



Ref: D/BSE/2020-21/026

Date: 26.12.2020

To,  
The BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai-400001

**SCRIP CODE: 542725**  
**Sub: Submission of Annual Report for the FY 2019-20**

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we are submitting herewith Annual Report for the year ended 31st March, 2020 as approved by the shareholders in their 9<sup>th</sup> Annual General Meeting which was held today i.e. 26th December, 2020.

You are requested to take note of the same on your record and acknowledge the receipt of the same.

Thanking You.

For **SBC Exports Limited**

**FOR SBC EXPORTS LTD.**  
  
Company Secretary

**(Hariom Sharma)**  
**Company Secretary**  
**M. No. A41738**

**CIN : U18100UP2011PLC043209**

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

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

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



9<sup>th</sup>

# ANNUAL REPORT



2019 - 2020



9th Annual Report 2019-20  
SBC Exports Limited

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## CORPORATE INFORMATION

### Board of Directors

Mr. Govindji Gupta  
Mrs. Deepika Gupta  
Mr. Manish Gupta  
Mr. Akshat Gupta  
Mrs. Manupriya Mishra  
Mr. Amit Jaiswal  
Mr. Vinod Kumar

### Chief Financial Officer

Mr. Mukesh Bhatt

### Company Secretary & Compliance Officer

Mr. Hariom Sharma

### Board Committees:

#### Audit Committee

Mr. Govindji Gupta  
Mr. Manish Gupta  
Mr. Amit Jaiswal

#### Nomination and Remuneration Committee

Mr. Manish Gupta  
Mr. Manupriya Mishra  
Mr. Amit Jaiswal

#### Risk Management Committee

Mr. Amit Jaiswal  
Mr. Govindji Gupta  
Mr. Manish Gupta

#### Stakeholders Relationship Committee

Mr. Govindji Gupta  
Mr. Manish Gupta  
Mr. Amit Jaiswal

### Website

[www.sbcexportslimited.com](http://www.sbcexportslimited.com)

### Secretarial Auditors

M/s Kumar Mandal & Associates  
Company Secretaries

### Statutory Auditors

M/s STRG & Associates  
Chartered Accountants

### Registrar & Transfer Agents

Bigshare Services Pvt. Ltd  
1st Floor, Bharat Tin Works  
Building, Opp. Vasant Oasis,  
Makwana Road, Marol, Andheri  
(East), Mumbai – 400059

### Bankers

State Bank of India  
Punjab National Bank  
Kotak Mahindra Bank  
Yes Bank  
IDFC Bank  
HDFC Bank  
ICICI Bank

### Stock Exchange

BSE SME Platform

### Registered Office

House NO.-20, Lohiya Talab, Choti  
Basahi P.O.: Vindhyachal  
Mirzapur UP 231307

### Corporate Office

49/95 Site-IV Sahibabad Industrial  
Area Ghaziabad U P - 201010

## 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 25<sup>th</sup> 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](http://www.sbcexportslimited.com)

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

**Sd/-**

**Hariom Sharma  
Company Secretary**

**Date: 28.11.2020  
Place: Sahibabad**

**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 25<sup>th</sup> 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)**

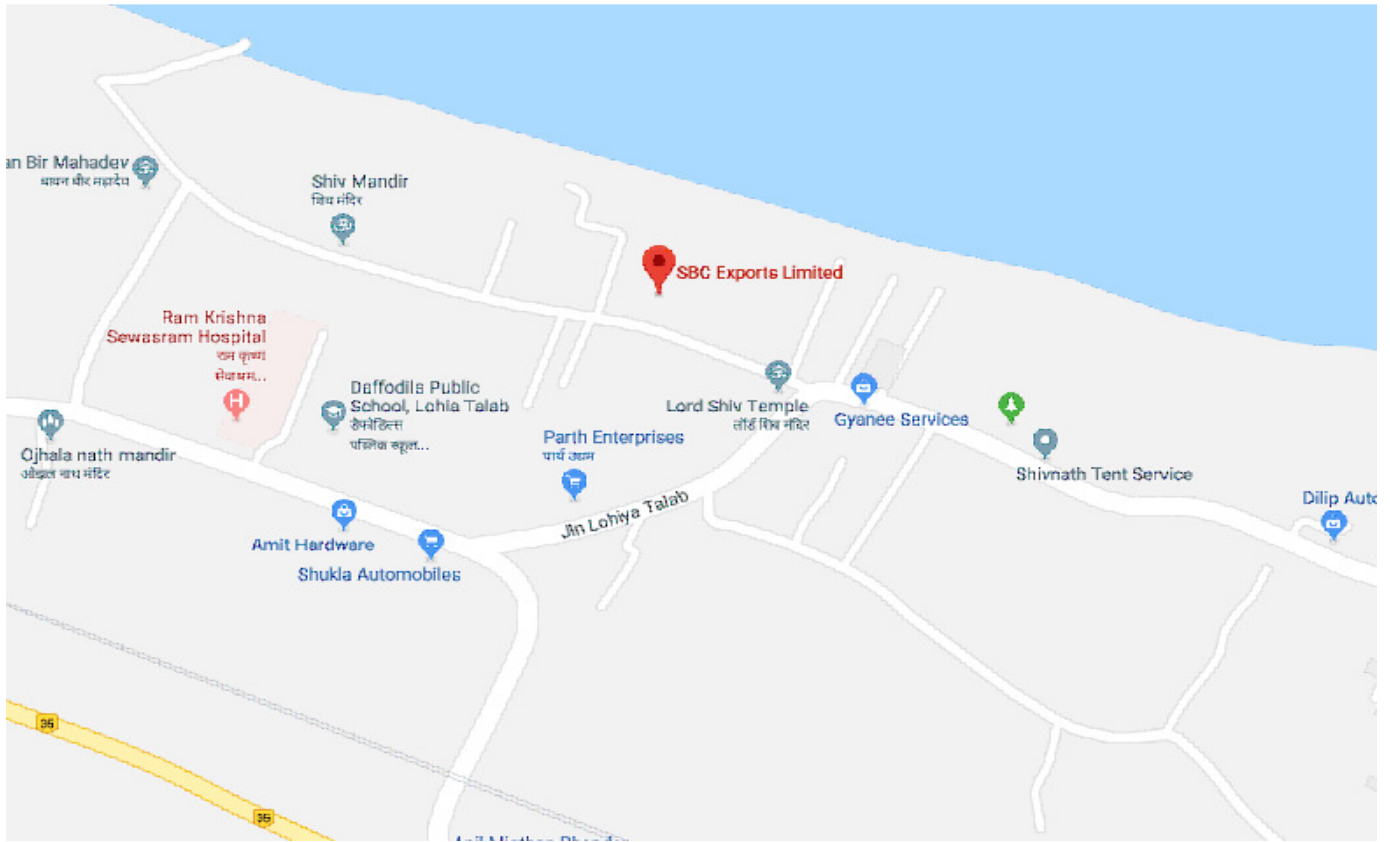
Mr. Govindji Gupta, aged 39 years, is covered under the category of Promoter Group of our Company. He has done MBA in Business Management and has rich experience of more than 15 years in the field of Business Management, Operations & Financial Management.

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.

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



## ROUTE MAP FOR AGM VENUE



## BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting this 9<sup>th</sup> Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2020.

### **1. FINANCIAL SUMMARY (STANDALONE):-**

The Company's financial performance for the year under review along with previous year's figures is given hereunder:-

<b>PARTICULARS</b>	<b>31.03.2020 (In Lakhs)</b>	<b>31.03.2019 (In Lakhs)</b>
Revenue from Operations	10,021.64	7,305.53
Other Income	15.11	41.37
<b>Total Revenue</b>	<b>10,036.75</b>	<b>7,346.91</b>
Total Expenditure	<b>9,836.55</b>	<b>7,161.57</b>
<b>Profit/Loss before taxation</b>	<b>195.20</b>	<b>185.34</b>
<b>Less: Tax Expenses</b>	72.83	57.02
<b>Profit /loss for the year</b>	<b>127.52</b>	<b>133.50</b>

### **2. OPERATIONS:-**

The Company has reported total revenue of ₹ 10,021.64 Lakhs for the current year against ₹ 7,305.53 Lakhs for the previous year. The Net profit for the year under review amounted to ₹ 127.52 Lakhs in the current year as compared to Profit incurred in last year amounting to ₹ 133.50 Lacs.

### **3. TRANSFER OF RESERVES:-**

An amount of ₹ 127.52 Lakhs of profit has been transferred to Reserve & Surplus Account.

### **4. DIVIDEND**

Although the Company had earned a good profits as compared to previous year but the Board of Directors of your company do not recommend any dividend on equity shares for the financial year under review rather they recommended reinvest the earnings in the business.

### **5. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES ALONG WITH THEIR PERFORMANCE AND FINANCIAL POSITION**

The Company does not have any Subsidiary, Joint venture or Associate Company.

## **6. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY:-**

There have been no other material changes and commitments except the listing of the securities of the Company on the **BSE SME Platform**, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **7. CHANGE IN SHARE CAPITAL**

### **Authorised Share capital**

During Financial Year 2019-2020, there was not any changes in the capital structure of the Company. As on 31st March 2020, Authorised Capital of the Company Rs.11,10,00,000/- comprising of 11,10,00,00/-equity shares of Rs. 10/- each.

