

# SBEC SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

Regd Off: 1400, Hemkunt Tower, 98, Nehru Place, New Delhi-110019

T.:011-42504665, 42504555, Email Id.: sbecsystems@rediffmail.com

## NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Shareholders of SBEC SYSTEMS (INDIA) LIMITED will be held on Wednesday, 23rd September 2015 at the Executive Club, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi at 2.00 P.M. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the period ended on that date along with the Directors' Report and the Auditor's Report thereon.
2. To consider and appoint a Director in place of Mr. J.N. Khurana, (DIN-00003817) who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors and to fix their remuneration by passing 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 and the Rules framed thereunder, as amended from time to time, Appointment of M/s K.K. Jain & Co., Chartered Accountants (Firm Registration No.02465N), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed upon by the Audit Committee/ Board of Directors in consultation with the Statutory Auditors."

### SPECIAL BUSINESS

4. **Appointment of Mr. Rajeev Kumar Agarwal as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr. Rajeev Kumar Agarwal (DIN:00298252), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company with effect from May 21, 2015 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Rajeev Kumar Agarwal as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23rd September, 2015 and whose office shall not be liable to retire by rotation".

5. **Appointment of Mr. Jagdish Chander Chawla as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr. Jagdish Chander Chawla (DIN:05316202), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company with effect from May 21, 2015 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Jagdish Chander Chawla as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 23rd September, 2015 and whose office shall not be liable to retire by rotation".

6. **Appointment of Mr. Shyam Babu Vyas as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri. Shyam Babu Vyas (DIN:02025415), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company with effect from May 21, 2015 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri. Shyam Babu Vyas as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 23rd September, 2015 and whose office shall not be liable to retire by rotation".

7. **Regularization of Additional Director, Mr. Bindu Kumar Luthra.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Bindu Kumar Luthra (DIN-00004154) who was appointed as an Additional Director with effect from May 21, 2015 by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and Article 45 of Article of Association of the Company and who holds the office upto the date of this Annual General Meeting and in

respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Bindu Kumar Luthra as a candidate for the office of director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation”.

#### 8. To Approve Borrowing Limits of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 50 crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**By order of the Board  
For SBEC Systems (India) Ltd.**

**Place: New Delhi  
Date: 12.08.2015**

**Vijay Kumar Modi  
Chairman**

#### NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under Items No. 4 to 7 of the Notice, are also annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN HIS/HER BEHALF AND THE PROXY NEED NOT TO BE MEMBER OF THE COMPANY.**

The instrument appointing proxy in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company at least 48 (FOURTY EIGHT HOURS) before the scheduled time of commencement of the annual general meeting. A blank proxy form is annexed

herewith.

Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

- The Register Of Members & Share Transfer Books of the Company Will Remain Closed From 17th September, 2015 To 23rd September, 2015 (Both Days Inclusive).
- Members are requested to notify, changes, if any, in their address to the Company or Beetal Financial & Computer Services Pvt. Ltd.
- Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Beetal Financial & Computer Services Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- 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.
- Members/proxies are requested to bring attendance slips sent herewith duly filled in, for attending the meeting.
- Members desiring any information as regards to accounts are requested to address their questions to the Company at least 7 days before the date of the meeting so that the required information is made available at the meeting.
- The Notice of the AGM along with the Annual Report 2014-15 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.
- To support the ‘Green Initiative’ Members who have not registered their e-mail addresses are requested to register the same with Beetal Financial & Computer Services Pvt. Ltd / Depositories.
- Members holding shares in physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.
- Members may also note that the Notice of the Twenty sixth Annual General Meeting and the Annual Report for financial year 2014-15 will also be available on the Company’s website

i.e. [www.sbecosystems.com](http://www.sbecosystems.com) for their download.

13. Documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 A.M to 1.00 P.M upto the date of Annual General Meeting.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
15. The Board of Directors has appointed Ms.Nupur Gupta, Practicing Chartered Accountant as Scrutinizer to scrutinize voting process in a fair and transparent manner. 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 favor or against, if any, forthwith to the Chairman of the Company.

### Instructions for the voting through electronic means

The instructions for members for voting electronically are as under:-

#### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

#### For Members holding shares in Demat Form and Physical Form

##### PAN\*

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

##### DOB#

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

##### Dividend Bank Details#

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
  - (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this

Notice.

