

NOTICE

Notice is hereby given that the 9th Annual General Meeting of the members of **M/s SBC Exports Limited** will be held on Saturday the 26th day of December, 2020 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 the audited financial statements of the company for the financial year ended March 31, 2020, together with the reports of the board of directors and the auditors thereon.

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

“RESOLVED THAT the audited financial statements of the company for the financial year ended 31st march, 2020 together with the reports of the board and auditors thereon laid before this meeting, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

ITEM NO.1 APPOINTMENT OF MR. GOVINDJI GUPTA AS MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), subject to the approval of members of the Company, and such other consents and permission as may be necessary, **Mr. Govindji Gupta (DIN: 01632764)**, be and is hereby appointed as Managing Director of the Company for a period of Five (5) Years with effect from 26th December 2020 to 25th December 2025 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 is authorized to alter and vary the terms and conditions of appointment and / or remuneration subject to the limits specified under section 197 read with Schedule V of the companies act, 2013 (Including Any Statutory Modifications Or Re-Enactment(S) Thereof For The Time Being In Force).”

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

**Date: 28.11.2020
Place: Sahibabad**

**Sd/-
Hariom Sharma
Company Secretary**

NOTES:

- 1)** 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 be a member. 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.
- 2)** 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.
- 3)** 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 3 days written notice is given to the Company.
- 4)** Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.
- 5)** Annual Report for the financial year 2019-20 including notice of 9th 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.
- 6)** Documents referred to in the notice 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. The Annual Report shall also be available on company's website i.e.-www.sbcexportslimited.com

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

**Date: 28.11.2020
Place: Sahibabad**

**Sd/-
Hariom Sharma
Company Secretary**

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO. 1

Relating To Appointment of Mr. Govindji Gupta as Managing Director

Board of Directors (based on recommendations of Nomination & Remuneration committee) had appointed Mr. Govindji Gupta as the as Additional Director in the position of Promoter Director w.e.f. 22nd June 2020 and he hold office up to the date of this AGM.

The Company Has received from Mr. Govindji Gupta:

(i). Consent to act as Managing director in writing in form DIR-2 [Pursuant to Ruler 8 of 152(5) and of the Companies (Appointment and Qualification of Directors) Rules, 2014]

(ii). Intimation that he is not disqualified to appoint as a Director [Pursuant to Section 164(2) and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014]

The Resolution seeks an approval of members in terms of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) for the appointment of Mr. Govindji Gupta as the Managing Director till 25th December 2025.

No director Key Managerial Personnel or his relative, except Mr. Govind ji Gupta and Mrs. Deepika Gupta is interested or concerned in the resolution.

The board recommends the resolution set forth in item no.1 for the approval of the members.

BRIEF PROFILE OF MR. GOVINDJI GUPTA
(In pursuance of Regulation 36(3) of
SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Mr. Govindji Gupta, aged 39 years, is covered under the category of Promoter Group of our Company. He has done MBA in Business Management and has rich experience of more than 15 years in the field of Business Management, Operations & Financial Management.

He has served into various organizations at different positions such as Religare, SMC Global etc. He will now take care the day-to-day operations and management of the Company. He is responsible for allocation of job responsibilities among the personnel, liaising with the commercial team to promote & develop operational opportunities and also look after health & safety of employees. He will also involve in product development and contributes with his creative ideas for new products.

Name	Mr. Govindji Gupta
Father's name	Late Dheerendra Kumar Gupta
Address	Badli Katra, Sadar Kotwali, Matihani, Mirzapur, Uttar Pradesh-231001
Date of Birth	20/07/1981
Occupation	Businessman
PAN Number	AJCPG6474H
DIN	01632764
Academic Qualification	MBA in Business Management
No. of Shares Held	29,32,000
Date of first appointment on the Board	22/06/2020
Directorship in other Companies	Ritu Garments Private Limited
Chairman/Member of the Board of other Committee	1. Audit Committee 2. Risk Management Committee 3. Stakeholders Relationship Committee

ROUTE MAP FOR AGM VENUE

