



## NOTICE

**Notice** is hereby given that the 12th Annual General Meeting of the members of **M/s SBC Exports Limited** will be held on Tuesday the 26th day of September, 2023 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 AUDITED FINANCIAL STATEMENTS**

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023, 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, 2023 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 financial statements of the company for the financial year ended 31st march, 2023 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, 2023 and the reports of the auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### **ITEM NO.2 DECLARATION OF DIVIDEND**

To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** a Dividend at the rate of Rs. 0.05/- per share on 21,16,40,000 Equity Shares of Re. 1/- each as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company.”

### **SPECIAL BUSINESS:**

#### **ITEM NO.3 APPROVAL FOR RELATED PARTY TRANSACTIONS**

To pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with SBC Infotech Limited, a related party within the meaning of Section 2(76) of the

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Act and Regulation 2(1)(zb) of the Listing Regulations, for availing IT & Manpower supply services, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 30 Crores for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### **ITEM NO.4 APPROVAL FOR RELATED PARTY TRANSACTIONS**

To pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Garvit International, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of readymade garments, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 30 Crores for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### **ITEM NO.5 APPOINTMENT OF MS. PARUL SINGH AS A DIRECTOR (NON-EXECUTIVE AND INDEPENDENT DIRECTOR) OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Sections 149, 152, 161, and 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Ms. Parul Singh (DIN: 09811725) who was appointed as an Additional Director (Non-Executive and Independent Director) of the Company by the Board of Directors with effect from August 23, 2023 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-Executive and Independent Director) of the Company to hold office for a term upto 5 consecutive years from the date of ensuing Annual General Meeting."

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**ITEM NO.6 APPOINTMENT OF MS. RUCHI CHORDIA AS A DIRECTOR (NON-EXECUTIVE AND INDEPENDENT DIRECTOR) OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Sections 149, 152,161, and 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time

being in force) Ms. Ruchi Chordia (DIN: 09725509) who was appointed as an Additional Director (Non-Executive and Independent Director) of the Company by the Board of Directors with effect from August 23, 2023 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-Executive and Independent Director) of the Company to hold office for a term upto 5 consecutive years from the date of ensuing Annual General Meeting.”

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

**Date: 02.09.2023  
Place: Sahibabad**

**Sd/-  
Hariom Sharma  
Company Secretary**

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## 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. 3, 4, 5 and 6 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on Wednesday, 23rd day of August, 2023 considered that the special business under Item No. 3, 4, 5 and 6 being considered unavoidable are transacted at the 12th AGM of the Company.
2. **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. 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.
5. 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.
6. Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.
7. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books will remain closed from Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive).
8. **Book Closure and Dividend:**
  - i. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive).
  - ii. The Board of directors of the Company at its meeting held on August 11, 2023 has recommended a dividend Rs. 0.05 /- per Equity Share on the paid up equity share capital of the Company. The dividend, if declared at the Annual General Meeting, will be paid subject to deduction of income tax at source ('TDS'), wherever applicable, within a period of 30 days from the date of declaration to the members as under:
    - a) To all the Beneficial Owners as on Tuesday, September 19, 2023 as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

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- b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company/Registrar and Share Transfer Agent as on Tuesday, September 19, 2023.
- iii. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
- iv. The Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company / Company's Registrars and Transfer Agents viz. Bigshare Services Private Limited ("RTA") before Tuesday, September 19, 2023 by quoting the Folio No. and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self-attested scanned copy of the PAN card.
- v. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to [cs@sbcel.com](mailto:cs@sbcel.com) by Tuesday, September 19, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [cs@sbcel.com](mailto:cs@sbcel.com). The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, September 19, 2023. For detailed instructions and formats of the Forms and documents to be submitted, please visit [www.sbcelexportslimited.com](http://www.sbcelexportslimited.com).
- vi. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.
- vii. Members are requested to note that, pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which remain unclaimed / unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund. The Company requests the Members to claim the unclaimed dividends within the prescribed period and contact Bigshare Services Private Limited, Registrar and Share Transfer Agent (RTA) for claiming the unclaimed dividends standing to the credit in their account. The details of the unclaimed dividends are also available on the Company's website at <http://www.sbcelexportslimited.com/details-of-unclaimed-amounts.php> and Ministry of Corporate Affairs at [www.iepf.gov.in/](http://www.iepf.gov.in/).
9. Annual Report for the financial year 2022-23 including notice of 12th 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 2022-23 are being sent only through electronic mode to those Members whose e-mail

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addresses are registered with the Company/Depositories/RTA. The Notice convening the 12th AGM and Annual Report 2022-23 has been uploaded on the website of the Company at [www.sbceportslimited.com](http://www.sbceportslimited.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](http://www.bseindia.com) and [www.nseindia.com](http://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 Friday) 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 23rd September, 2023 at (9:00 A.M IST) and ends on 25th September, 2023 (5:00 P.M IST). The remote e-voting module shall be disabled by Bigshare 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. 19th September, 2023, 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 19th September, 2023.

