



## SBEC SUGAR LIMITED

CIN: L15421UP1991PLC019160

Regd Off: Village- Loyan Malakpur, Tehsil- Baraut, Baghpat, Uttar Pradesh-250611

T.: 01234-259206, 259273, Email id: investors@sbecsugar.com, Website: www.sbecsugar.com

### NOTICE

Notice is hereby given that the **23rd Annual General Meeting** of the Shareholders of **SBEC Sugar Limited** will be held on **Tuesday, the 29th day of August, 2017** at the Registered Office of the Company at **Village: Loyan, Malakpur, Tehsil: Baraut, District: Baghpat, Uttar Pradesh at 11.30 A.M.** to transact the following businesses:

#### ORDINARY BUSINESS:

##### 1. To consider and adopt:-

- The Audited Standalone financial statements of the Company for the financial period ended 31st March, 2017, the report of the Board of Directors and Auditors thereon; and
- The Audited Consolidated financial statements of the Company for the financial period ended 31st March, 2017.

##### 2. Re-appointment of Mr. Jayesh Modi as Director:-

To appoint a Director in place of Mr. Jayesh Modi (DIN 02849637), who retires by rotation and being eligible, offers himself for re-appointment.

##### 3. Appointment of M/s. K.K. Jain & Co., Chartered Accountants as Statutory Auditors:-

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, and pursuant to the recommendations of the Audit Committee, M/s. K.K. Jain & Co., Chartered Accountant, (FRN:02465N), Noida be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Doogar & Associates, Chartered Accountants, (FRN: 000561N), Delhi to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Twenty Eight Annual General Meeting and subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. K.K. Jain & Co, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

#### SPECIAL BUSINESS:

##### 4. Appointment of Shri. Narayan Prakash Bansal as an Independent 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re- enactment thereof for the time being in force and SEBI (LODR) Regulations, 2015, Shri. Narayan Prakash Bansal (DIN: 00010587), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from August 29, 2017 and whose office shall not be liable to retire by rotation".

##### 5. Regularization of Shri. Raj Kumar Sharma as Director.

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** Shri. Raj Kumar Sharma (DIN: 07741845), who was appointed as an Additional Director with effect from February 23, 2017 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and Article 116 of Article of Association of the Company and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation".

##### 6. Appointment of Shri. Raj Kumar Sharma as Manager designated as "General Manager-Personnel and Administration".

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions (including any modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and the relevant provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") , approval of the Company be and is hereby accorded to the appointment and terms of remuneration of Shri R.K. Sharma as a Manager designated as "General Manager-Personnel & Administration" on the Board of the Company for a period of one year commencing from June 14, 2017 to June 13, 2018 upon the terms and conditions as set out in the agreement, entered into between the Company and Shri. Raj Kumar Sharma, with the liberty to the Board of Directors of the Company to alter, modify and vary the terms and conditions of the said appointment and/or Agreement and remuneration, so not to exceed the limits specified in



Schedule V of the Companies Act, 2013 or any statutory modification/re-enactment thereof, as may be agreed to between the Board of Directors and Shri. Raj Kumar Sharma.

**RESOLVED FURTHER THAT** all the Directors and/or Company Secretary of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

**7. Authorization for Related Party Transactions.**

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and read with Regulation 23 of SEBI(Listing Obligations Disclosure Requirements) Regulations,2015 consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the following Related Parties and its associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's, creation of Secured Charges with the following Related Parties and its associates on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties upto maximum amount per annum not to exceed Rs. 200 Crores. The company hereby approves, ratifies and confirms the said agreements/ transactions entered into with the related parties as defined under the Act, Rules made there under and SEBI (LODR), Regulations with effect from 1st April, 2017.

