

**SBEC SYSTEMS
(INDIA) LIMITED**

Sugar Bio-Energy & Control Systems

03.09.2020

To

**The Manager
The BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001**

SUB: NOTICE OF 31ST ANNUAL GENERAL MEETING

STOCK CODE: 517360

Dear Sir,

We hereby inform you that the 31st Annual General Meeting of the Company is scheduled to be held on Monday, 28th September, 2020 at 01:00 P.M through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed the Notice of the 31st Annual general Meeting of the Company.

The Notice of the 31st Annual General Meeting of the same is also available on the website of the company viz., **www.sbecosystems.com**.

You are requested to please take the above on your records.

Thanking you,

Yours Faithfully,

For SBEC Systems (India) Limited

For SBEC Systems (India) Limited

Priyanka Negi
Company Secretary & Compliance Officer

Encl: A/a

SBEC SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

Regd Offc: 1400, Hemkunt Tower, 98, Nehru Place, New Delhi-110019

T.: 011-42504954, Email id : sbecsystems@rediffmail.com, Website: www.sbecsystems.com**NOTICE**

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of **SBEC SYSTEMS (INDIA) LIMITED** will be held on Monday, 28th September 2020 at 01.00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS**1. To Consider and adopt:-**

- a) The Audited Standalone financial statements of the Company for the financial year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated financial statements of the Company for the financial year ended 31st March, 2020 and the Auditors Reports thereon.

2. To appoint Ms. Rittu Sikka, who retires by rotation as a Director.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Rittu Sikka (DIN-06953465), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS**3. Re-Appointment of Mr. Rajeev Kumar Agarwal (DIN: 00298252) as an Independent Director for Second term.**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **"Special Resolution"**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajeev Kumar Agarwal (DIN: 00298252), who holds office of the Independent Director up to 22nd September, 2020 and who has submitted a declaration that he meets the criteria for the independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, be and is hereby re-appointed as an independent director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 23rd September, 2020 to 22nd September, 2025.

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, Mr. Rajeev Kumar Agarwal (DIN: 00298252) be continued as an Independent Director of the Company during the term of 5 years effective from 23rd September, 2020 to 22nd September, 2025, notwithstanding that he attains the age of 75 years during the aforesaid tenure."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors or Company Secretary be and are hereby severally authorised to do all acts, deeds and matters and things as may be considered necessary, expedient to give effect to the above said resolution."

4. Re-Appointment of Mr. Jagdish Chander Chawla (DIN: 05316202) as an Independent Director for a second term

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **"Special Resolution"**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jagdish Chander Chawla (DIN: 05316202), who holds office of the Independent Director up to 22nd September, 2020 and who has submitted a declaration that he meets the criteria for the independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, be and is hereby re-appointed as an independent director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 23rd September, 2020 to 22nd September, 2025.

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, Mr. Jagdish Chander Chawla (DIN: 05316202) be continued as an Independent Director of the Company during the term of 5 years effective

from 23rd September, 2020 to 22nd September, 2025, notwithstanding that he attains the age of 75 years during the aforesaid tenure.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors or Company Secretary be and are hereby severally authorised to do all acts, deeds and matters and things as may be considered necessary, expedient to give effect to the above said resolution.”

5. Re-Appointment of Mr. Shyam Babu Vyas (DIN: 02025415) as an Independent Director for a second term

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **“Special Resolution”**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Shyam Babu Vyas (DIN: 02025415), who holds office of the Independent Director up to 22nd September, 2020 and who has submitted a declaration that he meets the criteria for the independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, be and is hereby re-appointed as an independent director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 23rd September, 2020 to 22nd September, 2025.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors or Company Secretary be and are hereby severally authorised to do all acts, deeds and matters and things as may be considered necessary, expedient to give effect to the above said resolution.”

**For & on behalf of the Board
For SBEC Systems (India) Limited
sd/-**

Place: New Delhi

Date: 29.08.2020

**Vijay Kumar Modi
Chairman**

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020 and General Circular No. 20/ 2020 dated 5th May 2020, permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars, SEBI Circular and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Annual General Meeting (“AGM”) of the Company is scheduled to be held on 28th September, 2020, at 01.00 pm (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
5. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company by email through registered email address to [sbecosystems@rediffmail.com](mailto:sbecsystems@rediffmail.com).
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members & Share Transfer Books of the Company will remain closed from 22nd September, 2020 to 28th September, 2020 (both days inclusive).
9. Members, who hold shares in dematerialized form, are requested to notify, changes, if any, in their address, to their respective Depository Participant and those, who hold shares in physical form, may intimate the same to the Company.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal Financial & Computer Services Pvt. Ltd for assistance in this regard.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Beetal Financial & Computer Services Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by Member holding shares in:
 - a) Demat form to submit the PAN to their Depository Participants with whom they are maintaining their demat account and
 - b) Physical form to submit copies of PAN of all shareholders and original cancelled cheque of first shareholder along with copy of Pass Book or Bank Statements to the RTA.
13. Members desiring any information as regards to accounts are requested to address their questions to the Company Secretary at least 7 days before the date of the meeting so that the required information is made available at the meeting.
14. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Beetal Financial & Computer Services Pvt. Ltd Company.
15. Members holding shares in physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.
16. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at sbecsystems@rediffmail.com and Members who wish to inspect the relevant documents referred to in the notice can send email to sbecsystems@rediffmail.com upto the date of the AGM.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the AGM along with the Annual Report 2019-2020 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, the same also has been uploaded on the website of the Company at www.sbecsystems.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
18. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
 The Board of Directors has appointed Ms. Nupur Gupta, Practicing Chartered Accountant, 214, Citi Centre, Begum Bridge Road, Meerut, U.P.-250002 (Membership No-075983) as Scrutinizer to scrutinize voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith submit to the Chairman of the Company.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Friday 25th day of Sepetember, 2020 at 09.00 am (IST) and ends on Sunday 27th day of September, 2020 at 05.00 pm (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday 21st day of September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant SBEC SYSTEMS INDIA LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company's email id i.e. sbecsystems@rediffmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company's email id i.e. sbecsystems@rediffmail.com. These queries will be replied by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sbecsytems@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013. ITEM NO.3,4 & 5