- (xi) Click on the EVSN for the relevant **SBEC SYSTEMS (INDIA) LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Sunday 20th Day of September, 2015 at 9:00 A.M. and ends on Tuesday, 22th day of September, 2015 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 Wednesday, 16th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) Mr. S.S. Agarwal, Director & CEO of the Company shall be responsible for addressing all the grievances in relation to this 26th Annual General Meeting including e-voting his mail ID is [sbecsystems@rediffmail.com](mailto:sbecsystems@rediffmail.com) and may be contacted on phone no. 011-42504878.
- (E) The Notice of the 26th Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i. e. 21st August, 2015 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company ([www.sbecsystems.com](http://www.sbecsystems.com))
- (F) The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 21st August, 2015 and not casting their vote electronically, may only cast their vote at the 26th Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 21st August, 2015.

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

**ITEM NO. 4 TO 6**

The Board of Directors of the company had appointed Mr. Rajeev Kumar Agarwal, Mr. Jagdish Chander Chawla & Mr. Shyam Babu Vyas as an Additional Director with effect from May 21, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with Article 45 of the Articles of Association of the Company.

Mr. Rajeev Kumar Agarwal, Mr. Jagdish Chander Chawla & Mr. Shyam Babu Vyas will hold office up to the date of the ensuing AGM. The Company has received notice(s) in writing under the provisions of Section 160 of the Companies Act, 2013, from member(s) proposing the candidature of Mr. Rajeev Kumar Agarwal, Mr. Jagdish Chander Chawla and Mr. Shyam Babu Vyas for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

In the opinion of the Board Mr. Rajeev Kumar Agarwal, Mr. Jagdish Chander Chawla & Mr. Shyam Babu Vyas fulfils the conditions for appointment as an Independent Director (s) specified in Companies

Act, 2013 and the Rules made there under and the provisions as laid down in the Listing Agreement and they are independent of the Management.

Mr. Rajeev Kumar Agarwal, Mr. Jagdish Chander Chawla & Mr. Shyam Babu Vyas have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

The terms and conditions for the appointment of above Directors shall be open for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The resolution seeks the approval of members for the appointment of Mr. Rajeev Kumar Agarwal, Mr. Jagdish Chander Chawla and Mr. Shyam Babu Vyas as an Independent Director of the Company for a term of five consecutive years commencing from 23rd September, 2015 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. They are not liable to retire by rotation.

A brief profile of Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is annexed to this Notice.

Except these Directors, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 4 to 6.

In compliance with the provisions of Section 149 read with schedule IV of the Act, the appointment of these Directors are now being placed before the Members for their approval as an Ordinary Resolution.

#### ITEM NO.7

Mr. Bindu Kumar Luthra was appointed as an Additional Director w.e.f. May 21, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 45 of Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing Mr. B.K. Luthra candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 and his office is liable to retire by rotation.

The Board feels that presence of Mr. B.K. Luthra on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 7 for adoption.

A brief profile of Mr. Bindu Kumar Luthra to be appointed, indicating nature of his expertise and other disclosure as required under Clause 49 of the Listing Agreement, is annexed to this Notice.

None of the Directors, except Mr. B.K. Luthra and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions set out at item no. 7 for approval of the members as an ordinary resolution.

#### ITEM NO.8

At the Annual General Meeting held on January 18, 1996, members of the Company by way of an ordinary resolution had accorded their consent to the Board of Directors to borrow funds, to the extent of Rs. 30 Crores (Rupees Thirty Crore only) in excess of the paid up capital and free reserves of the Company.

Consequent to implementation of Section 180(1)(c) of the Companies Act, 2013, notified from September 12, 2013 and based on the clarifications issued by Ministry of Corporate Affairs (MCA), the Board of Directors shall not borrow any sums of money, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the limits specified, except with the consent of the members accorded by way of Special Resolution.

Taking into consideration the requirements of additional funds, it is expected that the limit of Rs. 30 Crores sanctioned will not be adequate. The consent of the Shareholders is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, to enable Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 Crores (Rupees Fifty Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Resolution 8 as set out in the Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