Sl.No	Name of Related Party	Period of Contract	Particulars of Contract	Expected Maximum Value of Transaction per annum w.e.f. 1st April, 2017 (Rs. Crores)
1.	Modi Industries Limited	1st April, 2017 to 31st March, 2020	Sale, purchase or supply of any goods or material, availing or rendering of any service or any other material related party transactions.	200.00
2.	Jayesh Tradex Private Limited	1st April, 2017 to 31st March, 2020	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	
3.	G.S. Pharambutor Private Limited	1st April, 2017 to 31st March, 2020	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	
4.	SBEC Bioenergy Limited	1st April, 2017 to 31st March, 2020	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, Extension of tenure of Deed of Assignment earlier executed on dated 31.12.2012, Guarantee/ Security given or any other material related party transactions.	
5.	Longwell Investments Private Limited	1st April, 2017 to 31st March, 2020	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given, payment of Interest on ICDs, Guarantee/Security given or any other material related party transactions.	
6.	Arvind Continental Private Limited	1st April, 2017 to 31st March, 2020	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given, payment of Interest on ICDs, Guarantee/ Security given or any other material related party transactions.	
7.	Any other related party/ies not mentioned hereinabove and as defined under the Act	1st April, 2017 to 31st March, 2020	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given, payment of Interest on ICDs, Guarantee/ Security given or any other material related party transactions.	

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board of Directors (which expression shall include the Audit Committee or any other committee thereof for the time being exercising the powers conferred by this resolution) to approve the transactions



and the terms and conditions with any of the aforesaid related party/ies and to take such steps as may be necessary for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.”

**8. Alteration/ Adoption of Object Clause of the Memorandum of Association of the Company as per Companies Act, 2013.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, existing object Clause 3(b), 3(c) be and are hereby substituted by inserting Clause 3(b) containing objects Incidental or Ancillary to the attainment of the Main Objects as per draft MOA.

**RESOLVED FURTHER THAT** The Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**9. Alteration/ Adoption of New Set of Articles of Association of Company as Per Companies Act, 2013.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), the new set of Articles of Associations, be and is hereby approved, adopted and substituted in the place of existing Article of Association of the Company.

**RESOLVED FURTHER THAT** The Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**10. Re-appointment of M/s. M.K. Singhal & Co., Cost Accountants, and ratified their remuneration.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable service tax and out of pocket expenses that may be incurred for the financial year 2017-18, as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s. M.K. Singhal & Co., Cost Accountants (Firm Registration No.00074) to conduct the audit of the cost record of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized 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 Sugar Limited**

**Date : 28.07.2017  
Place : New Delhi**

**R. K. Agarwal  
Director  
DIN: 00298252**

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 3 to 10 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. 4 to 6 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN HIS/HER BEHALF AND THE PROXY NEED NOT TO BE MEMBER OF THE COMPANY.**  
The instrument appointing proxy in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company at least 48 (FOURTY EIGHT HOURS) before the scheduled time of commencement of the annual general meeting. A blank proxy form is annexed herewith.  
Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. 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 representative to attend and vote on their behalf at the meeting.
3. The Register of Members & Share Transfer Books of the Company will remain closed from 23rd August, 2017 to 29th August, 2017 (both days inclusive).



4. Members, who hold shares in dematerialized form, are requested to notify, changes, if any, in their address, to their respective Depository Participant and those, who hold shares in physical form, may intimate the same to the Company.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal Financial & Computer Services Pvt. Ltd for assistance in this regard.
6. 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.
7. 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.
8. Members/proxies are requested to bring attendance slips sent herewith duly filled in, for attending the meeting.
9. Members desiring any information as regards to accounts are requested to address their questions to the Company Secretary at least 7 days before the date of the meeting so that the required information is made available at the meeting.
10. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. 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 / Company.
12. 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.
13. Members may also note that the Notice of the Twenty Third Annual General Meeting and the Annual Report for financial year 2016-17 will also be available on the Company's website i.e. [www.sbecsugar.com](http://www.sbecsugar.com) for their download.
14. 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.
15. 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 the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

The Board of Directors has appointed Mr. Dinesh Kumar Rajvanshi, Practicing Chartered Accountant, A-85, Kaushambi Ghaziabad (Membership No-86165) 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 favour 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 Saturday 26th day of August, 2017 at 9.00 A.M. and ends on Monday 28th day of August, 2017 at 5.00 A.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 Tuesday 22nd day of August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](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 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 SUGAR 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

#### **(xix) Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](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:**

