

SATYA SHYAM TRADING LIMITED

Regd. Office: 110- Siyaganj, Indore MP 452007

CIN: - U51102MP1984PLC002664

E Mail ID: shyamsaty@rediffmail.com; Tel/Fax: 0731-2533410

Website: <https://satyashyam.com>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Members of SATYA SHYAM TRADING LIMITED (CIN: U51102MP1984PLC002664) scheduled to be held on Monday, September 30, 2019 at 11:00A.M. at the Registered office of the Company at 110, Siyaganj, Indore- 452007 (M.P.) to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Binod Kumar Bansal (DIN: 00545240) who retires by rotation and being eligible, offers herself for re-election.

SPECIAL BUSINESS:-

3. TO APPROVE RE-APPOINTMENT AND REMUNERATION OF MR. SHIV PRASAD AGARWAL (DIN00545387) AS A MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule - V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board, the members of the Company hereby accord its approval to re-appoint Mr. Shiv Prasad Agarwal as Managing Director of the Company, for a period of Three years with effect 01/04/2019 to 31/03/2022 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

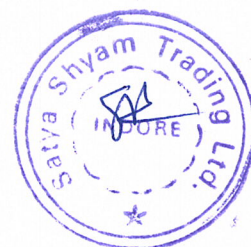
(1) Salary-

Monthly basic salary of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) in the scale of Rs. 1,50,000 - 25,000 - 2,25,000

In the event of loss or inadequacy of profits of the Company in any year, the Managing Director shall be entitled to payment by way of salary and perquisites as specified above subject to the restrictions specified in Schedule V to the Act.

The Company shall pay to the Managing Director compensation for loss of office, or as consideration for loss of office or retirement from office or in connection with such loss or retirement, in accordance with the provisions of Section 191 and 202 of the Act.

Either party shall be entitled to terminate the appointment by giving 90 days notice in writing to the other. The Managing Director shall not be entitled to Sitting Fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.



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RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Shiv Prasad Agarwal, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above subject to the restrictions set out in Schedule V of Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase and / or vary the terms and conditions aforesaid within the limitations specified in that behalf in Schedule V to the Act or any statutory modification or re-enactment thereof for the time being in force or otherwise as may be permissible at law;

RESOLVED FURTHER THAT the Managing Director shall not be liable to retire by rotation as long as he continues to be Managing Director of the Company;

AND RESOLVED LASTLY THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution."

4. **TO APPROVE RE-APPOINTMENT AND REMUNERATION OF SHRI ASHOK KUMAR BANSAL (DIN:00545265) AS AWHOLE-TIME DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule - V and any other applicable provisions, (if any) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee to the Board of Directors and approval thereof by the Board, approvals of the members of the Company be and is hereby accorded to re-appoint Shri Ashok Kumar Bansal (DIN: 00545265), as Whole Time Director of the Company, for a period of Three years with effect from 01/04/2019 to 31/03/2022 on the remuneration and perquisites set out hereunder with liberty to the Board (which term shall include any committee constituted by the Board) from time to time to alter the said terms and conditions and to revise upwards the salary and perquisites as herein mentioned in such manner as may be decided by the Board in the best interest of the Company and as may be permissible at law viz:-

(1) Salary-

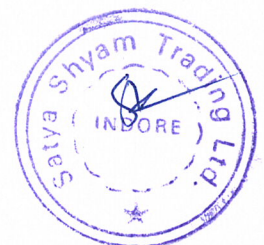
Monthly basic salary of Rs.1,45,000/- (Rupees One Lac Forty Five Thousand only) in the scale of Rs 1,45,000 - 25,000 - 2,20,000

In the event of loss or inadequacy of profits of the Company in any year, the Whole Time Director shall be entitled to payment by way of salary and perquisites as specified above subject to the restrictions specified in Schedule V to the Act.

The Company shall pay to the Whole Time Director compensation for loss of office, or as consideration for loss of office or retirement from office or in connection with such loss or retirement, in accordance with the provisions of Section 191 and 202 of the Act.

