



NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of **M/s SBC Exports Limited** will be held on Tuesday the 27th day of September, 2022 at 10:00 a.m. at the registered office of the company at House No.-20, Lohiya talab, Choti basahi P.O.: Vindhyachal, Mirzapur – 231307, Uttar Pradesh to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.1 ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the reports of the board of directors and the auditors thereon; (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the reports of the auditors thereon.

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

- (a) **"RESOLVED THAT** the audited standalone financial statements of the company for the financial year ended 31st march, 2022 together with the reports of the board and auditors thereon laid before this meeting, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated financial statements of the company for the financial year ended 31st march, 2022 and the reports of the auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS:

ITEM NO. 2 ADDITION OF A NEW CLAUSE IN MAIN OBJECT OF THE COMPANY AND CONSEQUENT ALTERATION OF THE MEMORANDUM OF ASSOCIATION 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable Rules and Regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to extent necessary, consent of the members of the Company be and is hereby accorded for effecting the addition of a new clause in the existing Object Clause of the Memorandum of Association ("the MOA") of the Company in the following manner:

Clause III of the MOA is to be altered by addition of a new clause in the existing Object Clause of the MOA with the following:

10. "To carry on the business of traders, exporters and importers of all kinds of clothing accessories, imitation Jewellery including artificial jewellery made of non- precious metal, gemstones & wooden, footwears, hand bags and hand purse whether made of leather or not, beauty products and all accessories related to fashion & lifestyle products made of any kind."

CIN: L18100UP2011PLC043209

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Tel. : 0120-2895246, Customer Care : +8303-300-100, E-mail : info@sbcexportslimited.com, Web. : www.sbcexportslimited.com



RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby jointly/severally authorized to do all such act(s), deed(s), things and to execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose.

ITEM NO. 3 TO APPROVE THE REVISION OF THE REMUNERATION OF MR. GOVINDJI GUPTA, MANAGING DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and resolution passed by Board of Directors of the Company in their meeting held on August 09, 2022 and pursuant to the provisions of the Sections 197 and 198 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of Articles of Association of the Company, consent of the members be and is hereby accorded for the revision/increase in the remuneration of Mr. Govindji Gupta (DIN: 01632764) Managing Director of the Company, from exiting Rs. 55,000/- (Rupee Fifty Five Thousand Only) per month to Rs.1,00,000/- (Rupee One Lakhs Only) per month for the remaining period of his present term on the terms & conditions as specified in the explanatory statements pursuant to Section 102(1) of the companies act, 2013 annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, shall be entitled to vary or increase the remuneration specified above during the present tenure of Mr. Govindji Gupta to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, shall not exceed Rs. 30.00 lakhs per annum."

RESOLVED FURTHER THAT all the terms and conditions of appointment (except the remuneration) of Mr. Govindji Gupta as the Managing Director of the Company which were previously approved by the members shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution."

**For and on behalf of the Board
For SBC Exports Limited**

**Sd/-
Hariom Sharma
Company Secretary**

**Date: 09.08.2022
Place: Sahibabad**

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 2 and 3 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on Tuesday, 9th day of August, 2022 considered that the special business under Item No. 2 and 3 being considered unavoidable are transacted at the 11th AGM of the Company.
- 2) Pursuant to the provisions of the act, a member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll; instead of him/her self and the proxy need not to be a member of the company.
- 3) A person can act as proxy on behalf of members' up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, a member holding more than ten 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 person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
- 4) In view of the COVID-19 pandemic, we have made arrangement of social distancing and members are requested to wear the mask while entering the venue for annual general meeting.
- 5) Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the Meeting.
- 6) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 2 days written notice is given to the Company.
- 7) Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.
- 8) Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books will remain closed from Tuesday, September 20, 2022 to Tuesday, September 27, 2022 (both days inclusive).
- 9) Annual Report for the financial year 2021-22 including notice of 11th AGM along with Attendance Slips and Proxy Forms are being sent on Email IDs of those members whose E-mail IDs are registered with the Depository Participant(s)/Company, unless a member has requested for a physical copy of the same. The Documents shall be sent through permitted mode to all members holding shares in physical mode.
- 10) In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2021-22 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. The Notice convening the 11th AGM and Annual Report 2021-22 has been uploaded on the website of the Company at www.sbcexportslimited.com, and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.



- 11) Documents referred to in the notice calling the AGM and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 10.00 a.m. to 01.00 p.m. except holidays, upto the date of the meeting.
- 12) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

The Instructions for Members for Remote E-Voting Are As Under:-

The remote e-voting period begins on **24th September, 2022** at (9:00 A.M IST) and ends on **26th September, 2022** (5:00 P.M IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **20th September, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.