- The voting period begins on Saturday, 26th day of August, 2017 at 9:00 AM and ends on Monday, 28th day of August, 2017 at 5:00 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) Tuesday, 22nd day of August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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).
- Mr. Shobit Nehra, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this 23rd Annual General Meeting including e-voting his mail ID is [investors@sbecsugar.com](mailto:investors@sbecsugar.com) and may be contacted on phone no. 011-42504878.
- The Notice of the 23rd Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date i. e. 28th July, 2017 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company ([www.sbecsugar.com](http://www.sbecsugar.com))
- The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 22nd August, 2017 and not casting their vote electronically, may only cast their vote at the 23rd 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 22nd August, 2017



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

**Item No. 2**

Mr. Jayesh Modi (DIN: 02849637), retire by rotation, and being eligible, seek re-appointment. Kindly refer details forming part of this notice in respect of appointment of Mr. Jayesh Modi, pursuant to the Secretarial Standard on General Meetings.

Except Mr. Jayesh Modi to the extent of his shareholding and shareholding of his relatives, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 2.

The Board recommends the resolution set forth in item No. 2 of the notice for approval of the members

**Item No. 3**

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

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

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

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

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

**ITEM NO.4**

The Company had appointed Shri. Narayan Prakash Bansal as Non-Executive Director on the Board of Directors of the Company. In order to comply with the provisions of SEBI LODR (Regulations), 2015, the Company is required to appoint him as an Independent Director, shall not be liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the him as appointment of Shri. Narayan Prakash Bansal as an Independent Director of the Company for a term of five consecutive years commencing from 29th August, 2017 (in accordance with the retirement age policy for Directors of the Company).

Shri. Narayan Prakash Bansal, has given (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Shri. Narayan Prakash Bansal fulfills the condition specified in the Act and the Rules made there under for appointment as Independent Director and he is Independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Shri. Narayan Prakash Bansal as Non- Executive Independent Director is now being placed before the members in Annual General Meeting for their approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri. Narayan Prakash Bansal is concerned or interested in the proposed Resolution.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

**ITEM NO.5**

The Board of Directors of the Company, through its circular resolution dated 23.02.2017 had appointed Shri Raj Kumar Sharma as an Additional Director who shall hold office on the Board of the Company till the date of ensuing Annual General Meeting. Pursuant to the provisions of the Section 161 of the Companies Act, 2013 and Article 116 of Article of Association of the Company. A notice pursuant to Section 160 of the Companies Act, 2013 along with deposit of requisite amount has been received from a member signifying his intention to propose him as a candidate for the office of Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri. Raj Kumar Sharma, is concerned or interested in the proposed Resolution.

The Board recommends the resolution set forth in item No. 5 of the notice for approval of the members.

**ITEM NO.6**

The Board of Directors ("the Board") of the Company at their meeting held on June 13, 2017 has, subject to the approval of the shareholders at ensuing General Meeting appointed Shri. Raj Kumar Sharma as the Manager designated as "General Manager-Personnel and Administration" of the Company for a period of one year from June 14, 2017 to June 13, 2018.

The Nomination and Remuneration Committee of the Company in its meeting held on June 13, 2017 has approved the appointment and terms of remuneration of Shri. R.K. Sharma as Manager of the Company designated as "General Manager-Personnel and Administration" for a period of one



year from June 14, 2017 to June 13, 2018.

The terms and conditions set out in the agreements dated June 13, 2017 executed between the Company and Shri. R.K. Sharma are as under;

1. Salary	: Rs.45,150 p.m.
2. Perquisites and Allowances	
(i) House Rent Allowance	: Rs. 9030 p.m.
(ii) Special Allowance	: Rs. 27654 p.m.
(iii) Literature Allowance	: Rs.1500 p.m.
(iv) Transport Allowance	: Rs. 800 p.m.
(v) Medical Reimbursement	: 1250 (Expenses incurred for him and the family subject to a maximum of seven percent of the basic salary in a year)
(vi) Leave Travel Concession	: 3761 (8.33% of the basic salary in a year. For himself and family once in a year.
(vii) Bonus	: 3761 (8.33% of the basic salary in a year.
(viii) Contribution to Provident Fund, Superannuation fund or annuity fund	: 12% As per the rules of the Company which shall not be computed for the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
(ix) Gratuity	: Gratuity payable shall not exceed half month's salary for each completed year of service.
(x) Car Allowance	: Rs. 8400/- p.m.
(xi) Conveyance Allowance	: Rs. 2700/- p.m.
(xii) Telephone	: 1460 p.m.
(xv) Medical Benefit	: The benefit of Company's Group Medical policy for the medical services, for the Manager and his family. (Upto an limit as per Group Medical Policy)

**Explanation:-** Provision of car allowance for use of Company's business and telephone allowance will not be considered in computing the value of perquisites.

