

SBEC SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

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

T.:011-42504842, Email id : sbecsystems@rediffmail.com, Website : www.sbecsystems.com

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Shareholders of SBEC SYSTEMS (INDIA) LIMITED will be held on Thursday, 28th September 2017 at the Executive Club, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi at 11.30 A.M. to transact the following businesses:

ORDINARY BUSINESS

- To consider and adopt:-
 - The Audited Standalone financial statements of the Company for the financial period ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and
 - The Audited Consolidated financial statements of the Company for the financial period ended 31st March, 2017.
- To consider and appoint a Director in place of Mr. Jagan Nath Khurana, (DIN-0003817) who retires by rotation and being eligible offer himself for re-appointment.
- 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 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, and pursuant to the recommendations of the Audit Committee, M/s. Doogar & Associates, Chartered Accountants (FRN: 000561N), Delhi be and are hereby appointed as the Statutory Auditors of the Company in place of M/s K.K. Jain & Co., Chartered Accountant, (FRN:02465N), Noida to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty Third Annual General Meeting and subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Doogar & Associates, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

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

**Vijay Kumar Modi
Chairman**

Place: New Delhi

Date: 25.08.2017

NOTES:

- 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 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 22nd September, 2017 to 28th September, 2017 (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 2016-17 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 Eight Annual General Meeting and the Annual Report for financial year 2016-17 will also be available on the Company's website i.e. www.sbecsystems.com for their download.
- 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.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical form should submit their PAN to the Company.
- In terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, a brief profile of the Director, who is proposed to be re-appointed/ appointed in this AGM, nature of her expertise in specific functional areas, her other Directorships and committee memberships, shareholding and relationship with other Directors of the Company are given below:

Name of the Director	DIN & Date of Appointment	DOB & Nationality	Shareholding in SBEC Systems (India) Limited	List of Directorships in other Companies	Qualification & Experience	Member ships / Chairmanships of Audit & Stakeholder relationship Committee
Mr. Jagan Nath Khurana	00003817	13.03.1945	110 Shares	1. Modi Iliva India Private Ltd. 2. Bihar Sponge Iron Limited 3. SBEC Stockholding & Investment Limited 4. SBEC Bioenergy Limited 5. Modi-Mundipharma Beauty Products Private Limited 6. Modi Santa Fe India Pvt. Ltd. 7. T.C. Healthcare U.K. Ltd.	He is Chartered Accountant having more than 40 years of experience in the field of Accounts, Finance, Taxation and Company law matters.	2

Mr. Jagan Nath Khurana is not related to any other Director on the Board of the Company.

- 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 Regulation 44 of SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015, 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).
- 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.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Monday 25th day of September, 2017 at 9.00 a.m. and ends on Wednesday 27th day of September, 2017 at 5.00 p.m. 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 Thursday 21st day of September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- 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 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.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL INSTRUCTIONS:

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
- (B) The voting period begins on Monday 25th Day of September, 2017 at 9:00 a.m. and ends on Wednesday, 27th day of September, 2017 at 5.00 p.m. 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 Thursday, 21st September, 2017 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Ms. Akanksha Sharma, Company Secretary & Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this 28th Annual General Meeting including e-voting her mail ID is sbecsystems@rediffmail.com and may be contacted on phone no. 011-42504842.
- (E) The Notice of the 28th 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. 25th August, 2017 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.
- (F) The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 21st September, 2017 and not casting their vote electronically, may only cast their vote at the 28th 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 25th August, 2017.

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

Item No. 3

As per provisions of Section 139(2) Companies Act, 2013 ("the Act") read with rules made thereunder no listed Company shall re-appoint the existing auditor's firm who has completed two terms of five consecutive years as auditor in the same company. A transition period of three years from the commencement of the Act is provided to appoint a new auditor.

Accordingly, as per the said requirements of the Act, M/s. Doogar & Associates are proposed to be appointed as Statutory Auditors of the Company in place of the existing Statutory Auditors, M/s. K.K. Jain & Co., Chartered Accountants, to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty Third Annual General Meeting, subject to ratification by members every year, as may be applicable.

M/s. Doogar & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 3.

The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

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

Place: New Delhi
Date: 25.08.2017

Vijay Kumar Modi
Chairman

SBEC SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

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28th Annual General Meeting held on Thursday, the 28th September, 2017 at 11.30 A.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 28th Annual General Meeting of the Company, to be held on the 28th day of September, 2017 at the Executive Club, 439 Village Shahoorpur , P.O. fatehpur Beri , New Delhi at 11.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	Vote (Optional (Refer Note))		
		For	Against	Abstain
1.	To consider and adopt: The Audited Financial Statements of the Company for the financial period ended 31 st March, 2017, the report of the Board of Directors and Auditors thereon ; and The Audited Consolidated Financial Statements of the Company for the financial period ended 31 st March, 2017.			
2.	Re-appointment of Mr. Jagan Nath Khurana who retires by rotation and being eligible offers himself for re-appointment.			
3.	Appointment of M/s Doogar & Associates, Chartered Accountants as Statutory Auditors of the Company.			

Signed this day of 2017

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.

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ATTENDANCE SLIP

28th Annual General Meeting held on Thursday, the 28th September, 2017 at 11.30 A.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 28th day of September, 2017 at the Executive Club, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi at 11.30 A.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

