

# 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 29th Annual General Meeting of the Shareholders of SBEC SYSTEMS (INDIA) LIMITED will be held on Wednesday, 26th September 2018 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, 2018, 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, 2018 and the Auditors Reports thereon.
- To appoint Smt. Ritu Sikka, who retires by rotation as a Director;**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Ritu Sikka (DIN- 06953465), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS

- To Consider and ratify the continuation of Shri. S.S. Agarwal as Executive Director designated as Chief Executive Officer.**  
To consider and if thought fit, to pass the following resolution as a Special Resolution:  
“**RESOLVED THAT** pursuant to Sections 196 and 203 of the Companies Act, 2013 read with Schedule V part I (c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded for continuation of Shri. Shiv Shankar Agarwal (DIN 00004840), Executive Director designated as Chief Executive Director (CEO) of the Company, even though he has attained the age of Seventy years.  
“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.
- Change in Designation of Shri. Anupam Bansal from Independent Director to Non-Executive Director of the Company**  
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made thereunder, approval of the members of the Company be and is hereby accorded to change in designation of Shri. Anupam Bansal (DIN-00004318) from Independent Director to Non-Executive Director of the Company, liable to retire by rotation.  
“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

Vijay Kumar Modi  
Chairman

Place: New Delhi  
Date: 31.07.2018

### NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 3 to 4 of the Notice, is annexed hereto. The relevant details as required under SEBI (LODR) Regulations, 2015 entered into with the Stock Exchange, of persons seeking appointment / re-appointment as Directors under Items No. 3 to 4 of the Notice, are also annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**  
The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed in the format sent herewith, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder.
- 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 representatives to attend and vote on their behalf at the meeting.
- The Register of Members & Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2018 to 26<sup>th</sup> September, 2018 (Both Days Inclusive).
- The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 28, 2017.**
- 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.
- 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 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 2017-18 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 Ninth Annual General Meeting and the Annual Report for financial year 2017-18 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.
- 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 their expertise in specific functional areas, 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
Ms Ritu Sikka	06953465	07.12.1969 Indian	Nil	Nil	She holds the degree of Post Graduate, Diploma in Business & Management. She is having experience of more than 20 years in the field of HR & Personnel	Nil

Ms Ritu Sikka is not related to any other Director on the Board of the Company

Mr. Anupam Bansal	00004318	20.09.1953 Indian	Nil	Nil	He is doctor of Medicines, Practicing Consultant, Physician & Cardiologist	Nil
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Mr. Anupam Bansal 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).

16. 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 Sunday 23rd day of September, 2018 at 9.00 a.m. and ends on Tuesday 25th day of September, 2018 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 Friday 19th day of September, 2018 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](http://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](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.

**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.

**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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Sunday 23rd Day of September, 2018 at 9:00 a.m. and ends on Tuesday, 25th day of September, 2018 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 Wednesday, 19th September, 2018 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) Ms. Priyanka Negi, Company Secretary & Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this 29th Annual General Meeting including e-voting her mail ID is [sbecsystems@rediffmail.com](mailto:sbecsystems@rediffmail.com) and may be contacted on phone no. 011-42504954.
- (E) The Notice of the 29th 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. 24th August, 2018 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 19th September, 2018 and not casting their vote electronically, may only cast their vote at the 29th 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 19th September, 2018.
- (G) The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

**Item No. 3**

As per requirements of Section 196(3) and Schedule V Part I (c) of the Companies Act, 2013 if a Managing Director, or Whole Time Director including Executive Director has attained the age of 70 years then his appointment/continuation needs to be approved by way of Special Resolution passed by the company in General Meeting otherwise Central Government approval is required.

Shri Shiv Shankar Agarwal, has attained the age of 70 years. Your directors in their meeting held on 31st July, 2018 have approved and recommended him to continue as Executive Director designated as Chief Executive Officer of the Company subject to shareholder approval in this Annual General Meeting.

Except Shri Shiv Shankar Agarwal, none of the Company's Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in this resolution. The Board recommends the Special Resolution set out at Item No.3 for your approval.

**Item No.4**

The members are apprised that Mr. Anupam Bansal who was appointed as Independent Director of the Company for a term of five consecutive years from 24th September, 2014 by the members in the 25th Annual General Meeting held on 24th September, 2014 has shown his willingness to act as Non-Executive Director of the Company.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 31st July, 2018, considered his request and approved the change in designation of Mr. Anupam Bansal from Independent Director to Non-executive Director of the Company.

Hence, the Committee and the Board has proposed to appoint him as Non-Executive Director of the Company. The Change in designation requires the approval of shareholders by way of Ordinary Resolution as per provisions of Section 152 and other applicable, if any, of the Companies Act, 2013.

Except Shri. Anupam Bansal, none of the Company's Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.4 for your approval.

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

**Vijay Kumar Modi  
Chairman**

**Place: New Delhi  
Date: 31.07.2018**

**SBEC SYSTEMS (INDIA) LIMITED**

CIN: L74210DL1987PLC029979

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29<sup>th</sup> Annual General Meeting held on Wednesday, the 26<sup>th</sup> September, 2018 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 29th Annual General Meeting of the Company, to be held on the 26th day of September, 2018 at the Executive Club, 439 Village Shahoorpur , P.O. fatehpur Beri , New Delhi at 11:30 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	Vote (Optional (Refer Note))		
		For	Against	Abstain
1.	Adoption of Standalone and Consolidated Financial Statements: (a) The Audited Standalone financial statements of the Company for the financial period ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated financial statements of the Company for the financial period ended 31st March, 2018 and the Auditors Reports thereon.			
2.	To appoint Smt. Ritu Sikka, who retires by rotation as a Director.			
3.	To Consider and ratify the continuation of Shri. S.S. Agarwal as Executive Director designated as Chief Executive Officer.			
4.	Change in Designation of Shri. Anupam Bansal from Independent Director to Non-Executive Director of the Company			

Signed this ..... day of ..... 2018

Signature of shareholder

Signature of first proxy

Affix Revenue Stamp of not less than Rs. 1.00
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**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 Body Corporate, 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**

29<sup>th</sup> Annual General Meeting held on Wednesday, the 26<sup>th</sup> September, 2018 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 26th day of September, 2018 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