**Note:** All the perquisites will be interchangeable i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisites(s).

### 3. Other Terms

(i) Leave	: As per the rules of the Company
(ii) Sitting Fees	: Mr. R.K. Sharma will not be entitled for sitting fees for attending the meetings of the Board or Committees thereof.
(iii) Minimum Remuneration	: In the event of loss or inadequacy of profits in any financial year during the currency of the tenure of service of Manager, the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed in schedule V of the Companies Act, 2013.

### The Information As Required Under Schedule V To The Companies Act, 2013 Is Given Hereunder:

#### I. GENERAL INFORMATION:

(1) Nature of Industry	: Sugar Manufacturing
(2) Date or expected date of commencement of commercial production :	: The Company commenced Commercial production on 15th February, 1999
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	: Not Applicable
(4) Financial performance based on given indicators	: Year ended 31st March,2017

#### (In Lakhs)

Sales and Other Income	: 28301.24
Total Expenditure	: 27810.79
Operating Profit/(Loss) before Depreciation, Exeptional items & Tax	: 490.45
Depreciation & Exeptional items	: (2779.22)
Operating Profit/ ( Loss) after Depreciation and Exeptional items but before tax	: (2288.77)
Income tax	: -
Credit for Deferred tax	: -
Profit / (Loss) after tax	: (2288.77)
(5) Export performance and net foreign exchange collaborations	: Nil



(6) Foreign investments or collaborators, if any : None

## II. INFORMATION ABOUT THE APPOINTEE:

### (1) Background details:

Shri. Raj Kumar Sharma has completed his Master in Social work from Lucknow University. He has a rich experience in the field of Human Resource & Development for more than 30 Years.

### (2) Past remuneration:

He was drawing a Basic Salary of Rs. 45150 and perquisites from the Company.

### (3) Recognition or awards: None

### (4) Job profile and his suitability:

Shri. Raj Kumar Sharma has completed his Master in Social work from Lucknow University. He has a rich experience in the field of Human Resource & Development for more than 30 Years.

### (5) Remuneration proposed:

Details of the proposed remuneration is given in Item no.6 of the Notice convening the 23rd Annual General Meeting.

### (6) Comparative remuneration profile with respect to industry size of the company, profile of the position and person:

The remuneration paid to Shri. Raj Kumar Sharma is in line with the similar sized sugar mills and even on lower side when compared with similar profile in the industry.

### (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Nil

## III. OTHER INFORMATION:

### (1) Reasons of loss or inadequate profits:

The State Government of Uttar Pradesh has, as per PNCM Cabinet Decision dated 18th January 2016, inter alia, announced cash subsidy upto Rs. 23.30 per Qtl of cane purchased and reimbursement of cane Commission payable to society of Rs 3.00 Per Qtl for the sugar industry for crushing season 2015-16, linked to the average selling price of sugar and it's by products. Accordingly the Company has accounted for cash subsidy of Rs. 23.30 per Qtl of cane purchased by it aggregating to Rs. 2209.45 lacs in crushing season 2015-16 and reimbursement of cane commission amounting to Rs 290.20lacs. Special Secretary Government of Uttar Pradesh vide his letter dated 22.12.16 addressed to the cane commissioner has withdrawn the said financial assistance/ grant. The management has earlier booked (i.e. in F.Y. 15-16) the recognized Cash Subsidy on cane purchased of Rs.2,209.45 lacs and cane commission of Rs 290.20 lacs in F.Y. 15-16 and now showed it as Exceptional items in the financial results of the Company for the Quarter ended March 2017. Due to reversal of above cash subsidy the company earned losses during the financial year.

### (2) Steps taken or proposed to be taken for improvement:

The company is taking steps to improve quality of sugarcane by introducing various cane development programme which will increase the recovery of sugar and also taking steps to optimize the utilization of plant capacity which will reduce the overall cost of production.