### **Paid up Share Capital**

During the year, the Company had increased its Paid up share Capital from Rs. 7,60,00,000/- comprising of 7,60,00,00/- equity shares of Rs. 10/- each to Rs. 10,58,20,000/- comprising of 1,05,82,000/- equity shares of Rs. 10/- each by way of IPO of 29,82,000 Equity Shares.

### **Initial Public Offering (IPO)**

Further the Company had entered into the Capital Market with its Initial Public Offering (IPO) of 29,82,000 Equity Shares of a Face Value of Rs. 10/- each for cash at a price of Rs. 22/- per equity share (including a share premium of Rs. 12 per equity share) aggregating to Rs. 656.04 lakhs (**"THE ISSUE"**).

The Issue opened for Subscription on 24<sup>th</sup> June, 2019 and closed on 26<sup>th</sup> June, 2019 in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Your Directors are pleased to inform you that the IPO of the Company was successfully subscribed. The response of the investors was really very encouraging.

The Securities of the Company have been Listed and admitted to dealings on the **BSE SME Platform** of the Bombay Stock Exchange (**BSE**) w.e.f. **4<sup>th</sup> July, 2019** having the symbol of **"SBC"**

**At present the paid up share capital of your Company is Rs. 10,58,20,000/- dividing into 1,05,82,000 Equity Shares of Rs. 10 each.**

## **8. DEPOSITORY SYSTEM**

As the Members are aware, your Company's shares are tradeable compulsorily in electronic form and your Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, the members are requested to avail the facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is **INE04AK01010**.

## **9. CHANGE IN THE NATURE OF BUSINESS:-**

There is no change in the nature of the business of the company in the review period.

## **10. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:-**

During the year under review there has been not any such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circular/ Notifications/ Directions issued by Reserve Bank of India from time to time, the Management Discussion and Analysis of the financial condition and result of consolidated operations of the Company for the year under review is presented in a separate section forming part of the Annual Report as **Annexure-I**.

## **12. CORPORATE GOVERNANCE**

We wish to inform the members that in term of Regulation 15 (2) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Governance is not applicable to our Company as we have listed our securities on the SME Exchange. However, your Company has been practicing the principles of good corporate governance as it is committed to maintain the highest standards of Corporate Governance.

## **13. DEPOSITS**

During the year, the Company has neither accepted any deposits from the public, nor does it have any scheme to invite any such deposits.

## **14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were on an arm's length basis and in the ordinary course of business under the Companies Act 2013 and not material under the Listing Regulations and hence did not require members' prior approval under the Companies Act 2013 and the Listing Regulations. The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 is attached as **Annexure-II** in the Form AOC-2.

## **15. AUDITORS AND AUDITORS' REPORT**

M/s. STRG & Associates, Chartered Accountants (FRN 014826N), having its office at New Delhi has been appointed as the Statutory Auditors of the Company on 2<sup>nd</sup> day of December, 2019 who shall hold their office for (5) Five Years i.e. from the Financial Year 2019-20 to 2023-24. Further, the Auditors' Report and Notes to the Accounts referred to in the Auditors' Report are

self-explanatory and therefore, does not call for any further comments and explanations. The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

## **16. SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel Rules) 2014, Company had appointed **M/s. Kumar Mandal and Associates**, Company Secretaries in Practice on 22<sup>nd</sup> Day of August, 2019 for the Financial Year 2019-20 and onwards, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2019-20 is attached as **Annexure-III**

## **17. BOARD MEETINGS**

During the year under review, the Board met Ten (10) times on April 10, 2019, April 23, 2019, June 03, 2019, July 2, 2019, August 22, 2019, September 16, 2019, September 23, 2019, September 25, 2019, November 30, 2019 and January 20, 2020. The maximum interval between any two meetings did not exceed 120 days.

## **18. GENERAL MEETINGS**

During the year under review, there were 2 (Two) General Meetings held including Annual General Meeting on September 30<sup>th</sup>, 2019 and December 2<sup>nd</sup>, 2019.

## **19. COMMITTEES OF BOARD**

There are four Committees constituted as per Companies Act, 2013, which are as follows;

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholder's Relationship Committee.
- d) Risk Management Committee

### **A. Audit Committee**

The Board had constituted qualified Audit Committee pursuant to provision of Companies Act, 2013 as well as Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee has its charter for functioning having primary objective of the committee is to monitor and provide effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

During the financial year the Committee met Four (4) times; 23<sup>rd</sup> April, 2019, 2<sup>nd</sup> July, 2019, 23<sup>rd</sup> October, 2019 and 20<sup>th</sup> January, 2020.

The Chairman informed the Board on 22<sup>nd</sup> June, 2020 that due to the sad Demise of Mr. Dheerendra Kumar Gupta, audit committee needs to be reconstituted. The Board discussed the matter pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Audit Committee of the Board is as below:

Name of Director	Designation	Nature of Directorship
Govindji Gupta	Member	Additional Director- Executive
Manish Gupta	Chairman	Independent Director- Non- Executive
Amit Jaiswal	Member	Independent Director- Non- Executive

**Role of the audit committee:**

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a) Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Modified opinion(s) in the audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
16. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
17. Scrutiny of inter-corporate loans and investments.
18. Valuation of Undertakings or assets of the company, wherever it is necessary.
19. Evaluation of internal financial controls and risk management systems.
20. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
21. Monitoring the end use of funds raised through public offers and related matters.

**The Audit Committee shall mandatorily review the following information:-**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
  - a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Powers of the Audit Committee:**

- investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

**B. Nomination and Remuneration Committee**

The nominated and remuneration policy is being formulated in compliance with section 178 of the Companies Act, 2013 and rules made there under and Regulations of SEBI (Listing Obligation and Disclosure Requirements) regulations 2015.

During the year Committee met on August 22, 2019.

Composition of Nomination and Remuneration Committee is as under;

Name of Director	Designation	Nature of Directorship
Manish Gupta	Member	Independent Director- Non- Executive
Manupriya Mishra	Chairperson	Independent Director- Non- Executive
Amit Jaiswal	Member	Independent Director- Non- Executive

**The terms of reference of the Nomination and Remuneration Committee are:**

To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

To be authorized at its duly constituted meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;

Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

**C. Stakeholders Relationship Committee:**

Pursuant to Provisions of Companies Act, 2013 and rules made there under and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015; Our Stakeholder Relationship Committee members, personally looking forward the issues if any, related to the stakeholders. The primary objective of the Committee is to consider and resolve the grievances of Security Holders of the Company.

During the year Committee met on August 22, 2019.

The Chairman informed the Board on 22<sup>nd</sup> June, 2020 that due to the sad Demise of Mr. Dheerendra Kumar Gupta, Stakeholder Relationship Committee needs to be reconstituted. The Board discussed the matter pursuant to Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Audit Committee of the Board is as below:

Name of Director	Designation	Nature of Directorship
Govindji Gupta	Member	Additional Director- Executive
Manish Gupta	Member	Independent Director- Non- Executive
Amit Jaiswal	Chairman	Independent Director- Non- Executive

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

- Redressal of shareholders' /investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;



- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

#### **D. Risk Management Committee:**

Pursuant to Provisions of Companies Act, 2013 and rules made there under, The Risk Management Committee is formed for the purpose of looking into the various risks affecting the smooth functioning of the Company. There are various factors including internal as well as external which may affect the stability of the Company. The Committee has adopted a Charter for its functioning. The primary objective of the Committee is to consider and resolve the grievances of Security Holders of the Company.

During the year Committee met on August 22, 2019.

The Chairman informed the Board on 22<sup>nd</sup> June, 2020 that due to the sad Demise of Mr. Dheerendra Kumar Gupta, Stakeholder Relationship Committee needs to be reconstituted. The Board discussed the matter and the consent of the Members be and is hereby accorded to the reconstitution of the Audit Committee of the Board is as below:

<b>Name of Director</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Govindji Gupta	Member	Additional Director- Executive
Manish Gupta	Member	Independent Director- Non- Executive
Amit Jaiswal	Chairman	Independent Director- Non- Executive

#### **20. SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

Pursuant to code of Independent Directors in compliance with Schedule IV the Companies Act, 2013 and rules made there under and regulation 25 (3) of the SEBI Listing Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on November 30, 2019 to review the performance of Non-independent directors (including the Chairman) and the Board as a whole. The Independent directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties.

#### **21. CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND KMPs**

- During the year under review no changes took place on the Board.
- Cessation of Mr. Dheerendra Kumar Gupta from Managing Director and Appointment of Mr. Govindji Gupta as Additional Director of the Company w.e.f. 22<sup>nd</sup> June 2020.

#### **22. RETIREMENT OF DIRECTOR BY ROTATION:**

No Director is liable to retire by rotation at the ensuing Annual General Meeting.

#### **23. BOARD'S INDEPENDENCE**

Definition of 'Independence' of Directors is in conformity with Section 149(6) of the Companies Act, 2013 and the requirements of Listing Regulations. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-

Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013 and the requirements of Listing Regulations :-

1. Mr. Akshat Gupta
2. Mr. Vinod Kumar
3. Mrs. Manupriya Mishra
4. Mr. Amit Jaiswal and
5. Mr. Manish Gupta

The independent directors have submitted the declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

#### **24. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby stated that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **25. BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations').