Either party shall be entitled to terminate the appointment by giving 90 days notice in writing to the other. The Whole Time Director shall not be entitled to Sitting Fees for attending meetings of the Board of Directors of the Company or any Committee or Committees thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Ashok Kumar Bansal, the Company has no profits or its profits are inadequate, the Company will pay remuneration by



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way of salary and perquisites as specified above subject to the restrictions set out in Schedule V of Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase and / or vary the terms and conditions aforesaid within the limitations specified in that behalf in Schedule V to the Act or any statutory modification or re-enactment thereof for the time being in force or otherwise as may be permissible at law;

RESOLVED FURTHER THAT the Whole Time Director shall be liable to retire by rotation as long as he continues to be Whole Time Director of the Company;

AND RESOLVED LASTLY THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this resolution."

5. TO APPROVE APPOINTMENT AND REMUNERATION OF SHRI VINOD KUMAR DAGA AS A CHIEF FINANCIAL OFFICER OF THE COMPANY

RESOLVED THAT pursuant to Section 2(19), 2(51) & Section 203 read with rule made there under and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force Shri Vinod Kumar Daga, who is holding the office as Independent director of the Company be and is hereby appointed as Director and Chief Financial Officer (CFO) w.e.f. 30/05/2019 at a monthly remuneration of Rs.25,000/- to perform the duties assigned to him by the Board of Directors from time to time.

FURTHER RESOLVED THAT the remuneration payable to Shri Vinod Kumar Daga be continued and revised from time to time by the Board of Directors or Remuneration Committee of the company.

AND RESOLVED LASTLY THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this resolution."

6. TO APPROVE APPOINTMENT OF SHRI KANHAIYA SHARMA (PAN ENSPS8257L) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Kanhaiya Sharma (PAN- ENSPS8257L), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th May, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Kanhaiya Sharma, a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of 3 years, commencing with effect from 30th May, 2019 to 29th May, 2022."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Siddharth Bansal, Director of the company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all



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such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as Mr. Siddharth Bansal may in his sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

By Order of the Board of Directors

S. P. Agarwal

Shiv Prasad Agarwal
Managing Director
DIN: 00545387

Place: Indore

Date: 30/08/2019



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NOTES:-

1. A member entitled to attend and vote at the 35th Annual General Meeting ("The Meeting") is also entitled to appoint a Proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a Proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A person shall act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

If a person is appointed as Proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

Proxy holder shall prove his identity at the time of attending the meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
3. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department of Satya Shyam Trading Limited".
5. The cut-off date for 35th Annual General Meeting, i.e. those who are the members of the company as on 30th September, 2019 will be entitled to attend and vote in 35th Annual General Meeting of the company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 25/09/2019 to 30/09/2019.(Both days inclusive)
7. The route map showing directions to reach the venue of the 35th AGM is provided at the end of notice and also uploaded on the Website of the Company.
8. An Explanatory Statement pursuant to Section 102 of the Companies Act in respect of Item nos. 3 to 7 of the notice set out above is annexed hereto.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code (Magnetic Ink Character Recognition Code) and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. Pursuant to SEBI notification dated 5th July, 2018 amending Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; all the members who are holding



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shares of the Company in the Physical form are requested to convert their holdings in to dematerialized form as the transfer of securities would be carried out in dematerialized form only so the members who are holding shares in a physical form will not be eligible to transfer their shares.

12. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the Company- MCS Share Transfer Agent Limited 12/1/5, Manoharpukur Road, Kolkata-700026 [W.B.]
13. In accordance with the provisions of Section 72 of the Companies Act, 2013, the facility for making/ varying/ cancelling nominations is available to individuals, holding shares in a Company. Nomination can be made in Form SH-13 and any variation/ cancellation thereof can be made by giving notice in Form SH-14 prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from Registrar & Share Transfer Agent- MCS Share Transfer Agent Limited.
14. 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 their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrars and Transfer Agents of the Company.
15. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's Website: <https://satyashyam.com>
16. Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