### (3) Expected increase in productivity and profit in measurable terms.

In sugar season 2017 -2018, it is expected that production of sugar cane and recovery will be better than previous sugar season. The Company is also taking steps to optimize the utilization of plant capacity which will reduce the overall cost of production.

The terms and conditions of his appointment and remuneration are subject to the approval of the shareholders as Special Resolution. Accordingly, the resolution are recommended for approval of the shareholder of the Company.

## ITEM NO. 7

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transactions which are in the ordinary course of business and/or are on arm's length basis. Transactions that do not satisfy these criteria can be carried out only with the approval of the shareholders accorded by way of a ordinary resolution. Though all the transactions with the related parties mentioned under the resolution in Item No.7 are in the ordinary course of business and are at arm's length basis. As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has made it mandatory that all material Related Party Transactions (i.e., the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company) shall require approval of the shareholders by way of a ordinary resolution. The Audit Committee and the Board of Directors of the Company in their meetings held on 28th July, 2017 have approved the transactions given in Item No.7 of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of members by passing a ordinary Resolution pursuant to Section 188 read with rules made thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.





**Nature of Interest of Related parties in the Company is given below:-**

Sl.No.	Name of the Related Party	Nature of Interest or Concern
1.	Modi Industries Limited	Sh. Umesh Kumar Modi Chairman & President of the Company is also Managing Director in the Related party and holds 3.15% shares in Related Party and Sh. Abhishek Modi Whole Time Director of the Company are also Director in Related Party.
2.	Jayesh Tradex Private Limited	Smt. Kumkum Modi Director are also Director in Related Party and Sh. Jayesh Modi Director holds Directorship and 99.99% shareholding in Related Party.
3.	G.S. Pharambutor Private Limited	Sh. Rajeev Kumar Agarwal, Independent Director, are also Director in Related Party.
4.	SBEC Bioenergy Limited	It is a Subsidiary Company of SBEC Sugar Limited which holds 55% shares in related party. Sh. Umesh Kumar Modi is common chairman of Board of Directors of both companies, while Sh. Abhishek Modi, Whole Time Director is Whole Time Director in both the Companies.
5.	Longwell Investment Private Limited	Sh. Umesh Kumar Modi, Smt. Kumkum Modi, Sh. Abhishek Modi, Sh. Jayesh Modi Directors of SBEC Sugar Limited are also Directors in Related Party.
6.	Arvind Continental Private Limited	Relative of Smt. Kumkum Modi (Director of SBEC Sugar Limited) are Director in Related Party.

**ITEM NO. 8**

The existing Memorandum of Association are in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013 ("New Act).

It is thus expedient to adopt new Clause 3(b) of Memorandum of Association, in place of Clause 3(b) and 3 (c) of the existing Memorandum of Association of the Company, pursuant to the provisions of the Companies act, 2013. Hence the Board of Directors proposed to adopt amended Memorandum of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed amended Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting.

The Board of Directors recommends the Resolution at Item No. 8 of the accompanying Notice for the approval of the shareholders as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or in the proposed Resolution.

**ITEM NO. 9**

The existing Article of Association are in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013 ("New Act). The new Act is now largely in force and substantive sections of the Act which deals with the general working of Company stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company requires alterations/ deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by new set of Articles.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made thereunder. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting.

The Board of Directors recommends the Resolution at Item No. 9 of the accompanying Notice for the approval of the shareholders as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or in the proposed Resolution.

**ITEM NO. 10**

The Audit Committee and the Board of Directors has approved the appointment of M/s M.K. Singhal & Co., Cost Accountants as Cost Auditors for audit of the cost accounts for the year 2017-18 at a remuneration of Rs. 60,000. In accordance with the provisions of section 148 of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the year 2017-18. The Board recommends this Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.