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Expertise;
- Objectivity and Independence;

- Guidance and support in context of life stage of the Company;
- Understanding of the Company's business;
- Understanding and commitment to duties and responsibilities;
- Willingness to devote the time needed for effective contribution to Company;
- Participation in discussions in effective and constructive manner;
- Responsiveness in approach;
- Ability to encourage and motivate the Management for continued performance and success.

The evaluation involves Self-Evaluation by the Board Member and subsequent assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation. Accordingly, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors and also the necessary evaluation was carried out by Nomination and Remuneration Committee and Independent Director at their respective meetings held for the purpose.

## **26. PARTICULARS OF EMPLOYEES**

There were no employee in receipt of remuneration of Rs. 1.02 crores Rupees per annum if employed for whole of the year or Rs. 8.50 Lakhs per month, if employed for part of the year, whose particulars are required to be given under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

## **27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit reports to the Chairman of the Audit Committee of the Board and to the Managing Director. The Internal Audit Department reviews the effectiveness and efficiency of these systems and procedures to ensure that all assets are protected against loss and that the financial and operational information is accurate and complete in all respects. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

## **28. WHISTLE BLOWER POLICY /VIGIL MECHANISM**

In compliance with the requirement of the Companies Act, 2013 and SEBI Listing Regulations, the Company has established a Whistle Blower Policy / Vigil Mechanism Policy that enables the Directors and Employees to report genuine concerns. The vigil mechanism provides for (a) adequate safeguards against victimization of persons who use the vigil mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.

No complaint of this nature has been received by the Audit Committee during the year under review.

## **29. EXTRACT OF ANNUAL RETURN:-**

The Company is maintaining a website where the extract of Annual Return can be accessible. The Link of the website is [www.sbcexportslimited.com](http://www.sbcexportslimited.com).

### **30. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:-**

There were no frauds as reported by the Statutory Auditors under sub-section 12 of Section 143 of the Companies Act, 2013 along with Rules made there-under other than those which are reportable to the Central Government.

### **31. CORPORATE SOCIAL RESPONSIBILITY**

As per the provisions of section and 135 of the Companies Act, 2013 Corporate Social Responsibility (CSR) is not applicable to the Company during the year under review so there are no disclosures required under section 134 (3)(o) of the Companies Act, 2013.

### **32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The provisions/requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (Acts) and Rules made thereunder are being followed by the Company and the company is providing the proper environment of working to all employees and has proper internal control Mechanism for prevention, prohibition and redressal of sexual harassment at workplace. The Company has complied with the provisions of constitution of Internal Complaints Committee under the Act. There were no cases/complaints filed under this Act during the year.

### **33. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of loans given or guarantees given or investments made or securities provided are given in notes to financial statements.

### **34. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to Key business objectives. Major risks identified by the Board and systematically steps taken to mitigate on a continuous basis. The Company's internal control system is commensurate with the nature of its business and the size and complexity of operations

### **35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Conservation of energy: **Not applicable**

Technology absorption: **Not applicable**

Foreign exchange earnings and outgo: There was no foreign exchange inflow or Outflow during the year.



### **36. COVID-19**

The COVID-19 pandemic has caused a huge disruption creating an unprecedented impact on the financial well-being of nations, corporations and individuals. A detailed discussion on impact of COVID-19 on the Company is covered in the 'Management Discussion and Analysis.'

### **37. ACKNOWLEDGEMENTS**

Your Board of Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, consultants, bankers and other authorities. The Directors also thank the Central and State Government of India and concerned Government Departments/ Agencies for their cooperation. The directors appreciate and value the contributions made by every member of the company.

**For SBC EXPORTS LIMITED**

**GOVINDJI GUPTA**

Director

DIN: 01632764

**DEEPIKA GUPTA**

Director

DIN: 03319765

**Date: 28.11.2020**

**Place: Sahibabad**

## ANNEXURE-I

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### Market context – Global and Indian economy

In FY 2019-20, India's textile and apparel exports were pegged at US\$ 38 billion in FY19, growing at a CAGR of 6% since 2005. Apparel is the largest exported category, accounting for 46% of the total textiles and apparel exports. Apart from apparels, growth is also expected in categories including home textile products and made-ups, which account for 14% of the overall export. 2018 saw modest single digit growth in overall apparel and textile consumption globally. China continued to shed its market share, but India has been clearly missing the bus – most of the gains have been captured by Bangladesh and Vietnam – clearly the 2nd and 3rd largest exports after China, respectively. To understand India's position among other textile producing the industry contributes 9% of GDP and 35% of foreign exchange earnings, India's share in global exports is only 3% compared to China's 13.75% percent. In addition to China, other developing countries are emerging as serious competitive threats to India. Looking at export shares, Korea 6% and Taiwan 5.5% are ahead of India, while Turkey 2.9% has already caught up and others like Thailand 2.3% and Indonesia 2% are not much further behind.

#### Government Initiatives

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100% FDI in the Indian textiles sector under the automatic route.

Some of initiatives taken by the government to further promote the Textiles industry are as under:

- 1. GST:** The Goods and Services Tax Council doubled the threshold limit for textile players from Rs. 2 million to Rs. 4 million from April 2019. It also raised the composition scheme turnover threshold from Rs. 1 crore to Rs. 1.5 crore for FY2020.
- 2. Technology Upgradation Fund Scheme:** Concessional credit was provided to promote modernisation and upgradation of the textile industry. Under the Union Budget 2018-19, Rs. 2,300 crores (US\$ 355.27 million) was allocated for this scheme. The Amended Technology Upgradation Fund Scheme is expected to create employment for 3.5 million people and enable investments worth Rs. 950 billion (US\$ 14.17 billion) by 2022.
- 3. SAATHI:** The Union Ministry of Textiles and Energy Efficiency Services Limited, launched a technology upgradation scheme called SAATHI (Sustainable and Accelerated Adoption of Efficient Textile Technologies to Help Small Industries) for reviving the power loom sector of India.

#### SBC's business performance summary

During FY 2019-20, SBC's core textile and apparel business continued implementing its stated strategy of growing around four clear pillars – verticalization, innovation, advanced materials and B2C business growth. As a result, the proportion of fabrics that we sell as full vertical apparel solution increased and is poised to grow rapidly in the coming financial year. The company continued to introduce new innovative products, including knitted indigo dyed apparel – which promises to bring denim like aesthetic in the comfort of a knitwear apparel. On woven products side, the focus of innovation was around experimentation with new sustainable fiber's, creative blends and significant reduction in use of dyes, chemicals and in turn, water. The B2C business was re-structured in this year and all channels were brought under one common leadership to drive a concerted and integrated strategy. Internal checks are exercised so that the various procedures are laid at the time of delegation of authorities and other procedures are strictly followed. The delegation clearly indicates the powers along with the monetary limits, wherever



necessary, that can be exercised by various levels of Managers in the Company. Similarly, the Company has well defined manuals for all the functional areas, viz., Production, Sales, Administration, Personnel, etc. These manuals contain elaborate procedures and checklist for the related activities. Necessary controls and checks are exercised by strictly adhering to the various procedures and checklist prescribed in the Manuals. Also these are updated from time to time on ongoing basis, keeping in view the latest developments in different areas. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals.

## **Outlook**

SBC will predominately consist of textile business and advanced material business. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world. We are also focusing on new age, high performance fabrics which allows us an entry into a fast growing newer product segment. We are seeing new growth opportunities in advanced material division and the segment continues to grow at a rapid pace. And last but not the least we are working to build SBC as a retail brand that will help us capture the lucrative fabric retail market in the country. On the back of these four pillars, we are aiming to grow the business in double digits, a significant improvement over the mid-single digit growth registered in recent years. In our B2C business of brands and retail, we have been growing through a portfolio of strong international brands and specialty retail stores that has presence across multiple channels, price points and consumer segments.

We are rapidly expanding our distribution footprint further across our brands, which is likely to be a major growth driver in the future. Our speciality retail business is doing well and we are investing to grow this business at a significant pace in the current year, we expect our EBITDA margins also to improve and achieve double digit margins over the same period. In view of improving financial results and positive outlook of the near future, your directors are hopeful that in current year better financial results would follow.

## **Disclaimer**

The Management Discussion and Analysis statement of the Annual Report has been included in adherence of the spirit enunciated in the code of Corporate Governance approved by the Securities and Exchange Board of India. Statement in the Management Discussion and Analysis describing the Company's objectives, projects, estimates, expectations may be 'forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference of the Company's operation include economic conditions affecting demand.

## **For SBC EXPORTS LIMITED**

**GOVINDJI GUPTA**

Director

DIN: 01632764

**DEEPIKA GUPTA**

Director

DIN: 03319765

**Date: 28.11.2020**

**Place: Sahibabad**

**ANNEXURE-II**

**FORM NO. AOC-2**

*(Pursuant to Clause (h) of sub section (3) of section 134 of the act and Rule 8/2 of the Companies Accounts Rules, 2014)*

**DETAILS REGARDING RELATED PARTY TRANSACTIONS**

AS PER THE PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020

1. Details of contracts or arrangements or transactions not at arm's length basis: **NIL**

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:	Date of Special Resolution u/s188
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any: (in Lacs)	Date of Special Resolution u/s188
Details are specifically mentioned in the Notes to Accounts section annexed herewith, as reported by the statutory auditor of the Company.						