By Order of The Board of Director

S. P. Agarwal

Shiv Prasad Agarwal
Managing Director
(DIN: 00545387)

Place: Indore
Date: 30/08/2019



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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

ITEM NO. 3 & 4

Since the year 1984 Mr. Shiv Prasad Agarwal and since the year 2000 Mr. Ashok Kumar Bansal are at the management and administration of the Company under the overall supervision, control and direction of the Board of Directors. Ever since under their supervision the Company is being functioned successfully. The appointments of Mr. Shiv Prasad Agarwal as Managing Director and Mr. Ashok Kumar Bansal as Whole Time Director for a period of Three years w.e.f. 01st April, 2016 till 31st March, 2019 were duly approved by the Shareholders vide Special Resolution. The existing term of the office of Mr. Shiv Prasad Agarwal as Managing Director and Mr. Ashok Kumar Bansal as Whole Time Director expires, hence it is proposed to Re-appoint Mr. Shiv Prasad Agarwal as Managing Director and Mr. Ashok Kumar Bansal as Whole Time Director for a period of Three years w.e.f. 01st April, 2019 till 31st March, 2022 upon the terms and conditions as set out in the resolution mentioned in this item of the notice.

The Nomination and Remuneration Committee at its meeting held on 25th March, 2019 had recommended the re-appointment of Mr. Shiv Prasad Agarwal as Managing Director and Mr. Ashok Kumar Bansal as Whole Time Director w.e.f. 01st April, 2019 till 31st March, 2022 for a period of Three years.

Considering their competence, experience as also the tremendous growth in the operations of the Company during their tenure and compared to the remuneration payable to other comparable personnel of other Corporate's in the country, the terms of their re-appointment and remuneration as set out in the resolution, and which may also be deemed to be a part of this explanatory statement, are considered to be quite just, fair and reasonable.

The Resolutions are accordingly recommended for your approval.

Item No.5

In View of the Listing of the company on Metropolitan Stock Exchange of India Limited, it has become necessary for the company to appoint a Chief Financial Officer (CFO) therefore the board recommends to appoint Mr Vinod Kumar Daga as the CFO of the company.

None of the Directors other than Mr. Vinod Kumar Daga, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.5 of the Notice.

Item No.6

Mr. Kanhaiya Sharma (PAN:ENSPS8257) was appointed as an Additional Director of the Company with effect from 30th May, 2019 by the Board of Directors under Section 161 of the Act and of the Articles of Association of the Company. In terms of Section 161(1) of the Act,

Mr. Kanhaiya Sharma holds office only up to the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Kanhaiya Sharma's appointment as a Director.

In terms of Section 149 and other applicable provisions of the Act, Mr. Kanhaiya Sharma is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to three consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment



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of Mr. Kanhaiya Sharma as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a term of 3 years up to 29th May 2022.

In the opinion of the Board, Mr. Kanhaiya Sharma fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kanhaiya Sharma as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Kanhaiya Sharma shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

None of the Directors other than Mr. Kanhaiya Sharma, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.6 of the Notice.

Other information as required under Section II of Schedule V of Companies Act, 2013 is as follows:

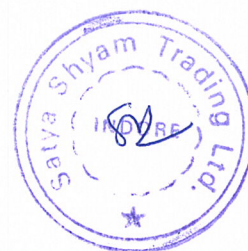
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

{Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015}

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") of the person seeking re-appointment as Director under Item No. 03 and 04 of the Notice is also annexed herewith.

Name	Shiv Prasad Agarwal	Ashok Kumar Bansal
DIN:	00545387	00545265
Date of Birth	20/08/1946	06/02/1959
Father's Name:	Late Shri Chandan mal Agarwal	Late Shri Chandan mal Agarwal
Date of appointment	29/12/1988	01/10/2000
Qualification	B.Sc.	MBA
Nature of his / her expertise in Specific functional areas	Tea Business	Tea Business
Relationship between directors inter-se	Brothers	Brothers
Directorship in other listed entities	NIL	NIL
Membership of Committees of other listed entities	NIL	NIL
Number of shares held in the Company	10112	4800

*Chairmanship/membership of the Audit Committee and Stakeholders Relationship Committee has been considered.



