure pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.  
Particulars of Independent Directors proposed to be re-appointed/regularized at the 25th Annual General Meeting**

Name of Director	Mr. Kuldip Singh Sindhu	Mr. Ram Niwas Hooda	Mrs. Promila Bhardwaj	Mr. Samay Ram
<b>Date of Birth</b>	02.02.1948	15.08.1959	25.12.1954	02.08.1939
<b>Date of Appointment</b>	19.03.2012	25.11.2011	28.10.2016	20.08.2014
<b>Experience</b>	48 years	33 years	38 years	47 years
<b>Expertise in specific functional areas</b>	He has served his services in army for 39 years. He has Approx 7 years experience in IT sector – as Vice President RESO with IBM India. General Administration, Logistics, and Security operations. Added experience in Real Estate leasing, site operations & transport operations. He is associated as an Independent Director with the Company.	An Advocate by profession and former president of Bar Association of Rohtak, he is a well known personality in social and professional circles in Rohtak as well as adjacent areas. He has an experience of more than 6 years in the Law Department of Maharishi Dayanand University, Rohtak. He is associated as an Independent Director with the Company.	She joined the Indian Revenue Services in 1979. She served in the Income Tax Department, Ministry of Finance, Government of India and retired as Director General of Income Tax. She has extensive experience of heading functions including international taxation, transfer pricing, investigation, examination of accounts with respect to foreign as well as domestic companies, non-residents as well as resident taxpayers, detection of fraud, tax policy formulation, human resource management, training, comprehensive computerization of the department, targeted at promoting non adversarial tax regime and better taxpayer services.	He was commissioned into the Grenadiers on December 17, 1961. He was the military adviser at the Indian Embassy at Kabul. He was conferred with the Uttam Yudh Seva Medal, Ati Vishist Seva Medal and Vishist Seva Medal by the President of India. He has been chairman of Central Board for Workers' Education under the Ministry of Labour and Employment, Director of Indian Farmers Fertiliser Cooperative Limited under Ministry of Fertilizer and director of National Aluminium Company Limited under Ministry of Mines. He is associated as an Independent Director with the Company.
<b>Qualifications</b>	FA, MSc (Def Studies)	Bachelor of Arts from Maharishi Dayanand University, Rohtak  Master of Arts from Maharishi Dayanand University, Rohtak.  LLB from Maharishi Dayanand University, Rohtak in 1984.  Ph.D from Maharishi Dayanand University, Rohtak in Modern History in the year 1993.	Bachelors Degree in English from Punjab University, Pujnab in 1972  Master of Arts from Punjab University, Punjab in 1979  Master of Philosophy in Social Science from Punjab University, Punjab in 2004  Masters Diploma in Public Administration in 2004	He holds a Master's Degree in Military Sciences from Madras University.
<b>Directorship in other Public Limited Companies</b>	Sainik Mining & Allied Services Limited Aryan M.P. Power Generation Private Limited SFI Parcel Services Private Limited SV Power Private Limited TRN Energy Private Limited	None	Spectrum Coal & Power Limited Maruti Clean Coal & Power Limited ACB (India) Power Limited	ACB (India) Power Limited Aryan Energy Private Limited Aryan M.P. Power Generation Private Limited SFI Parcel Services Private Limited
<b>Chairman/ Members of the Committee of the Board of Directors as on March 31, 2017</b>				

# SINDHU TRADE LINKS LIMITED

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

a) Audit Committee-	<b>Member:</b> Aryan M.P. Power Generation Private Limited TRN Energy Private Limited Sainik Mining & Allied Services Limited SV Power Private Limited SFI Parcel Private Limited	None	<b>Member:</b> Spectrum Coal & Power Limited ACB (India) Power Limited	<b>Member:</b> ACB (India) Power Limited Aryan M.P. Power Generation Private Limited Aryan Energy Private Limited SFI Parcel Services Private Limited
b) Share transfer And investor Grievance Committee	None	None	None	None
c) Remuneration Committee	<b>Member:</b> Aryan M. P. Power Generation Private Limited TRN Energy Private Limited Sainik Mining & Allied Services Limited SV Power Private Limited <b>Chairman:</b> SFI Parcel Private Limited	None	None	<b>Member:</b> ACB (India) Power Limited Aryan M. P. Power Generation Private Limited SFI Parcel Private Limited <b>Chairman:</b> Aryan Energy Private Limited
d) Finance Committee	None	None	None	None
e) Executive Director Committee	None	None	None	None
No. of Shares held	None	None	None	None