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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDLViz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting serviceprovider i.e. NSDL and you will be re-directed to e-Votingwebsite of NSDL for casting your vote during the remote e- Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Clickon company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities indemat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDLor CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to

you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashukumar843@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr. Soni Singh) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (cs@sbccl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@sbccl.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Guidelines for Members

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off date of 24th September, 2022.

c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 11th AGM by email and holds shares as on the cut-off date i.e 20th September, 2022 may obtain the User ID and password by sending a request to the Company's email address: cs@sbccl.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

e. Mr. Asim Kumar Mandal, Practicing Company Secretary and Proprietor of Kumar Mandal & Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

f. The Scrutinizer shall after the conclusion of e-Voting at the 11th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

g. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.sbcexportslimited.com, in under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to BSE Limited and National StockExchange (India) Limited, Mumbai.

h. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the dulyauthorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Ashukumar843@gmail.com.

5. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 11th AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for Financial Year 2021-22, are being sent only by email to the Members.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 11th AGM and the Annual Report for the year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-.

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address cs@sbccl.com.
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

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6. The Notice of the 11th AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for the year 2021-22, will be available on the website of the Company at www.sbcexportslimited.com and the website of BSE and NSE.
7. The Register of Members and the Share Transfer books of the Company will remain closed from 25th September, 2022 to 30th September, 2022 both days inclusive, for annual closing.
8. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. Electronic copy of all the documents referred to in the accompanying Notice of the 11th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.sbcexportslimited.com
11. During the 11th AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@sbcel.com.

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**EXPLANATORY STATEMENT
(PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013)**

Item No. 2

The equity shares of your Company are listed and actively traded on The National Stock Exchange of India Limited and the BSE Limited.

The basics of business are to stay as close as possible to your customers—understand their behaviour, their preferences, their purchasing patterns, etc. Providing goods and services isn't all our business does; our real mission is to satisfy and delight our customers. That's what makes them return again and again to purchase our products, use our services, and tell everyone they know about just how great our business is. As you all are aware that your Company's main line of business is to be deal in all types of readymade garments, Further due to the high demand from our customers for more products like imitation jewellery, hand bags and all accessories related to fashion & lifestyle products and in view of the expansion of the business activities, the Company and management proposed to insert a new clause to the existing main object clause of Memorandum and Association of the Company.

The Board of Directors of the Company on 09th August, 2022, approved the insertion in the existing main object clause of Memorandum and Association of the Company.

Pursuant to section 13 of the Companies Act, 2013, alteration/insertion in object clause of Memorandum and Association of the Company requires consent of the Members by way of SpecialResolution.

A copy of Memorandum and Association of the Company as on date and also indicating the proposed amendments is available for inspection at the Company's registered office on all working days (except Saturday & Sunday) from 11 a.m. to 4 p.m.

The Board of Directors of the Company do hereby confirm that none of the Directors, Key Managerial Personnel and relatives thereof are interested in aforesaid resolution.

The Board recommends the resolution set forth in item no. 2 for the approval of the members as Special Resolution.

Item No. 3

Mr. Govindji Gupta was appointed as a Managing Director of the Company for a period of Five (5) Years with effect from 26th December 2020 to 25th December 2025 on the remuneration and other terms and conditions as approved by the members at the 9th Annual General Meeting held on Saturday the 26th day of December, 2020. Since, he joined the Company; the Company is expanding its reach in across India and abroad.

As such it is felt that the company should pay him suitably within the overall permissible limit as prescribed under the Companies Act, 2013, as amended. Thus, the Board of Directors of the Company, keeping in view his performance, vast expertise and knowledge, considered that it is desirable revise his remuneration for remaining period of service as a Managing Director.

Accordingly, the Board of Directors decided to revise/increase the remuneration of Mr. Govindji Gupta from exiting Rs. 55,000/- (Rupee Fifty Five Thousand Only) per month to Rs.1,00,000/- (Rupee One Lakhs Only) per month for the remaining period of his present term as recommended by the Nomination and Remuneration Committee and as set out in the agreement entered into between the Company and Mr. Govindji Gupta.

CIN: L18100UP2011PLC043209

Corp. Office : 49/95, Site-IV, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh - 201010

Head Office : House No. 20, Lohiya Talab, Choti Basahi, P.O. Vindhyachal Mirzapur, Uttar Pradesh - 231307

Tel. : 0120-2895246, Customer Care : +8303-300-100, E-mail : info@sbcexportslimited.com, Web. : www.sbcexportslimited.com



Mr. Govindji Gupta, so long as he functions as Managing Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof. The Company shall remunerate Mr. Govindji Gupta by way of Remuneration and perquisites as specified above as minimum remuneration during the term of his appointment, subject to the limit specified under Schedule V of the Companies Act, 2013.