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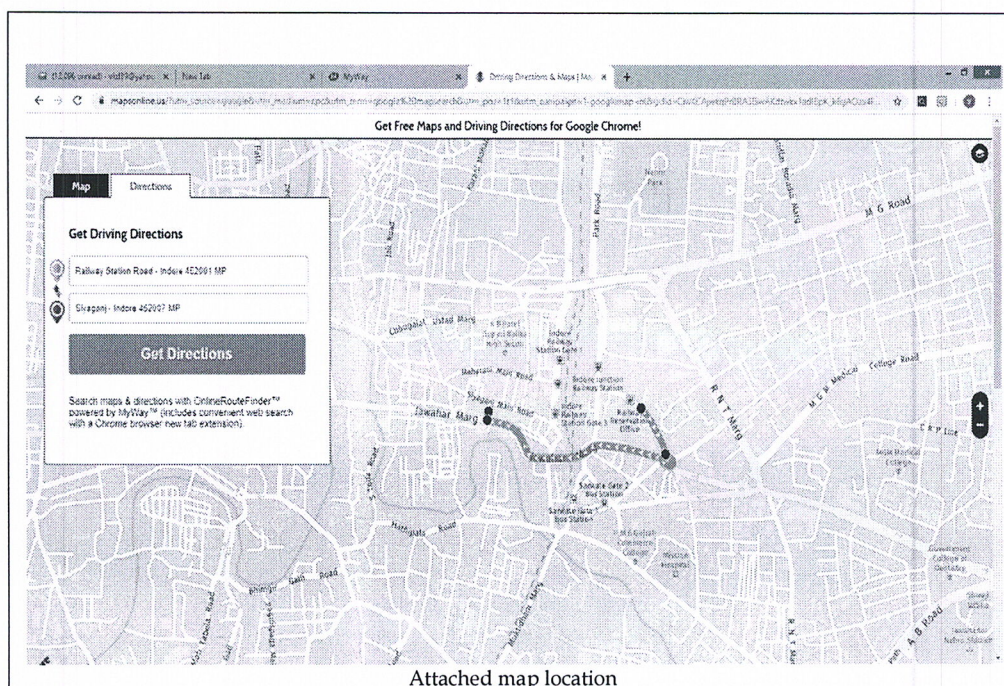
Website: <https://satyashyam.com>

ROUTE MAP OF VENUE OF 35th ANNUAL GENERAL MEETING

Regd. Office:

110, Siyaganj, Indore-452007 (MP)

Note: Please Mark your location so that map can be update.



SATYA SHYAM TRADING LIMITED

CIN : U51102MP1984PLC002664

110-SIYAGANJ INDORE MP 452007 IN

ATTENDANCE SLIP

Reg. Folio/DP & Client No:.....

No .of Shares Held:.....

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company at **110-SIYAGANJ, INDORE- MP 452007 IN**, at 11:00 A.M. on Monday, September 30, 2019

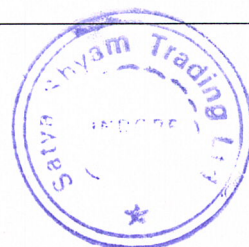
Member's Name :

Proxy's Name :

Member's/ Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.



Form No. MGT-11

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110-SIYAGANJ INDORE MP 452007 IN

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s) :

Registered Address :

E.Mail Id :..... Folio No./Client Id :.....

DPID.....I/We,being the member(s) holding

shares of the above named Company, hereby appoint

1. Name :.....

Address:.....

E.mail ID:.....Signature:..... or failing him

2. Name :.....

Address:.....

E.mail ID:.....Signature:.....

my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at **110,SIYAGANJ, INDORE - MP 452007 IN** at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this.....day of2019

Signature of shareholder

Signature of Proxy Holder

Affix Re.1

Revenue

Stamp