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any: (in Lacs)	Date of Special Resolution u/s188
Deepika Gupta	Remuneration	N.A.	N.A.	10.12.2018.	9.96	N.A.
Mr. Dheere. K. Gupta	Remuneration	N.A.	N.A.	10.12.2018	6.60	N.A.



## ANNEXURE-II

Our Secretarial Audit Report of even date, for the financial year 2019-20 is to be read along with this letter.

### **Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Auditor's Responsibility**

1. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer**

1. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Thanking you,**

**Yours Sincerely,**

**For Kumar Mandal & Associates**

**Asim Kumar Mandal**  
**Membership No.: A46621**  
**Certificate of Practice No. 17039**  
**UDIN: A046621B001337416**

**Date: 27.11.2020**  
**Place: New Delhi**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,

**The Members,**

**SBC EXPORTS LIMITED**

House No.-20, Lohiya Talab,  
Choti Basahi P.O.: Vindhyachal,  
Mirzapur, UP-231307

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SBC EXPORTS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

Based on our verification of the **Company's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SBC EXPORTS LIMITED** ("The Company") for the financial year ended on **31<sup>st</sup> March, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

1. The Secretarial Standards with regard to Meeting of Board of Directors (SS-I) and General Meetings (SS-II) issued by The Institute of Company Secretaries of India.
2. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc..

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:-

Whereas the Company had proposed & made an Initial Public Offer of 29,82,000 Equity Shares having face value of Rs. 10/- each (the "Offer Shares") in accordance with the Chapter IX of the SEBI (ICDR) Regulations 2018, as amended, (as defined herein) and applicable Indian securities laws for cash at a price of Rs. 22/- (Including a Share Premium of Rs. 12/- Per Equity Share) per Equity Share ("Issue Price") aggregating to Rs. 656.04 Lakhs. The Company has listed its specified securities on 04-07-2019 at the SME Exchange/Platform of BSE (formerly Bombay Stock Exchange).

**QUALIFICATIONS:**

1. The Company had not appointed the Internal Auditor in the financial year ended on 2020 as per the requirements of Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2014. However the management is in the process of appointing the same as soon as possible.
2. The submission of the half yearly financial results for the period ended on September 30, 2019 to the Bombay Stock Exchange, as per the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, had been delayed by the Company due to the non availability of Peer Review Statutory Auditors. The Company had communicated the same with the Bombay Stock Exchange in due course.

**Thanking you,**

**Yours Sincerely,**

**For Kumar Mandal & Associates**

**Asim Kumar Mandal  
Membership No.: A46621  
Certificate of Practice No. 17039  
UDIN: A046621B001337416**

**Date: 27.11.2020  
Place: New Delhi**

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF SBC EXPORTS LIMITED

#### Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of **SBC Exports Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
<b>Transition to Ind AS accounting framework</b>	
The company has adopted Ind AS from 1 April 2018 with an effective date of 1 April 2017 for such transition. For periods up to and including the year ended 31.03.2018, the company had prepared and presented its financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian GAAP). To give effect of the transition to Ind AS, these financial statements for the year ended 31 March	<p>Read the Ind AS impact assessment performed by the management and the result changes made to the accounting policies considering the requirements of the new framework.</p> <p>Evaluated the exemptions and exceptions allowed by the Ind AS and applied by the Management in applying the first time adoption principles of the Ind AS 101 in respect of fair valuation of assets and liabilities as at transition date.</p>

<p>2020, together with the comparative financial information for the previous year ended 31 March 2019 and the transition date Balance Sheet as at 1 April 2018 have been prepared under Ind AS.</p> <p>The Transition has involved significant change in the Company's policies and process for financial reporting, including generation of supportable information and applying estimates to inter alia determine impact of Ind AS on accounting and disclosure requirements prescribed under extant Reserve Bank of India (RBI) directions.</p> <p>In view of the complexity involved, Ind AS transition and the preparation of financial statements subsequent to the transition date have been area of key focus in our audit.</p>	<p>Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS.</p> <p>Tested the disclosures prescribed under Ind AS.</p>
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**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



- iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the company for the financial year ended March 31, 2020.
  
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For STRG & Associates**  
**Chartered Accountants**  
**FRN : 014826N**

**CA Rakesh Gupta**  
**M No. 094040**  
**UDIN :- 20094040AAAADX9591**  
**Place New Delhi**  
**Date 31.07.2020**

**ANNEXURE – A**  
**Reports under the Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year**  
**ended on 31st March 2020**

To,

**The Members of SBC EXPORTS LIMITED**

We report that:-

Sl. No.	Comment Required on	Auditor's Opinion on Following Matter	Auditor's Remark
(i)	Fixed Assets	a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets?	The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
		b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of accounts?	Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
		c) Whether the title deeds of immovable properties are held in the name of the company? If not, provide the details thereof.	YES
(ii)	Inventory	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account?	Physical verification of inventory has been conducted at reasonable intervals by the management.
(iii)	Loans Secured or Unsecured Granted	Whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of The Companies Act, 2013? if so,	The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.
		a) Whether the terms and conditions of the	

		grant of such loans are not prejudicial to the company's interest?	
		b) Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular?	
		c) If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest?	
(iv)	Loan to director and investment by the company	In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
(v)	Public Deposits	In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	The company has not accepted any Deposits.
(vi)	Cost Accounting Records	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained?	In our opinion and according to the information & explanations received from the management, the maintenance of cost records have not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 in respect of the activities carried on by the company.

(vii)	Statutory Compliance	a) Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated?	The company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty. Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
		b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute)	There is no dispute with the revenue authorities regarding any duty or tax payable.

(viii)	Loan from Banks/ Financial Institution	Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and government, lender wise details to be provided)	The company has not defaulted in repayment of dues to financial institution, or a bank.
(ix)	Application of Money Received from Equity or Loan	Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification? if any, as may be applicable, be reported.	The Company has not applied term loans for the purposes other than for which those are raised
(x)	Fraud Reporting	Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year? If yes, the nature and the amount involved is to be indicated;	Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.
(xi)	Managerial Remuneration	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
(xii)	Nidhi Company - Compliance with Deposits	Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability?	As per information and records available with us The company is not Nidhi Company.

(xiii)	Related Party Transactions	Whether all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards?	Yes , All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
(xiv)	Issue of Share Capital and use of Amount Raised	Whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance?	No Company has not made any preferential allotment or private placement of Shares or fully or partly convertible debenture during Financial Year 2019-20.
(xv)	Transaction with Director	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with?	The company has entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with.
(xvi)	Registration from RBI	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained?	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

**For STRG & Associates**  
**Chartered Accountants**  
**FRN : 014826N**

**CA Rakesh Gupta**  
**M No. 094040**  
**UDIN :- 20094040AAAADX9591**  
**Place New Delhi**  
**Date 31.07.2020**



## **“Annexure B”**

### **To the Independent Auditor’s Report of even date on the Standalone Financial Statements of SBC EXPORTS LIMITED.**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

We have audited the internal financial controls over financial reporting of **SBC EXPORTS LIMITED** as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail,



accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

**For STRG & Associates**  
**Chartered Accountants**  
**FRN : 014826N**

**CA Rakesh Gupta**  
**M No. 094040**  
**UDIN :- 20094040AAAADX9591**  
**Place New Delhi**  
**Date 31.07.2020**





**M/S SBC Exports Limited**  
**Significant Accounting Policies and Notes to Accounts**

**BACKGROUND**

**M/s SBC Exports Limited** ("The Company") is a listed Company and was incorporated in India on **18<sup>th</sup> day of January 2011** under the Company's Act 1956. The Company is engaged in the Trading and Manufacturing of Garments, Manpower Supply Services & Tour Operator Services.

**A. SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of Accounting**

The financial statements for the year ended 31.03.2020 have been prepared and presented in accordance with Indian accounting standards (Ind AS) as notified by MCA vide notification G.S.R. 365(E) Dated 30.03.2016 with comparative for previous years ending 31.03.2019 & 31.03.2018 to facilitate the comparison of current year financials with those of previous years. The effect of conversion of financials based on Companies Accounting Standards Rules 2006 to Ind AS has been recognized and disclosed in the financials in a manner so that the effect of conversion is perceived on current year's assets/liabilities and /or income /expenses

Previous year figures have been regrouped/ rearranged, wherever necessary to make them comparable with figures of current year.

**2. Revenue Recognition**

Revenue is recognized on accrual basis to the extent it is probable that economic benefits shall flow to the organization.

**3. Expenses Recognition**

Expenses are recognized on accrual basis

**4. Fixed assets**

**Tangible Assets**

Fixed assets (if any) are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

**Intangible Assets**

Company is not having any intangible assets during the year 2019-20.

**5. Depreciation**

Depreciation is provided on a written down value on the basis useful life specified in Schedule II to the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/ sold during the year. Depreciation is charged from the date the asset is ready to use or put to use, whichever is earlier. In respect of assets sold, depreciation is provided up to the date of disposal.