**By order of the Board  
For SBEC Sugar Limited**

**Date : 28.07.2017  
Place : New Delhi**

**R. K. Agarwal  
Director  
DIN: 00298252**



**Details of Directors seeking appointment/re-appointment in Annual General Meeting  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of the Director(s)	DIN	Date of Birth	Date of Appointment	Qualification and experience	List of outside Directorships as on Appointment Date	No. of Committee (as on Appointment Date)	
						Membership(s)	Chairmanship(s)
Shri Jayesh Modi	02849637	14/11/1991	18/06/2010	Mr. Jayesh Modi, has completed his studies in United Kingdom. Experience in various types of Packaging Products.	A to Z holdings Pvt. Ltd. Modi-Mundi pharma Pvt. Ltd. Chandil Power Ltd. Jayesh Tradex Pvt. Ltd. Longwell Investment Pvt. Ltd. Modi Hitech India Ltd. SBEC Bioenergy Ltd SBEC Sugar Ltd. Win-Medicare Pvt. Ltd.	Nil	Nil
Shri N.P. Bansal	00010587	31/13/1950	27/05/2015	He is a Chartered Accountant having more than 40years of Experience in the field of Accounts and finance.	Madras Holdings Pvt. Limited Own Investment Pvt. Ltd Your Investment(India) Limited T C Healthcare Pvt. Ltd	1	Nil
Shri Raj Kumar Sharma	07741845	11/08/1961	23/02/2017	Mr. Raj Kumar Sharma has completed his Master in Social work from Lucknow University. He has a rich experience in the field of Human Resource & Development for more than 30 Years.	N.A.	Nil	Nil

**SBEC SUGAR LIMITED**

Form No. MGT-11

CIN : L15421UP1991PLC019160

Regd. Off. Village - Loyan Malakpur, Tehsil-Baraut, Baghpat, Uttar Pradesh-250611  
 T.: 01234-259206, 259273, Email Id. : investors@sbecsugar.com, Website : www.sbecsugar.com

**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 Members(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:....., failing him/her;

2. Name : .....of.....having an E-mail ID:....., failing him/her;

3. Name : .....of.....having an E-mail ID:....., failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 29th day of August, 2017 at the Registered Office of the company at Village: Loyan, Malakpur, Tehsil: Baraut, District: Baghpat, Uttar Pradesh at 11:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	Vote (Optional (Refer Note))		
		For	Against	Abstain
1.	To consider and adopt:			
a)	The Audited financial statements of the Company for the financial period ended 31st March, 2017, the report 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, 2017.			
2.	To appoint a Director in place of Shri. Jayesh Modi (DIN: 02849637), who retires by rotation and being eligible, offers herself for re-appointment.			
3.	Appointment of M/s. K.K Jain & Co., Chartered Accountants as Statutory Auditors of the Company.			
<b>Special Business</b>				
4.	Appointment of Mr. Narayan Prakash Bansal as an Independent Director of the Company.			
5.	Regularization of Shri. Raj Kumar Sharma as Director.			
6.	Appointment of Shri. Raj Kumar Sharma as Manager designated him as "General Manager-Personnel and Administration".			
7.	Authorization for Related Party Transactions.			
8.	Alteration/ Adoption of Object Clause of the Memorandum of Association of the Company as per Companies Act, 2013			
9.	Alteration/ Adoption of New Set of Articles of Association of Company as Per Companies Act, 2013			
10.	Re-appointment of M/s. M.K. Singhal & Co., Cost Accountants, and ratified their remuneration.			

Signed this .....day of .....2017.

Signature of shareholder

Signature of first proxy

Affix  
Revenue  
Stamp

**Notes :**

*This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of meeting.*

*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.*

**SBEC SUGAR LIMITED**

CIN : L15421UP1991PLC019160

Regd. Off. Village - Loyan Malakpur, Tehsil-Baraut, Baghpat, Uttar Pradesh-250611  
 T.: 01234-259206, 259273, Email Id. : investors@sbecsugar.com, Website : www.sbecsugar.com

**ATTENDANCE SLIP**

23rd Annual General Meeting held on Tuesday, the 29th day of August, 2017 at 11:30 A.M.

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Joint Shareholders may obtain additional Slips on request.

Name of the Members(s) : .....

DPID: .....CLID: .....Reg. Folio No. : .....No. of Shares:.....

I hereby record my presence at the 29th day of August, 2017 at the Registered Office of the company at Village Loyan Malakpur, Tehsil Baraut, District Baghpat, U.P. 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 : .....