### **How do I vote electronically using Bigshare i-Vote E-Voting System?**

*The way to vote electronically on Bigshare i-Vote E-Voting System consists of "Two Steps" which are mentioned below:*

## **Bigshare i-Vote E-Voting System**

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on 23.09.2023 at 09:00 AM and ends on 25.09.2023 at 05:00 PM. 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 19.09.2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

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

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**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

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### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
  - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
  - Enter all required details and submit.
  - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
  - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

#### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.



### **Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

### **Other Guidelines for Members**

- a. 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 19th September, 2023.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 12th AGM by email and holds shares as on the cut-off date i.e 19th September, 2023 may obtain the User ID and password by sending a request to the Company's email address: [cs@sbcel.com](mailto:cs@sbcel.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 [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com).
- c. 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.
- d. 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.
- e. The Scrutinizer shall after the conclusion of e-Voting at the 12th 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.
- f. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.sbcelexportslimited.com](http://www.sbcelexportslimited.com) in under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to BSE Limited and National Stock Exchange (India) Limited, Mumbai.
- g. 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](mailto:Ashukumar843@gmail.com).

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- h. 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 12th AGM and the Annual Report for the year 2022-23 including therein the Audited Financial Statements for Financial Year 2022-23, 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 12th AGM and the Annual Report for the year 2022-23 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](mailto:cs@sbccl.com).
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- i. The Notice of the 12th AGM and the Annual Report for the year 2022-23 including therein the Audited Financial Statements for the year 2022-23, will be available on the website of the Company at [www.sbcexportslimited.com](http://www.sbcexportslimited.com) and the website of BSE and NSE.
- j. 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.
- k. 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.
- l. Electronic copy of all the documents referred to in the accompanying Notice of the 12th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.sbcexportslimited.com](http://www.sbcexportslimited.com)
- m. During the 12th 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@sbccl.com](mailto:cs@sbccl.com).

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**EXPLANATORY STATEMENT (PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013)  
SETTING OUT MATERIAL FACTS:**

**Item No. 3**

SBC Infotech Limited (Infotech) is involved in the business of providing Services related to Website Development, Ecommerce Development, Mobile App Development, Search Engine Optimization, Internet Marketing, Social Media Marketing, Web Hosting, Bulk SMS, Graphic Design and Manpower supply. Services that Infotech providing is an important part to run business of your Company. Since Infotech sources the same commodity, your Company is able to take advantage of the large volumes at a better negotiated price for its comparatively smaller volume. Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. The value of proposed aggregate transactions with Infotech is likely to exceed the said threshold limit, and is expected to be around 30 Crore during the financial year 2023-24. Accordingly, transaction(s) entered into with Infotech comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Infotech in the financial year 2023-24. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Infotech are as follows:

<b>S No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	Name of the Related Party	SBC Infotech Limited
2	Name of the Director or KMP who is related	Mr. Govindji Gupta and Mrs. Deepika Gupta
3	Nature of Relationship	Holding more than 2% of its paid up capital
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for availing IT & Manpower Services shall be on a continues basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be ₹30 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	IT & Manpower Services needed to run the business, available with related party at a market price and justified from economies of scale point of view.

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#### Item No. 4

Garvit International a proprietorship firm is involved in the business of trading of readymade garments. Since your Company is involved in a manufacturing business of textile and garments. Garvit International a related party of your Company approached to trade in garments of your company. Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. The value of proposed aggregate transactions with Infotech is likely to exceed the said threshold limit, and is expected to be around 30 Crore during the financial year 2023-24. Accordingly, transaction(s) entered into with Infotech comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Infotech in the financial year 2023-24. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Infotech are as follows:

S No.	Particulars	Remarks
1	Name of the Related Party	Garvit International
2	Name of the Director or KMP who is related	Mrs. Deepika Gupta
3	Nature of Relationship	Proprietor of a Garvit International
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for sale of readymade garments for trading purpose on a continues basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be ₹30 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NA



## Item No. 5

Based on the recommendation of the Board, Ms. Parul Singh was appointed as an Additional Director (Non-Executive and Independent Director) on the Board of the Company with effect from August 23<sup>rd</sup>, 2023 to hold office upto the date of the Annual General Meeting.

Ms. Parul Singh is holding a Bachelor Degree in Commerce from Lucknow University & has also qualified as Company Secretary (Executive) from ICSI. She has an experience in the field of Finance, Secretarial law, SEBI Law & Corporate Governance. She is also an Independent Director on the Board of DCM Financial Services Limited and additional Executive Whole Time Director of Sueryaa Knitwear Limited.

Ms. Parul Singh has given a declaration to the Board that he meets the criteria of Director as provided under section 152 of the Act. The Company also has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment/re-appointment of Ms. Parul Singh as a Director of the Company.

In the opinion of the Board, the Company should avail the services of Ms. Parul Singh and she fulfills the conditions specified in the Act and the Rules framed there under for appointment as Director and accordingly the Board recommends to pass the resolution as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives other than Ms. Parul Singh are, in any way, concerned or interested in the said resolutions.

The resolution as set out in item no. 5 of this notice is accordingly commended for your approval.

