

18-09-2021

To,

The Manager,  
The Bombay Stock Exchange Ltd,  
P J Towers,  
Dalal Street,  
Mumbai - 400 001

**SUB.: VOTING RESULTS ALONG WITH COMBINED SCRUTINIZER REPORT OF 32ND ANNUAL GENERAL MEETING AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015**

**Stock Code: 517360**

Dear Sir,

We are enclosing herewith the voting results along with Combined Scrutinizer Report of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Friday, September 17, 2021 through video conferencing (VC)/ Other Audio Visual Means (OVAM), and it has been duly convened at 11.00 A.M. and concluded at 11.09 A.M.

The Board of Directors had appointed M/s Soniya Gupta & Associates, Company Secretaries (COP No. 8136) as the Scrutinizer for remote e-voting and e-voting during the 32<sup>nd</sup> AGM of the Company.

Kindly find enclosed the following:

1. Combined Scrutinizer Report on remote e-voting and e-voting at Annual General Meeting issued by M/s Soniya Gupta & Associates, Company Secretaries (COP No. 8136) -**(Annexure A)**
2. Agenda wise Resolutions passed through remote e-voting and e-voting at the Annual General Meeting-**(Annexure B)**

Based on the consolidated report of the Scrutinizer(s), all Resolutions as set out in the Notice of 32<sup>nd</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority.



The aforesaid documents are hosted on the website of the company i.e. [www.sbecsyste.ms.com](http://www.sbecsyste.ms.com).

You are requested to take the above information on record and bring the same to the notice of all concerned.

**Thanking You**

**Yours faithfully**

**For SBEC Systems (India) Ltd**

*Priyanka Negi*  
For SBEC Systems (India) Limited

**Priyanka Negi**  
Company Secretary  
**Company Secretary & Compliance Officer**

**Encl: a/a**



**SONIYA GUPTA & ASSOCIATES**  
**PRACTICING COMPANY SECRETARIES**

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To,

**The Chairman**

**SBEC Systems (India) Limited**

**1400, Modi tower, 98, Nehru Place,**

**New Delhi-110019**

**Sub: Consolidated Scrutinizer Report on remote e-voting pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

I, Soniya Gupta, Proprietor of M/s Soniya Gupta & Associates, Company Secretaries (COP No. 8136), was appointed as Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolutions mentioned in the Notice dated August 13, 2021 ('AGM Notice') convening 32<sup>nd</sup> AGM of SBEC Systems (India) Limited ('Company') which was held on Friday, September 17, 2021 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means ("VC/OAVM") Facility.

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, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively and by General Circular No. 02/2021 dated 13th January 2021, allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31st December, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars").

In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 32nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.

The Company has availed the e-voting facility offered by Central Depositories Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company had uploaded all the items of the business to be transacted on the website of the Company and CDSL to facilitate Shareholders to cast their vote through e-voting.

In conformity with the applicable regulatory requirements, The Notice of this AGM and Annual Report has been sent through electronic mode to those shareholders who have registered their e-mail id with the Company or with Depositories.

As prescribed in clause (v) of sub rule 4 of revised Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published before 21 days from the date of the Annual General Meeting in English language in “The Financial Express” newspaper and in vernacular language in “Hari Bhoomi” newspaper dated 24th August, 2021 respectively.

The Members of the Company as on the “cut off” date i.e. Friday, September 10, 2021 were entitled to avail the facility of remote e-voting for the 32<sup>nd</sup> AGM on the proposed resolutions as set out in the AGM Notice.

The voting period of e-voting commenced on Tuesday, 14th September, 2021 at 9:00 a.m. and ended on Thursday, 16th September, 2021 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes casted under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company.

The consolidated summary of results of remote e-voting and e-voting during the AGM are as under:-

**1. Ordinary Resolution-**

a) The Audited Standalone financial statements of the Company for the financial year ended 31st March, 2021, 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, 2021 and the Auditors Reports thereon.

Particulars	No. of votes contained in						Percentage of Total Votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	
<b>Assent</b>	20	3243152	0	0	20	3243152	100.00
<b>Dissent</b>	2	100	0	0	2	100	0.00
<b>Abstained</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>22</b>	<b>3243252</b>	<b>0</b>	<b>0</b>	<b>22</b>	<b>3243252</b>	<b>100.00</b>

**2. Ordinary Resolution- To re-appoint Ms. Rittu Sikka, who retires by rotation as a Director.**

Particulars	No. of votes contained in						Percentage of Total Votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	
<b>Assent</b>	20	3243152	0	0	20	3243152	100.00
<b>Dissent</b>	2	100	0	0	2	100	0.00

<b>Abstained</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>22</b>	<b>3243252</b>	0	0	<b>22</b>	<b>3243252</b>	<b>100.00</b>

3. To consider the appointment of Ms. Asha Agarwal (DIN 09026835) as an Independent Director of the Company and pass the following resolution as an Ordinary Resolution.