**By order of the Board  
For SBEC Systems (India) Ltd.**

**Place: New Delhi  
Date: 12.08.2015**

**Vijay Kumar Modi  
Chairman**

## Brief profile of the Directors to be appointed is given below :

Name of the Director(s)	DIN	Date of Birth	Date of Appointment	Qualification and experience	List of outside Directorships as on Appointment Date	No. of Committee (as on Appointment Date)	
						Membership(s)	Chairmanship(s)
Mr. Jagan Nath Khurana	00003817	13/03/1945	24/09/2014	He is a Chartered Accountant having more than 40 years of Experience in the field of Accounts finance, taxation and Company Law matters.	1. Modi Santa Fe India P Ltd. 2. SBEC Bio-energy Ltd. 3. SBEC Stockholding & Investment Pvt. Ltd. 4. ApoggePte Ltd. 5. Modi Illva India Pvt. Ltd. 6. Modi-Mundipharma Pvt. Ltd. 7. Bihar Sponge Iron Limited 8. Moderate Services UK Pvt. Ltd. 9. MI Spirits India Limited	1	Nil
Mr. Bindu kumar Luthra	00004154	19/12/1949	21/05/2015	He is a chemical engineer having vast experience in the field of management, administration & technical aspects of the industry of over 30 Years	1. A B C Holding Private Ltd. 2. SJA Technical Consultants Private Ltd 3. G S Pharmbutor Private Limited 4. Technicast Engineers Ltd 5. Modi Hitech India Limited 6. Chandil Power Limited 7. First Move Management Services Private Limited 8. G.S.Nutrition Private Limited 9. H.M. Tubes And Containers Pvt. Ltd	Nil	Nil
Mr. JagdishChander Chawla	05316202	23/02/1946	21/05/2015	He has a vast experience in the area of Management and Administration of over 37 years.	1. Bihar Sponge Iron Limited 2. SBEC Bio-energy Limited	3	-
Mr. Rajeev Kumar Agarwal	00298252	03/01/1949	21/05/2015	Has experience in the area of Finance, Accounts, management, administration & technical aspects of the industry of over 30 Years	1. SBEC Bio-energy Limited 2. Bihar Sponge Iron Limited 3. SBEC Stockholding and Investment Ltd.	3	3
Mr. ShyamBabu Vyas	02025415	21/10/1953	21/05/2015	He has a vast experience in the area of Management and Administration of over 33 years.	1. Bihar Sponge Iron Limited 2. Shyam Vyas Marc Pvt. Ltd	2	Nil

**SBEC SYSTEMS (INDIA) LIMITED**

CIN: L74210DL1987PLC029979

Regd Off: 1400, Hemkunt Tower, 98, Nehru Place, New Delhi-110019

T.:011-42504665, 42504555, Email Id.: sbecsystems@rediffmail.com

26th Annual General Meeting held on Wednesday, the 23rd September, 2015 at 2.00 P.M.

**PROXY FORM**

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

Name of the Member(s) : .....

Registered Address : .....

DPID: ..... CLID: ..... Reg. Folio No. : ..... No. of Shares: .....

I / We, being the member(s) of ..... shares of the above named Company, hereby appoint :

1. Name : ..... of ..... having an E-mail ID: ..... Signature....., failing him/her;

1. Name : ..... of ..... having an E-mail ID: ..... Signature....., failing him/her;

1. Name : ..... of ..... having an E-mail ID: ..... Signature....., failing him/her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 26th Annual General Meeting of the Company to be held at Executive Club, 439, Village Shahrpur, P.O. Fatehpur Beri, New Delhi - 110 030 on Wednesday, the 23<sup>rd</sup> September, 2015 at 2.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below :

S. No.	Resolution	Vote (Optional (Refer Note))		
		For	Against	Abstain
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.			
2.	Re-Appointment of Mr. J.N. Khurana who retires by rotation and being eligible offers herself for re-appointment.			
3.	Re-appointment of M/s. K.K. Jain & Co., Chartered Accountants, Auditors and fixing their remuneration.			
<b>Special Business</b>				
4.	Appointment of Mr. R.K. Agarwal as an Independent Director.			
5.	Appointment of Mr. J.C. Chawla as an Independent Director.			
6.	Appointment of Mr. ShyamBabu Vyas as an Independent Director.			
7.	Appointment of Mr. B.K. Luthra as Non-Executive Director.			
8.	To Approve Borrowing Limits of the Company			

Signed this .....day of .....2015

Signature of shareholder

Signature of first proxy

Affix  
Revenue  
Stamp of not  
less than Rs.  
1.00

**Notes :**

- 1. This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a BodyCorporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company alongwith the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.
- 2. It is optional to indicate your preference, if you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

**SBEC SYSTEMS (INDIA) LIMITED**

CIN: L74210DL1987PLC029979

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**ATTENDANCE SLIP**

26th Annual General Meeting held on Wednesday, the 23<sup>rd</sup> September, 2015 at 2.00 P.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slips on request.

Name of the Member(s) : .....

DPID: ..... CLID: ..... Reg. Folio No. : ..... No. of Shares: .....

I hereby record my presence at the 26th Annual General Meeting of the Company to be held at Executive Club, 439, Village Shahrpur, P.O. Fatehpur Beri, New Delhi - 110 030 on Wednesday, the 23<sup>rd</sup> September, 2015 at 2.00 p.m.

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

If, Shareholder, please sign here : .....

If Proxy, please sign here : .....

### ROUTE MAP FROM QUTAB MINAR TO E CLUB