The remuneration as aforesaid approved by the Board for remaining term is based on the recommendation of the Nomination and Remuneration Committee subject to the approval of Shareholders and shall be within the maximum limits as specified in Schedule V to the Companies Act, 2013, as amended from time to time.

The proposed Ordinary Resolution set out in item no. 3 in the notice seeks approval of the members for the revision in remuneration payable to Mr. Govindji Gupta for the remaining period of his present term. The Terms & Conditions as entered into for revision in remuneration payable to Mr. Govindji Gupta would be available for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours.

Mrs. Deepika Gupta is interested in the said Resolution. Except her, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the proposed Resolution

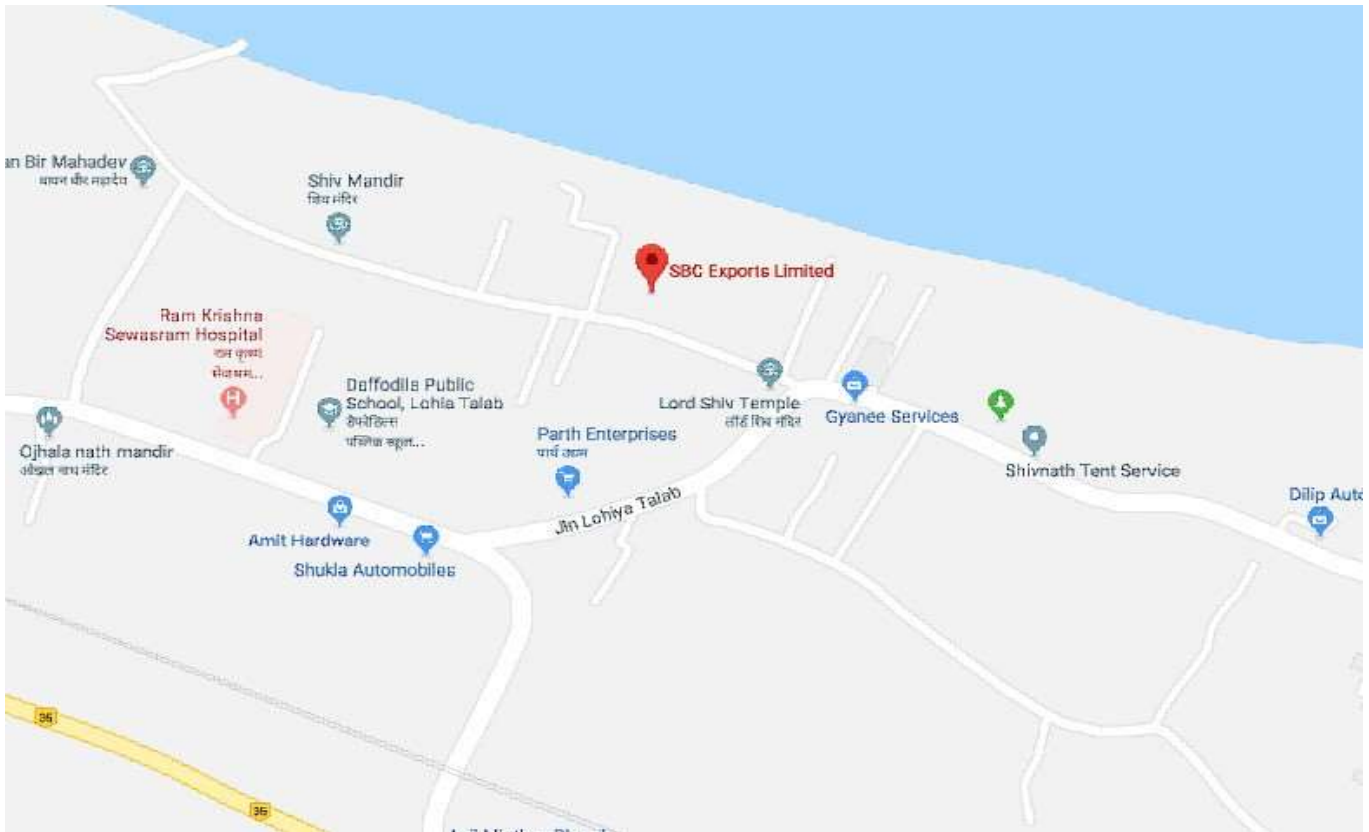
**For and on behalf of the Board
For SBC Exports Limited**

**Sd/-
Hariom Sharma
Company Secretary**

**Date: 09.08.2022
Place: Sahibabad**



ROUTE MAP FOR AGM VENUE



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