**6. Investments**

Investments are classified into current investments and non-current investments, current investments are carried at lower of cost and fair value and provisions are made to recognize the decline in the carrying value. Non Current Investments are stated at cost. Provision for diminution in the value of



non-current investments is made only if such decline is other than temporary, in the opinion of the management.

On disposal of an investment, the difference between the carrying amount and the disposal proceeds, net of expenses, is recognized in the profit and loss statement. When disposing of a part of the holding of an individual investment, the carrying amount allocated to that part is determined on the basis of the average carrying amount of the holding of the investments.

## **7. Inventories**

Inventories are valued at the Net Realizable Value. Cost of inventories comprises all cost of purchase, and other costs incurred in acquiring the inventories. Further the inventories are valued on FIFO basis.

## **8. Income Tax Expense**

Provision for Income tax expense is determined as the amount of tax payable in respect of taxable income for the year and in accordance with the Income-tax Act, 1961.

## **9. Deferred Tax**

Deferred Tax is recognized on timing difference between taxable and accounting income that originates in one period and is capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

## **10. Employee Benefits:**

Company has not made any Provision for liability of future payment of gratuity in the current year and has not obtained actuarial valuation report as there is no employee who is associated with the company for Five years or more.

Further, no provision has been made for leave encashment benefits, as the company does not have a policy of encashing leaves of employees.

ESIC & EPF: Company has complied with the requirement of ESIC and EPF with respect to employees employed by company for working with other bodies externally under agreement with the company.

## **11. Leases**

Lease rentals in respect of operating lease arrangements are recognized as an expense in the profit & loss account on accrual basis.

## **12. Earnings per share**

The earnings considered in ascertaining the Company's earnings per equity share comprises the net profit after tax. The number of shares used in computing basic & diluted EPS is the weighted average number of equity shares outstanding during the year.

## **13. Provisions & Contingencies**

a provision is recognized when the company has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation.

#### 14. Segment reporting

Based on the guiding principles given in Accounting Standard 17 " Segment Reporting" the Company is engaged in the Trading and Manufacturing of Garments, Manpower Supply Services & Tour Operator Services in different States, the risk and reward are different and as such there are three business and geographical segments.

(Amount In Lakhs.)

Particulars	Uttar Pradesh	Delhi	Jharkhand	Total
<b>1.Segment Revenue</b>				
1.Garment Manufacturing & Trading	800.945	2576.497	-	<b>3377.442</b>
2. IT & Manpower Supply	-	5273.806	858,501	<b>6132,308</b>
3.Tour & Travelling Operator	-	511.890	-	<b>511.890</b>
<b>(A)Total Revenue From Operations</b>	<b>800.945</b>	<b>8362.193</b>	<b>858.501</b>	<b><u>10021.640</u></b>
<b>Other Unallocable Income</b>				
1.Commission	-	-	-	6.296
2.Discount	-	-	-	0.248
3.Interest	-	-	-	7.079
4.Misc.	-	-	-	1.492
<b>(B)Total Other Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b><u>15.112</u></b>
<b>Total (A+B)</b>				<b><u>10036.752</u></b>

Segment Results	Profit / (Loss) (Before Finance Cost unallocable Expenditure and Tax)
1.Garment Manufacturing & Trading	230.920
2. IT & Manpower Supply	240.590
3.Tour & Travelling Operator	20.530
<b>Profit / (Loss) (Before Finance Cost unallocable Expenditure and Tax) Amount (In Lakhs)</b>	<b><u>492.040</u></b>

Finance Cost	123.756
Other Unallocable Expenditure Net of Unallocable Income	174.497
<b>Total Profit before Tax and Adjustemnt of Copenhensive Income</b>	<b><u>193.783</u></b>
Tax Expenses (Income Tax & Deferred Tax)	66.257
<b>Profit after Tax</b>	<b>127.52</b>
<b>Segment wise Assets/ Liabilities</b>	
<b>Segment Assets</b>	
1.Garments Manufacturing & Trading	2730.980
2. IT & Manpower Supply	944.607
3.Tour& Travelling Operator	20.780
<b>Total Segment Assets</b>	<b>3696.237</b>
Un-allocable Assets	1568.352
<b>Total Assets</b>	<b><u>5264.719</u></b>
<b>Segment Liabilities</b>	
1.Garments Manufacturing & Trading	1124.767
2. IT & Manpower Supply	1176.28
3.Tour& Travelling Operator	-
<b>Total Segment Liabilities</b>	<b>2300.795</b>
Un-allocable Assets	2963.924
<b>Total Liabilities</b>	<b>5264.719</b>

"Unallocated Corporate Expenses" include revenue and expenses that relate to initiatives/costs attributable to the enterprise as a whole.

#### **15. Foreign Exchange Transactions**

There are no foreign exchange transactions during the year.

## 16. Related Party Disclosure

Description of Relationship	Name of Related Party
Key Managerial Personnel	Deepika Gupta W.T.D(Appointed on 18.01.2011) Dheerendra Kumar Gupta M.D(Appointed on 18.01.2011 Demise 20.5.2020) Hari Om Sharma (Appointed on 16.11.2018) Mukesh Bhatt (Appointed on 16.11.2018)
Directors	Akshat Gupta (Appointed on 10.12.2018) Vinod Kumar(Appointed on 10.12.2018) Manupriya Mishra(Appointed on 10.12.2018) AmitJaiswal (Appointed on 10.12.2018) Manish Gupta(Appointed on 10.12.2018) Govindji Gupta (Appointed on 22.06.2020)
Relatives of Key Managerial Personnel	Gaurav Gupta Sarika Gupta Govindji Gupta Sudeshwar Kumar Gupta
Entities in which key Management Personnel or relatives of Key Management Personnel holds substantial Interest / Common Control/ Significant Influence/ Controlling Interest	SBC Finmart Limited SBC Infotech Limited SBC Micro finance Dimension Metals Pvt. Ltd.

### Transaction with Related parties

	For the year ended 31 <sup>st</sup> March 2020	For the year ended 31 <sup>st</sup> March 2019
<b>I. Entities in which key Management Personnel or relatives of Key Management Personnel holds substantial Interest/Common Control</b>	<b>NIL</b>	<b>NIL</b>
<b>II. Transaction with Key Management Personnel &amp; Directors</b>		
<b><u>Dheerendra Kumar Gupta</u></b> -Directors Remuneration	6,60,000/-	6,60,000/-
<b><u>Deepika Gupta</u></b> -Directors Remuneration	9,96,000/-	9,96,000/-
<b><u>Parveen</u></b> -Directors Remuneration	NIL	6,55,000/-
<b><u>Amit Kumar Aggarwal</u></b> -Directors Remuneration	NIL	9,53,000/-

<b><u>Mukesh Bhatt</u></b>		
Salary	4,17,000/-	3,24,000/-
Advance Against Salary	70,000/-	NIL
Advance Recovered	46,664/-	NIL
<b><u>Hari Om Sharma</u></b>		
Salary	4,20,000/-	1,75,000/-
Advance Against Salary	70,000/-	NIL
Advance Recovered	46,664/-	NIL
<b>III Transaction with Relatives Key Management Personnel</b>		
<b>GARVIT INTERNATIONAL</b>		
Goods Purchase	68,72,775/-	
Amount Paid	57,95,367/-	
Outstanding	10,77,408/-	
<b>SBC FINMART LIMITED</b>		
Advance Amount Paid	20,05,200/-	
Amount Received	11,11,218/-	
Outstanding	8,93,981/-	
<b>MR. GOVIND JI GUPTA</b>		
Advance Amount Paid	1,49,16,898/-	
Amount Received	1,49,16,898/-	
<b>MRS. DEEPIKA GUPTA</b>		
Advance Amount Paid	46,00,000/-	
Amount Received	46,00,000/-	
<b>MR. DHEERENDRA KUMAR GUPTA</b>		
Advance Amount Paid	6,12,000/-	
Amount Received	6,12,000/-	

**Balances outstanding with the Related parties**

Particulars	As on 31 <sup>st</sup> March 2020	As on 31 <sup>st</sup> March 2019
<b>I. Key Management Personnel &amp; Director</b>		
<u>Dheerendra Kumar Gupta</u>		
Remuneration Outstanding	55,000/-	55,000/-
<u>Deepika Gupta</u>		
Remuneration Outstanding	83,000/-	26,000/-
<u>Parveen</u>		
- Remuneration Outstanding	NIL	55,000/-
<u>Amit Kumar Aggarwal</u>		
Remuneration Outstanding	NIL	84,000/-
<u>Mukesh Bhatt</u>		
Salary Outstanding	40,000/-	28,000/-
Advance Against Salary Outstanding	23,336/-	NIL
<u>Hari Om Sharma</u>		
Salary Outstanding	35,000/-	35,000/-
Advance Against Salary Outstanding	23,336/-	NIL



**II Entities in which key Management Personnel or relatives of Key Management Personnel holds substantial Interest / Common Control**