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#### **Item No. 6**

Based on the recommendation of the Board, Ms. Ruchi Chordia was appointed as an Additional Director (Non-Executive and Independent Director) on the Board of the Company with effect from August 23<sup>rd</sup>, 2023 to hold office upto the date of the Annual General Meeting.

Ms. Ruchi Chordia is an Associate member of ICSI having deep insight in the areas of Corporate Laws, Corporate Governance. Besides being qualified Company Secretary, she is also holding a Master Degree in Finance from Rajasthan Technical University.

Ms. Ruchi Chordia has given a declaration to the Board that she meets the criteria of Director as provided under section 152 of the Act. The Company also has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment/re-appointment of Ms. Ruchi Chordia as a Director of the Company.

In the opinion of the Board, the Company should avail the services of Ms. Ruchi Chordia and she fulfills the conditions specified in the Act and the Rules framed there under for appointment as Director and accordingly the Board recommends to pass the resolution as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives other than Ms. Ruchi Chordia are, in any way, concerned or interested in the said resolutions.

The resolution as set out in item no. 6 of this notice is accordingly commended for your approval.

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

**Date: 02.09.2023  
Place: Sahibabad**

**Sd/-  
Hariom Sharma  
Company Secretary**

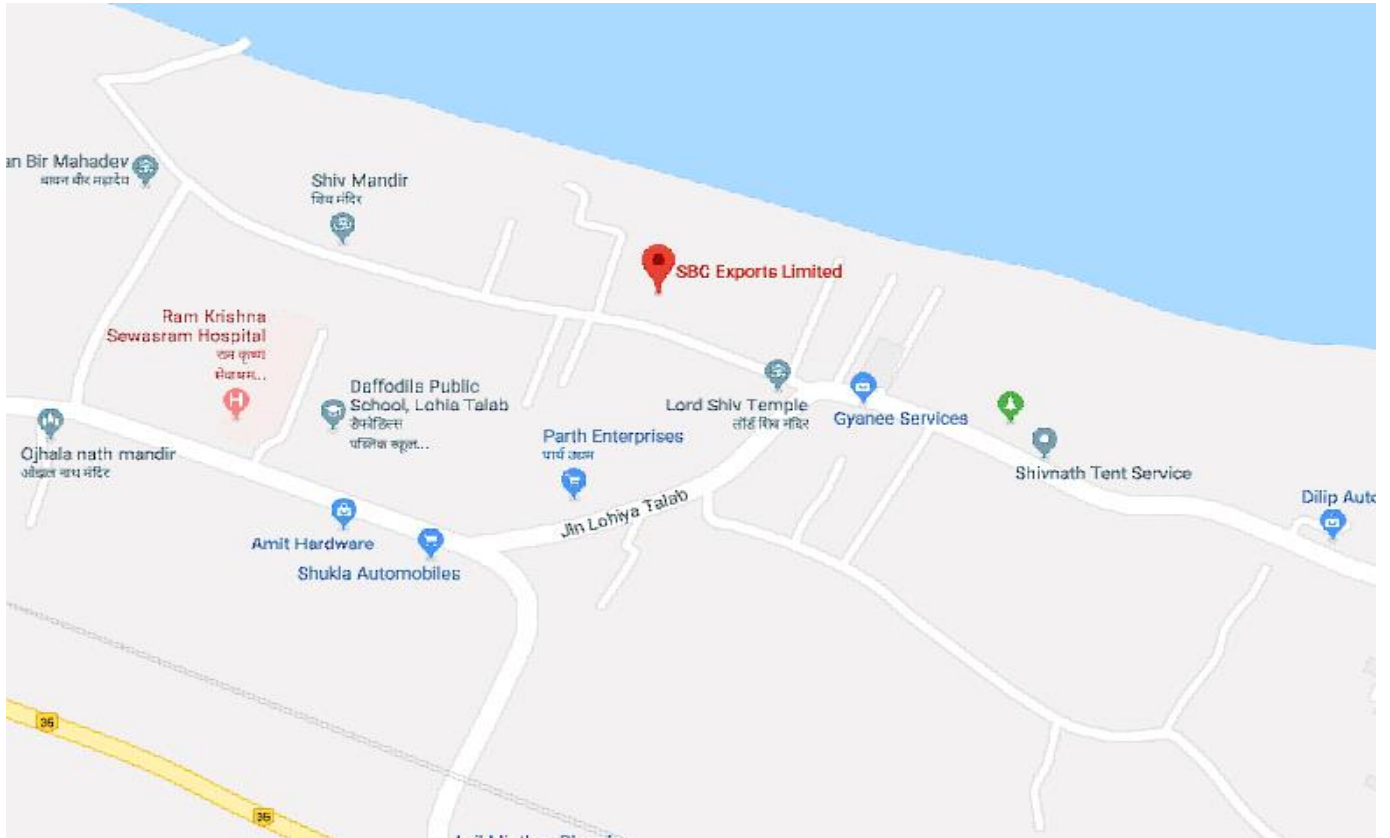
**CIN: L18100UP2011PLC043209**

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**ROUTE MAP FOR AGM VENUE**



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