Mr. Rajeev Kumar Agarwal (DIN: 00298252), Mr. Jagdish Chander Chawla (DIN: 05316202) and Mr. Shyam Babu Vyas (DIN: 02025415) were appointed as Independent Directors of the company at the 26th Annual General Meeting of the company held on 23rd September, 2015 for a consecutive period of five years (first term) and they hold office as Independent Director of the Company upto 22nd September, 2020.

Pursuant to the provisions of Section 149 (10) read with 149(11) of the Companies Act, 2013, the Independent Director shall hold office for two consecutive term of 5 (five) consecutive years each. They are eligible for re-appointment upon completion of the first term on passing of special resolutions by the company and disclosure of such appointment in the report of the Board of Directors. They shall meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, the aforesaid Directors fulfill the conditions laid down in the Companies Act 2013 read with rules made there under and other applicable regulations.

The said Directors are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director. The company has also received declaration from the aforesaid Directors that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Board of Directors based on the performance evaluation of the above Independent Directors and as per the recommendation of the Nomination and Remuneration Committee and considering the experience and contribution made by the above Directors during their tenure recommend the re-appointment of above Independent Directors for a second term of five (5) consecutive years on the Board of Directors of the company. The above Independent Directors of the company are not liable to retire by rotation and shall hold office for a second term of 5 (five) consecutive years on the Board i.e. from 22nd September, 2020 to 23rd September, 2025.

The Board also felt that the core skills / expertise / competencies of the above Independent Directors would be helpful for the Company for effective functioning of its business and operations.

Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Rajeev Kumar Agarwal and Mr. Jagdish Chander Chawla would continue to hold their Directorship even after attaining the age of 75 years. Their continuation is considered justified by the Board. In the opinion of the Board, their continued association would be beneficial to the company.

The Board recommends the special resolution set out in Item no.3, 4 & 5 of the notice for approval of shareholders.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Explanatory Statement.

Expect Mr. Rajeev Kumar Agarwal, Mr. Jagdish Chander Chawla and Mr. Shyam Babu Vyas and their relatives, none of the Directors/ Key Managerial Personnel and their relatives are interested in the proposed special resolution.

INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT (PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS & SECRETARIAL STANDARD - 2)

Name of the Director	Ritu Sikka	Rajeev Kumar Agarwal	Dr. Shyam Babu Vyas	Mr. J.C. Chawla
DIN	06953465	00298252	02025415	05316202
Date of Birth	07/12/1969	03/01/1949	21/10/1953	23/02/1946
Age	51	71 years	67 years	74 years
Qualification	PG Diploma in Business & Management	Engineering Graduate	P.H.D.	M.SC(Chemistry) , PHD, B.E.D
Expertise	She is having experience of more than 20 years in the field of HR & personnel	Has experience in the area of Finance, Accounts management and administration and technical aspects of the industry of over 35 years.	He has a vast experience in the area of Management and Administration of over 34 years.	He has a vast experience in the area of Management and Administration of over 38 years.
No. of Shares Held	Nil	Nil	Nil	Nil
Other Companies Directorship	Nil	1. SBEC Bioenergy Ltd. 2. SBEC Sugar Ltd. 3. Bihar Sponge Iron Limited 4. Chandil Power Limited 5. Technicast Engineers Ltd. 6. ABR Finlease & Holding Pvt. Ltd. 7. SBEC Stockholding & Investment Ltd. 8. G S Pharmabutor Pvt. Ltd. 9. Modi Hitech India Ltd.	1. SBEC Sugar Limited 2. Bihar Sponge Iron Limited 3. Shyam Vyas Marc Pvt. Ltd	1. SBEC Sugar Limited 2. SBEC Bioenergy Limited 3. Bihar Sponge Iron Limited
Chairmanship / Membership of other Companies Committees	Nil	Chairmanship of Committee SBEC Sugar Limited- Audit Committee and Stakeholder Relationship Committee Bihar Sponge Iron Limited - Audit Committee and Stakeholder Relationship Committee Membership of the Committee SBEC Bio-energy Limited- Audit Committee SBEC Sugar Limited- Audit Committee and Stakeholder Relationship Committee Bihar Sponge Iron Limited - Audit Committee and Stakeholder Relationship Committee	Membership of the Committee SBEC Sugar Limited-Audit Committee Bihar Sponge Iron Limited - Audit Committee and Stakeholder Relationship Committee	Chairmanship of Committee SBEC Bio-energy Limited- Audit Committee Membership of the Committee SBEC Bio-energy Limited- Audit Committee SBEC Sugar Limited- Audit Committee and Stakeholder Relationship Committee Bihar Sponge Iron Limited - Audit Committee and Stakeholder Relationship Committee
Relationship with other Directors, and Key Managerial Personnel of the company	None	None	None	None

*Details in this regard, includes the Chairmanship/Membership of the Audit Committee and the Stakeholder Relationship Committee only of public companies whether listed or not.