**NIL**

**NIL**

**III Relatives of Key Management Personnel**

**NIL**

**NIL**

For **STRG & ASSOCIATES**  
Chartered Accountants  
FRN: 014826N

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

**(CA Rakesh Gupta)**  
Partner  
M. No. 094040  
UDIN:- 20094040AAAADX9591

**Govindji Gupta**  
Director  
DIN : 01632764

**Deepika Gupta**  
Director  
DIN : 03319765

Place New Delhi  
Date 31.07.2020

**Mukesh Bhatt**  
Chief Financial Officer

**Hari Om Sharma**  
Company Secretary



**SBC EXPORTS LIMITED**  
**CIN: U18100UP2011PLC043209**  
**BALANCE SHEET AS AT 31ST MARCH 2020**

Particulars	Note No.	As at March 31,2020	As at March 31,2019
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
a) Fixed Assets	1	38,151,660	34,858,816
i) Tangible Assets			
b) Deferred Tax Assets (Net)	2	1,230,704	901,929
c) Other Non-Current Assets			
d) Non Current Investment	3	4,257,384	100,000
<b>Current Assets</b>			
a) Inventories	4	110,003,705	79,785,280
b) Trade Receivables	5	221,481,465	180,455,888
c) Cash and Cash Equivalents	6	33,369,043	12,731,408
d) Short-Term Loans and Advances	7	90,793,490	80,353,245
e) Other Current Assets	8	27,184,379	13,024,159
<b>Total</b>		<b>526,471,830</b>	<b>402,210,725</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
- Share Capital	9	105,820,000	76,000,000
- Reserves & Surplus	10	100,543,904	52,008,005
<b>Non-Current Liabilities</b>			
a) Long Term Borrowings - Secured	11	4,913,730	5,278,868
b) Long Term Borrowings - Unsecured	12	40,780,738	38,805,167
<b>Current Liabilities</b>			
a) Short-Term Borrowing	13	23,338,755	90,614,634
b) Trade Payables	14	230,135,374	128,496,058
c) Other Current Liabilities	15	13,984,821	5,564,815
d) Short-Term Provisions	16	6,954,509	5,443,378
<b>Total</b>		<b>526,471,830</b>	<b>402,210,925</b>

See accompanying notes to the financial statements  
The Notes referred to above, form an integral part of the Balance Sheet

For STRG & Associates.  
Chartered Accountants  
FRN : 014826N

For and on behalf of board of Directors of  
SBC Exports Limited

(CA Rakesh Gupta)  
Partner  
M. No.094040  
UDIN:-20094040AAAADX9591

Govindji Gupta  
Director  
DIN 01632764

Deepika Gupta  
Whole Time Director  
DIN 03319765

Place: New Delhi  
Date: 31.07.2020

Mukesh Bhatt  
Chief Financial Officer

Hari Om Sharma  
Company Secretary





**SBC EXPORTS LIMITED**  
CIN: U18100UP2011PLC043209  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020**

Particulars	Note No.	As at 31-Mar-20	As at 31-Mar-19
<b><u>INCOME</u></b>			
Revenue From Operations	17	1,095,493,317	800,010,363
Less:- Branch Transfer		93,329,291	69,456,456
		<u>1,002,164,026</u>	<u>730,553,907</u>
Net Revenue From Operations		<u>1,002,164,026</u>	<u>730,553,907</u>
Other Income	18	1,511,269	4,137,463
		<u>1,003,675,295</u>	<u>734,691,370</u>
<b><u>EXPENSES</u></b>			
Purchases of Stock In Trade	19	1,012,362,037	715,443,710
Less:- Branch Transfer		93,329,291	69,456,456
		<u>919,032,746</u>	<u>645,987,254</u>
Net Purchase		<u>919,032,746</u>	<u>645,987,254</u>
Changes in Inventory	20	(39,031,853)	(4,923,261)
Employee Benefits Expenses	21	49,438,937	34,259,518
Finance Costs	22	12,375,695	7,304,002
Depreciation and Amortization Expenses	1	11,148,531	3,746,359
Other Expenses	23	30,690,782	29,783,385
		<u>983,654,839</u>	<u>716,157,257</u>
Profit Before Exceptional and Extra Ordinary Items and Tax		<u>20,020,457</u>	<u>18,534,113</u>
Exceptional Items / Prior Period Items		500,008	-
Profit Before Extra Ordinary Items and Tax		<u>19,520,449</u>	<u>18,534,113</u>
Extra Ordinary Items		-	-
Profit Before Tax		19,520,449	18,534,113
Current Tax		6,954,509	5,443,378
Deferred Tax		328,775	259,056
Profit for the Period		<u>12,894,715</u>	<u>13,349,791</u>
<b>Other Comprehensive Income</b>			
A(I) Items that will not be reclassified to profit & loss		(142,616)	-
A(II) Income tax relating to items that will not be reclassified to profit & loss		-	-
B(I) Items that will be reclassified to profit & loss		-	-
B(II) Income tax relating to items that will be reclassified to profit & loss		-	-
Total Other Comprehensive Income (A(I-II)+B(I-II))		<u>(142,616)</u>	<u>-</u>
Total Comprehensive Income (A(I-II)+B(I-II))		<u>12,752,099</u>	<u>13,349,791</u>
Basic Earning Per Share of Rs. 10/- each		1.31	3.44
Diluted Earning Per Share of Rs. 10/- each		1.31	3.44

See accompanying notes to the financial statements

The Notes referred to above, form an integral part of the Statement of Profit & Loss

For STRG & Associates.  
Chartered Accountants  
FRN : 014826N

For and on behalf of board of Directors of  
SBC Exports Limited

(CA Rakesh Gupta)  
Partner  
M. No.094040  
UDIN:-20094040AAAADX9591

Govindji Gupta  
Director  
DIN 01632764

Deepika Gupta  
Whole Time Director  
DIN 03319765

Place: New Delhi  
Date : 31.07.2020

Mukesh Bhatt  
Chief Financial Officer

Hari Om Sharma  
Company Secretary



**SBC EXPORTS LIMITED**  
CIN: U18100UP2011PLC043209  
**CASH FLOW STATEMENT**

S.No	Particulars		Amount (Rs.)		Amount (Rs.)
			For the year ended 31.03.2020		For the year ended 31.03.2019
<b>I.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Net Profit before Tax		19,520,449		18,533,913
	Add:- Depreciation	11,148,531		3,746,359	
			11,148,531		3,746,359
	Adjustments(if any)		-		-
	<b>Operating Profit before Working Capital Changes</b>		<b>30,668,980</b>		<b>22,280,272</b>
	<b>Adjustments for:</b>				
	Increase/(Decrease) in Other Current Liabilities & Provisions	9,931,137		3,202,775	
	(Increase)/Decrease in Trade Payable	101,639,316		(10,638,859)	
	Increase/(Decrease) in Other Current Assets	(14,160,220)		(8,674,159)	
	(Increase)/Decrease in Short Term Loans & Advances	(10,440,245)		(64,580,029)	
	(Increase)/Decrease in Receivables	(41,025,577)		(106,055,361)	
	(Increase)/Decrease in stock in hand	(30,218,425)	15,725,987	(4,923,261)	(196,018,893)
	<b>Cash Generated from Operations</b>		<b>46,394,966</b>		<b>(173,738,621)</b>
	Income Tax		6,954,509		5,443,378
	<b>Net Cash flow Generated from Operating Activities (A)</b>		<b>39,440,457</b>		<b>(179,181,999)</b>
<b>II.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Sale (Purchase)of Investment	(4,300,000)		(100,000)	
	Long Term Loans & Advances Given	-		-	
	Sale of Fixed Assets	-		-	
	Purchase of Fixed Assets	(14,441,374)	(18,741,374)	(27,156,236)	(27,256,236)
	<b>Net Cash Flow Generated from Investing Activities (B)</b>		<b>(18,741,374)</b>		<b>(27,256,236)</b>
<b>III.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Cash Generated from capital proceeds	65,604,000		99,900,000	
	Short Term Borrowings	(67,275,879)		90,614,634	
	Long Term Borrowings	1,610,433	(61,446)	15,883,314	206,397,948
	<b>Net Cash Flow Generated from Financing Activities (C)</b>		<b>(61,446)</b>		<b>206,397,948</b>
<b>IV.</b>	<b>Net increase in Cash &amp; Cash Equivalents ( A - B - C )</b>		<b>20,637,635</b>		<b>(40,288)</b>
	Cash and Cash equivalents beginning of the year		12,731,408		12,771,696
	Cash and Cash equivalents as the end of the year		<b>33,369,043</b>		<b>17,081,408</b>
<b>V.</b>	<b>Cash &amp; Cash equivalents as stated in Balance Sheet</b>				
	Cash in Hand		5,885,091		90,509
	Cash at Bank , Fixed Deposits and Cheques In Hand		27,483,952		12,640,899
	<b>Cash &amp; Cash equivalents as stated in Balance Sheet</b>		<b>33,369,043</b>		<b>12,731,408</b>

As Per our Audit report of even date attached

For STRG & Associates.  
Chartered Accountants  
FRN : 014826N

For and on behalf of board of Directors of  
SBC Exports Limited

(CA Rakesh Gupta) Partner  
M. No.094040  
UDIN:-20094040AAAADX9591

Govindji Gupta  
Director  
DIN 01632764

Deepika Gupta  
Whole Time Director  
DIN 03319765

Place: New Delhi

Date : 31.07.2020

Mukesh Bhatt  
Chief Financial Officer

Hari Om Sharma  
Company Secretary



**SBC EXPORTS LIMITED**  
**CIN: U18100UP2011PLC043209**  
**Statement of changes in Equity for the year ended 31.03.2020**

(In Rs.)

