

### General information about company

Scrip code	517360
Name of the entity	SBEC SYSTEMS (INDIA) LIMITED
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

### Annexure I

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Notes
1	Mr	VIJAY KUMAR MODI	ACBPM2045E	00004606	Non-Executive - Non Independent Director	Chairperson		29-09-2004			2	1	1	

2	Mr	SHIV SHANKAR AGARWAL	ABIPA2954Q	00004840	Executive Director	Not Applicable	21-05-2015	1	2	2	
3	Mr	RAJEEV KUMAR AGARWAL	AANPA4619G	00298252	Non-Executive - Independent Director	Not Applicable	21-05-2015	60	3	6	4
4	Mr	JAGDISH CHANDER CHAWLA	AAAPC3327N	05316202	Non-Executive - Independent Director	Not Applicable	23-09-2015	60	3	6	1
5	Mr	ANUPAM BANSAL	AHEPB7865R	00004318	Non-Executive - Independent Director	Not Applicable	14-12-2005	60	1	1	0
6	Mr	SHYAM BABU VYAS	ACKPV5652P	02025415	Non-Executive - Independent Director	Not Applicable	23-09-2015	60	3	2	0
7	Ms	RITU SIKKA	AMXPS1045A	06953465	Non-Executive - Non Independent Director	Not Applicable	24-09-2014		1	0	0
8	Mr	JAGAN NATH KHURANA	AAYPK9412A	00003817	Non-Executive - Non Independent Director	Not Applicable	24-09-2014		2	2	0

### Annexure 1

#### Annexure 1

#### III. Meeting of Board of Directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	05-11-2015		

2		08-01-2016	63
3		09-02-2016	31

### Annexure 1

IV. Meeting of Committees						
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/ No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	09-02-2016	Yes		05-11-2015	95
2	Stakeholders Relationship Committee	09-02-2016	Yes		05-11-2015	95
3	Nomination and remuneration committee	08-01-2016	Yes			

### Annexure 1

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.sbcsystems.com
2	Terms and conditions of appointment of independent directors	Yes		www.sbcsystems.com
3	Composition of various committees of board of directors	Yes		www.sbcsystems.com

4	Code of conduct of board of directors and senior management personnel	Yes		www.sbcsystems.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.sbcsystems.com
6	Criteria of making payments to non-executive directors	No	The Company is not making any payments to non-executive directors.	
7	Policy on dealing with related party transactions	Yes		www.sbcsystems.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.sbcsystems.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.sbcsystems.com
11	email address for grievance redressal and other relevant details	Yes		www.sbcsystems.com
12	Financial results	Yes		www.sbcsystems.com
13	Shareholding pattern	Yes		www.sbcsystems.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	No	The Company is not making any payments to non-executive directors.
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	NA	
10	Risk Assessment & Management	17(9)	NA	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	

19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

## Annexure II

### III. Affirmations

1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
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### Signatory Details

Name of signatory	AKANKSHA SHARMA
Designation of person	Company Secretary
Place	DELHI
Date	13-04-2016