Particulars	No. of votes contained in						Percentage of Total Votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	
<b>Assent</b>	20	3243152	0	0	20	3243152	100.00
<b>Dissent</b>	2	100	0	0	2	100	0.00
<b>Abstained</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>22</b>	<b>3243252</b>	0	0	<b>22</b>	<b>3243252</b>	<b>100.00</b>

4. To consider the appointment of Mr. Rohit Garg (DIN-03296571) as Director of the Company and pass the following resolution as an Ordinary Resolution

Particulars	No. of votes contained in						Percentage of Total Votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	No. of Members Voted	No. of Votes Cast	
<b>Assent</b>	20	3243152	0	0	20	3243152	100.00
<b>Dissent</b>	2	100	0	0	2	100	0.00
<b>Abstained</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>22</b>	<b>3243252</b>	0	0	<b>22</b>	<b>3243252</b>	<b>100.00</b>

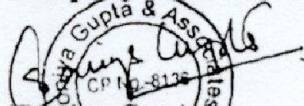

Therefore, the Resolution No. 1 to 4 has been approved with requisite majority.

The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

For **Soniya Gupta & Associates**  
**Company Secretaries**

  
  
**(Soniya Gupta)**  
**Proprietor**  
**FCS: 7493**  
**CP: 8136**



**Vijay Kumar Modi**  
**Chairman of 32<sup>nd</sup> AGM**

Place: Delhi

Dated: 17.09.2021

UDIN: F007493C000962018

DETAILS OF VOTING RESULTS--REGULATION 44(3) OF SEBI (LISTING AND OBLIGATION REQUIREMENTS)  
REGULATION, 2015

Date of AGM	17 <sup>th</sup> September, 2021.
Record date	10.09.2021
Total no. of Shareholder on record date	19796
No. of Shareholder Present in the meeting either in person or through proxy:	Not Applicable
a) Promoter and Promoter Group:	
b) Public:	
Total	
No. of Shareholder attended the meeting through Video Conferencing:	
c) Promoter and Promoter Group:	3
d) Public:	51
Total	54
No. of resolution passed in the meeting	4





## Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		a) The Audited Standalone financial statements of the Company for the financial period ended 31st March, 2021, the reports of the Board of Directors and Auditors thereon; and b) The Audited Consolidated financial statements of the Company for the financial period ended 31st March, 2021 and the Auditors Reports thereon.						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3059560	59.9942	3059560	0	100.0000	0.0000
	Poll	5099760						
	Postal Ballot (if applicable)							
	Total	5099760	3059560	59.9942	3059560	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		183692	3.7486	183592	100	99.9456	0.0544
	Poll	4900240						
	Postal Ballot (if applicable)							
	Total	4900240	183692	3.7486	183592	100	99.9456	0.0544
	Total	10000000	3243252	32.4325	3243152	100	99.9969	0.0031
Whether resolution is Pass or Not.						Yes		

## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Ordinary Resolution							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		3059560	59.9942	3059560	0	100.0000	0.0000	
	Poll	5099760							
	Postal Ballot (if applicable)								
	<b>Total</b>	5099760	3059560	59.9942	3059560	0	100.0000	0.0000	
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	<b>Total</b>								
Public- Non Institutions	E-Voting		183692	3.7486	183592	100	99.9456	0.0544	
	Poll	4900240							
	Postal Ballot (if applicable)								
	<b>Total</b>	4900240	183692	3.7486	183592	100	99.9456	0.0544	
<b>Total</b>		10000000	3243252	32.4325	3243152	100	99.9969	0.0031	
							Whether resolution is Pass or Not.		Yes



### Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		To consider the appointment of Ms. Asha Agarwal (DIN: 09026835) as an Independent Director of the Company and pass the following resolution as an Ordinary Resolution							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		3059560	59.9942	3059560	0	100.0000	0.0000	
	Poll	5099760							
	Postal Ballot (if applicable)								
	Total	5099760	3059560	59.9942	3059560	0	100.0000	0.0000	
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		183692	3.7486	183592	100	99.9456	0.0544	
	Poll	4900240							
	Postal Ballot (if applicable)								
	Total	4900240	183692	3.7486	183592	100	99.9456	0.0544	
	Total	10000000	3243252	32.4325	3243152	100	99.9969	0.0031	
							Whether resolution is Pass or Not.		Yes



## Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		3059560	59.9942	3059560	0	100.0000	0.0000	
	Poll	5099760							
	Postal Ballot (if applicable)								
	Total	5099760	3059560	59.9942	3059560	0	100.0000	0.0000	
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		183692	3.7486	183592	100	99.9456	0.0544	
	Poll	4900240							
	Postal Ballot (if applicable)								
	Total	4900240	183692	3.7486	183592	100	99.9456	0.0544	
	Total	10000000	3243252	32.4325	3243152	100	99.9969	0.0031	
Whether resolution is Pass or Not.							Yes		