Particulars	Share Capital	Security Premium	Retained Earnings	Total Equity
<b>Balance at 01.04.2018</b>	<b>1,000,000</b>	<b>-</b>	<b>13,758,214</b>	<b>14,758,214</b>
Changes in accounting policy	-	-	-	-
<b>Restated balance</b>	<b>1,000,000</b>	<b>-</b>	<b>13,758,214</b>	<b>14,758,214</b>
<b>Changes in equity for the Financial Year</b>				
Issue of share capital	75,000,000	24,900,000	-	99,900,000
Dividends	-	-	-	-
Income for the year	-	-	13,349,591	13,349,591
Revaluation gain	-	-	-	-
Transfer During the Year	-	-	-	-
<b>Balance at 31.03.2019</b>	<b>76,000,000</b>	<b>24,900,000</b>	<b>27,107,805</b>	<b>128,007,805</b>
<b>Changes in equity for the Financial Year</b>				
Issue of share capital	29,820,000	35,784,000	-	65,604,000
Dividends	-	-	-	-
Income for the year	-	-	12,894,715	12,894,715
Revaluation gain	-	-	(142,616)	(142,616)
Transfer During the Year	-	-	-	-
<b>Balance at 31.03.2020</b>	<b>105,820,000</b>	<b>60,684,000</b>	<b>39,859,904</b>	<b>206,363,904</b>

As Per our Audit report of even date attached

For STRG & Associates.  
Chartered Accountants  
FRN : 014826N

For and on behalf of board of Directors of  
SBC Exports Limited

(CA Rakesh Gupta)  
Partner  
M. No.094040  
UDIN:-20094040AAAADX9591

Govindji Gupta  
Director  
DIN 01632764

Deepika Gupta  
Whole Time Director  
DIN 03319765

Place: New Delhi  
Date : 31.07.2020

Mukesh Bhatt  
Chief Financial Officer

Hari Om Sharma  
Company Secretary



SBC EXPORTS LIMITED

CIN: U18100UP2011PLC043209

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

	As at 31-Mar-20	As at 31-Mar-19
<b>2 Deferred Tax Liabilities/(Assets)</b>		
Deferred Income Tax Assets	1,230,704	901,929
<b>Total</b>	<b>1,230,704</b>	<b>901,929</b>
<b>3 Non Current Investment</b>		
<u>Quoted</u>		
L&T Equity Fund - Growth -INF677K01031 (4029.697 Units @ 59.709 Per Unit)	240,613	50,000
L&T Hybrid Equity Fund - Growth -INF917K01LB0 (12467.683 Units @ 21.397 Per Unit)	266,771	50,000
<u>Unquoted Investment</u>		
Investment in Equity Warrants (Indian Companies)	3,750,000	-
(*Market Value of Quoted Investment is Rs.5,07,387/-)		
<b>Total</b>	<b>4,257,384</b>	<b>100,000</b>
<b>4 Inventories</b>		
(As per inventories taken, valued and certified by the management)		
- Stock in Trade (Valued Net Realisable value)	110,003,705	79,785,280
<b>Total</b>	<b>110,003,705</b>	<b>79,785,280</b>
<b>5 Trade Receivables</b>		
a) Secured		
b) Unsecured (Considered good)		
- Outstanding for period Less than six months	53,008,068	66,707,017
- Outstanding for period more than six months	168,473,396	113,748,871
<b>Total</b>	<b>221,481,465</b>	<b>180,455,888</b>
<b>6 Cash &amp; Cash Equivalents</b>		
Cash in hand (As Certified by the Management)	5,885,091	90,509
Balance With the Scheduled Bank in Current Accounts	27,483,952	12,640,899
<b>Total</b>	<b>33,369,043</b>	<b>12,731,408</b>



**7 Short Term Loans & Advances**

Advance To Suppliers	2,876,546	-
Advances recoverable in cash or in kind or for value to be received	77,250,074	73,765,951
TDS Receivable (Debtors)	10,167,427	6,587,294
TDS Recoverable (NBFC'S)	499,443	-
<b>Total</b>	<b>90,793,490</b>	<b>80,353,245</b>

**8 Other Current Assets**

Accrued Interest	386,807	117,243
EMD & DD	1,969,362	4,839,254
Security Deposit	2,007,040	1,507,000
Fixed and Recurring Deposits	4,710,000	4,350,000
Advance For Property	10,545,548	-
Advance to Staff	206,299	-
Prepaid Insurance	172,069	-
Prepaid Expenses	36,659	-
GST (Dr Balance)	5,295,772	2,210,662
Other	1,506,412	-
Advance Installment of Loan	348,411	-
<b>Total</b>	<b>27,184,379</b>	<b>13,024,159</b>



**SBC EXPORTS LIMITED**  
**CIN: U18100UP2011PLC043209**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

<b>9 Share Capital</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-19</b>
<u>AUTHORISED</u>		
1,11,00,000 Equity Shares of Rs. 10/- each fully paid up	111,000,000.00	111,000,000.00
Previous Year 1,11,00,000 Equity Shares of Rs. 10/- each fully paid up		
<u>ISSUED, SUBSCRIBED &amp; PAID UP</u>		
1,05,82,000 Equity Shares of Rs. 10/- each fully paid up	105,820,000.00	76,000,000.00
Previous Year 76,00,000 Equity Shares of Rs. 10/- each fully paid up		

**a) Details of Shareholders holding Shares more than 5% in a Company:**

Name of Shareholder	As at 31 March 2020		As at 31 March 2019	
	No. of Share held	% of Holding	No. of Shares held	% of Holding
DEEPIKA GUPTA	3,130,000	29.58	3,130,000	41.19
DHEERENDRA KUMAR GUPTA	2,525,000	23.86	2,525,000	33.22
GOVINDJI GUPTA	404,000	3.82	404,000	5.32
AMIT KUMAR AGARWAL	505,500	4.78	505,500	6.65
SBC FINMART LTD	1,030,000	9.73	1,000,000	13.16

**b) Reconciliation of no. of shares outstanding at the beginning and at the end of the reporting period :**

Particulars	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	7,600,000	76,000,000	100,000	1,000,000
Shares issued during the year	2,982,000	29,820,000	7,500,000	75,000,000
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,582,000	105,820,000	7,600,000	76,000,000

**c) Details of shares brought back during the period of five years immediately preceding the reporting date : NIL**

**d) Other Disclosures :**

The company has only one class of share capital having per value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. In the event of Liquidation, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.



**SBC EXPORTS LIMITED**

CIN: U18100UP2011PLC043209

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

	As at 31-Mar-20	As at 31-Mar-19
<b>10 Reserve &amp; Surplus</b>		
<b>a) Profit &amp; Loss Account Balance</b>		
Opening Balance	27,107,805	13,758,214
Add: Profit for the year	12,894,715	13,349,791
At the end of Accounting Period	40,002,520	27,108,005
<b>b) Securities Premium Account</b>		
Opening Balance	24,900,000	-
Addition During the Year	35,784,000	24,900,000
At the end of Accounting Period	60,684,000	24,900,000
<b>c) Other Comprehensive Income</b>		
At the beginning of Accounting Period	-	-
Addition during the year	(142,616)	-
At the end of Accounting Period	(142,616)	-
<b>Total</b>	<b>100,543,904</b>	<b>52,008,005</b>
<b>11 Long Term Borrowings - Secured</b>	4,913,730	5,278,868
<b>Total</b>	4,913,730	5,278,868
<b>12 Long Term Borrowings - Unsecured</b>		
Unsecured Loan From Banks	9,562,989	11,945,681
Unsecured Loan From Financial Institutions	30,269,748	26,859,486
Unsecured Loan From Others	948,000	-
<b>Total</b>	<b>40,780,738</b>	<b>38,805,167</b>
<b>13 Short Term Borrowings</b>		
Bank OD (Secured by floating charge on book debts & Stock and property)	21,245,454	9,093,488
Unsecured Loan From other than Corporate	1,093,301	57,390,052
Unsecured Loan From Corporate	1,000,000	24,131,093
<b>Total</b>	<b>23,338,755</b>	<b>90,614,634</b>



**14 TRADE PAYABLE**

Sundry Creditors MSME	-	-
Sundry Creditors othan Than MSME	230,135,374	128,496,058
<b>Total</b>	<b>230,135,374</b>	<b>128,496,058</b>

**15 OTHER CURRENT LIABLITIES**

a) Salary Payable	4,202,303	3,919,261
b) Auditors Remuneration Payable	225,000	225,000
c) Rent Payable	201,575	100,904
d) Other Payable	13,090	-
e) Credit Card Payable	1,768,807	23,359
f) Electricity & Other Expenses Payable	23,520	-
<b><u>Duties &amp; Taxes</u></b>		
TDS Payable	5,237,073	1,296,291
ESIC Payable	1,498,491	-
Security Deposit	250,000	-
Advance From Customers	564,962	-
<b>Total</b>	<b>13,984,821</b>	<b>5,564,815</b>

**16 SHORT TERM PROVISIONS**

Provision For Income Tax	6,954,509	5,443,378
<b>Total</b>	<b>6,954,509</b>	<b>5,443,378</b>

**17. Revenue From Operations**

Sales of Goods	400,830,217	424,758,453
Sale of Services	694,663,101	375,251,910
<b>Total</b>	<b>1,095,493,317</b>	<b>800,010,363</b>





SBC EXPORTS LIMITED  
 CIN: U18100UP2011PLC043209  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

	As at 31-Mar-20	As at 31-Mar-19
<b>18. Other Income</b>		
Commission	629,662	-
Discount Received	24,486	150,150
Interest Income	707,921	3,975,976
Misc Income	149,200	11,337
<b>Total</b>	<b>1,511,269</b>	<b>4,137,463</b>
<b>19. Purchase of Stock in Trade</b>		
Purchase of Trading Items	309,525,521	373,966,842
Purchase of Services	676,265,748	324,606,752
Purchase of Packaging Materials	23,691,663	15,748,965
Consumables	2,879,106	1,121,151
<b>Total</b>	<b>1,012,362,037</b>	<b>715,443,710</b>
<b>20. Changes In Inventory</b>		
Opening Stock	70,971,852	74,862,019
Closing Stock	110,003,705	79,785,280
<b>Total</b>	<b>(39,031,853)</b>	<b>(4,923,261)</b>
<b>21. Employee Benefit Expenses</b>		
Director's Remuneration	1,656,000	3,211,622
Salaries & Wages including Bonus	47,095,827	30,613,720
Staff Welfare	687,110	434,176
<b>Total</b>	<b>49,438,937</b>	<b>34,259,518</b>
<b>22. Financial Costs</b>		
Bank Charges	1,754,596	207,099
Interest Paid	9,798,966	6,682,046
Loan Processing Fees	596,689	414,857
Credit Card & Other Charges	225,443	-
<b>Total</b>	<b>12,375,695</b>	<b>7,304,002</b>



SBC EXPORTS LIMITED  
 CIN: U18100UP2011PLC043209  
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

	As at 31-Mar-20	As at 31-Mar-19
<b>23. Establishment And Other Expenses</b>		
Advertisement	1,302,262	381,625
<b><u>Auditors Remuneration</u></b>		
Statutory Audit Fees	175,000	175,000
Tax Audit Fees	75,000	75,000
Business Promotion	913,372	501,412
Charity & Donation	49,100	16,200
Commission Paid on Sale	1,800,000	1,158,750
Conveyance	224,292	1,017,509
Duties Rates & Taxes	649,529	-
Festival Expenses	-	36,000
Finishing Expenses	-	1,721,747
Freight	24,088	1,619,533
IPO Expenses	828,033	-
Insurance Expenses	430,282	249,052
Interest On Tds	299,574	354,624
Interest On Income Tax	12,841	-
Tds Demand	20,000	-
Job Work charges	3,177,800	498,261
Legal & Professional Exp.	2,174,183	6,261,645
Late Fees on Gst	9,090	750
Late Fees on Tds	-	2,400
Marketing Expenses	2,522,666	423,000
Misc. Expenses	137,610	188,691
Office Expenses	446,643	2,210,371
Online Trading Expenses	-	429,302
Postage & courier	306,512	140,273
Power and fuel	2,388,663	1,194,184
Printing & Stationary	11,830	4,500



Rent Expenses	7,115,422	5,880,468
Repair & Maintenance	98,432	198,075
ROC Expenses	12,524	1,096,180
Short & Excess	670	-
Rebate Discount & Schemes	1,799,499	93,075
Security expenses	180,000	180,000
Software maintenance	398,960	169,580
Sundry Balance W/o	417,583	1,365,972
Telephone Expenses	634,740	665,170
Tour & Travelling Expenses	497,876	671,849
Transportation Charges	1,008,927	-
Vehicles Running & Maintenance	364,194	803,187
Website Maintenance Expenses	116,146	-
Water Expenses	67,440	-
<b>Total</b>	<b>30,690,782</b>	<b>29,783,385</b>

For STRG & Associates.  
Chartered Accountants  
FRN : 014826N

(CA Rakesh Gupta)  
Partner  
M. No.094040  
UDIN:-20094040AAAADX9591

Place: New Delhi  
Date : 31.07.2020

For and on behalf of board of Directors of  
SBC Exports Limited

Govindji Gupta  
Director  
DIN 01632764

Deepika Gupta  
Whole Time Director  
DIN 03319765

Mukesh Bhatt  
Chief Financial Officer

Hari Om Sharma  
Company Secretary



**SBC EXPORTS LIMITED**  
CIN: U18100UP2011PLC043209

**NOTES- 1**

**FIXED ASSETS SCHEDULE AS PER COMPANIES ACT, 2013 FOR PERIOD ENDED ON 31ST MARCH 2020**

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Opening Balance	Additions During the year	Sale/Adj.	TOTAL	Opening Balance	During the Year	TOTAL	WDV AS ON 31/03/2020	WDV AS ON 31/03/2019
Computer & Softwares	2,768,846	8,995,276	-	11,764,122	2,037,494	6,048,586	8,086,080	3,678,041	731,355
Furniture & Fittings	1,885,065	564,471	-	2,449,536	992,276	320,125	1,312,401	1,137,134	892,789
Plant & Machinery	10,323,350	3,420,355	-	13,743,705	2,805,481	1,666,440	4,471,921	9,271,784	7,517,869
Motor Vehicle	8,738,005	1,151,479	-	9,889,484	1,468,974	2,650,504	4,119,478	5,770,006	7,269,031
Office Equipments	2,290,228	309,794	-	2,600,022	1,519,216	462,876	1,982,092	617,931	771,012
Land(Plot)	17,676,760	-	-	17,676,760	-	-	-	17,676,760	17,676,760
<b>TOTAL</b>	<b>43,682,254</b>	<b>14,441,375</b>	<b>-</b>	<b>58,123,629</b>	<b>8,823,441</b>	<b>11,148,531</b>	<b>19,971,972</b>	<b>38,151,657</b>	<b>34,858,816</b>

For STRG & Associates  
Chartered Accountants  
FRN : 014826N

For and on behalf of board of Directors of  
SBC Exports Limited

(CA Rakesh Gupta)  
Partner  
M. No.094040  
UDIN:-20094040AAAADX9591

Govindji Gupta  
Director  
DIN 01632764

Deepika Gupta  
Whole Time Director  
DIN 03319765

Place: New Delhi  
Date : 31.07.2020

Mukesh Bhatt  
Chief Financial Officer

Hari Om Sharma  
Company Secretary



**NOTES- 2**

**Deferred Tax Assets / (Liabilities)**

WDV As Par Companies Act, 2013	38,151,656
WDV As Par Income Tax Act , 1961	43,530,607
Difference	(5,378,951)
DTA	1,230,704

OPENING BALANCE OF DTA	901,929
DTA CREATED DURING THE YEAR	328,775
CLOSING BALANCE OF DT	1,230,704

For STRG & Associates.  
Chartered Accountants  
FRN : 014826N

For and on behalf of board of Directors of  
SBC Exports Limited

(CA Rakesh Gupta)

M. No.094040

UDIN:- 20094040AAAADX9591

Place: New Delhi D

Date : 31.07.2020

Govindji Gupta  
Director

DIN 01632764

Mukesh Bhatt  
Financial Officer

Deepika Gupta Partner  
Whole Time Director

DIN 03319765

Hari Om Sharma Chief  
Company Secretary



**SBC EXPORTS LIMITED**

(CIN: U18100UP2011PLC043209)

**Regd. Off:** House No.-20, Lohiya Talab, Choti Basahi P.O.: Vindhyachal Mirzapur UP 231307

**Email-Id:** info@sbccl.com; **Website:** [www.sbceportslimited.com](http://www.sbceportslimited.com)

**ATTENDANCE SLIP**

Regd. Folio No./DP Id No.*/Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 9th Annual General Meeting of SBC Exports Limited held on Saturday the 26th day of December, 2020 at 10:00 am. at the Registered Office of the Company at House No.-20, Lohiya Talab, Choti Basahi P.O.: Vindhyachal, Mirzapur Uttar Pradesh- 231307.

**Member's/Proxy's Name in Block Letters:** \_\_\_\_\_

**Member's/Proxy's Signature:** \_\_\_\_\_

**Note:** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

----- Please tear here -----

**PROXY FORM**

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No./Client Id	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

- Name :  
Address : .....; Signature....., or failing him;
- Name :  
Address : .....; Signature....., or failing him;
- Name :  
Address : .....; Signature....., or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of SBC Exports Limited held on Saturday the 26th day of December, 2020 at 10:00 am. at the Registered Office of the Company at House No.-20, Lohiya Talab, Choti Basahi P.O.: Vindhyachal, Mirzapur Uttar Pradesh- 231307, to and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resol. No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2020 and the reports of the Directors' and the Auditors' thereon			

Special businesses		For	Against	Abstain
1	Appointment of Mr. Govindji Gupta As Managing Director of The Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

**Signature of Shareholder:** .....

**Signature of proxy holder(s)** .....

Affix Revenue Stamp of Re. 1/-.
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**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General 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

9<sup>th</sup>

**ANNUAL  
REPORT  
2019-2020**



**SBC EXPORTS LIMITED**

Corp. Office: 49/95, Site 4, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh-201010

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

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✉ info@sbcexportslimited.com, 🌐 www.sbcexportslimited.com