

SBEC SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

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

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

NOTICE

Notice is hereby given that the 36th Annual General Meeting ('AGM') of the Members of **SBEC SYSTEMS (INDIA) LIMITED** will be held on Thursday, 25th September, 2025 at 2:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:-

- The Audited Standalone financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors' thereon; and
- The Audited Consolidated financial statements of the Company for the financial year ended March 31, 2025 and the Auditors' Reports thereon.

2. To appoint Ms. Ritu Sikka (DIN: 06953465), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Ritu Sikka (DIN: 06953465), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

3. To approve the appointment of Secretarial Auditor of the Company for the 1st term of 5(five) Consecutive financial years.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), as amended from time to time, pursuant to recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Soniya Gupta & Associates, Practicing Company Secretaries (M.No.7493, CP No. 8136) be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors to conduct the secretarial Audit of the Company.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. Approval for Material Related Party Transactions.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188 to the extent applicable and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company's policy on Related party transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and recommendation of the Audit Committee & Board of Directors, consent of the shareholders of the Company be and is hereby accorded to enter/continue to enter into the material related party transactions (whether by way of individual transaction or transactions together) with entities falling within the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 for each financial year in the ordinary course of its business with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's and creation of Charge in favour of Related Parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties, such that the maximum value of the related party transactions with such parties, in aggregate does not exceed the value specified under each category in the explanatory statement, provided that the related party transaction shall be carried out at in ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid parties; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and / or expedient for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution."

By order of the Board
For SBEC Systems (India) Limited
Sd/-

Vijay Kumar Modi
Chairman & Director
DIN: 00004606

Place: New Delhi
Date: 12-08-2025

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its circulars dated 8th April 2020, 13th April 2020, 5th May 2020 along with subsequent circulars issued in this regard and the latest dated 19th September 2024 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, without the physical presence of the 36th Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars, the 36th Annual General Meeting ("AGM") of the Company is scheduled to be held on **Thursday, 25th September, 2025 at 2:00 P.M.** (IST) through VC/OAVM. The proceedings of the 36th AGM shall be deemed to be conducted at the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the Annual General Meeting (AGM) is annexed hereto. and forms part of the Notice. the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 ("SS2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") seeking re-appointment at this AGM are also annexed.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 36th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 36th AGM through VC/ OAVM facility, e-Voting during the 36th AGM and voting through remote e-Voting. Since, the AGM is being held through VC/ OAVM facility, the Route Map to the venue is not annexed in this Notice.
4. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and the documents referred to in the Notice will be available for inspection by the shareholders during the AGM. The documents referred to in the Notice will also be available for inspection by the shareholders from the date of circulation of this Notice up to the date of AGM.
5. Institutional/Corporate Members are requested to send a duly certified copy of its Board or governing body resolution/authorization etc. pursuant to Section 113 of the Act, authorizing their representative to attend the 36th AGM through VC/OAVM on their behalf or to vote during the 36th AGM or to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to soniyacs@gmail.com with a copy marked to [sbecosystems@rediffmail.com](mailto:sbecsystems@rediffmail.com).
6. In compliance with the MCA Circulars, and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and subsequent Circulars issued in this regard by the SEBI, the latest being dated 3rd October 2024, Annual Report for the financial year 2024-25 along with the Notice of 36th Annual General Meeting inter alia, indicating the process and manner of e-voting, is being sent through electronic mode to the Members whose email addresses are available with the Company/ Depository Participants. The aforesaid documents are also available on the Company' website at www.sbecsystems.in and on the websites of the BSE Limited at www.bseindia.com and CSDL at www.evotingindia.com. The Members whose email addresses are not registered with the Company are requested to do so by following the instructions given in this Notice.

Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a physical letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed at www.sbecsystems.in.

7. The Register of Members & Share Transfer Books of the Company will remain closed from Friday September 19, 2025 to Thursday September 25, 2025 (both days inclusive).
8. The Securities and Exchange Board of India (the SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization. Pursuant to SEBI circular dated 25th January, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents – Beetal Financial & Computer Services Pvt. Ltd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication is available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC

details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://http://www.beetalfinancial.com/> or contact the Company's RTA M/s Beetal Financial & Computer Services Pvt. Ltd at beetal@beetalfinancial.com or assistance in this regard.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at www.sbcsystems.in

Further, the SEBI vide its circular dated 2nd July 2025, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, has decided to open a special window only for re-lodgement of physical transfer deeds, which were lodged prior to the deadline of 1st April 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from 7th July 2025 till 6th January 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. 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.
11. In terms of the Listing Regulations, transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, has also mandated that listed companies shall, while processing investor service requests pertaining to issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal / exchange of share certificate, endorsement, sub-division / splitting / consolidation of share certificates, transmission, transposition etc. issue securities only in demat mode. In view of this as also to eliminate all risks associated with physical shares and to get inherent benefits of dematerialization, shareholders holding shares in physical form are advised to avail of the facility of dematerialisation.
12. SEBI has mandated registration of Permanent Account Number ("PAN") and Bank Account details for shareholders holding securities in physical form. Further SEBI vide its latest circular dated March 16, 2023 has mandated shareholders holding securities in physical form to furnish PAN, Nomination Details, Contact details (Address with PIN, Mobile number and Email address), Bank account details (bank name, branch name, account number and IFSC Code) and Specimen signature before they could avail any investor service. The relevant forms prescribed by SEBI for furnishing the above details are available on the website of the Company. The concerned shareholders are requested to register / update the above mentioned details by submitting the prescribed forms duly filled and signed by the registered holders, by submitting a physical copy thereof to the RTA, Beetal Financial & Computer Services (P) Ltd at Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre Near Dada Harsukhdas Mandir New Delhi – 110062.
13. Shareholders holding shares in dematerialised mode are requested to register / update their PAN, Nomination Details, Contact details (Address with PIN, Mobile number and Email address), Bank account details (bank name, branch name, account number and IFSC Code) and Specimen signature with the relevant Depository Participant.
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.
15. Members desiring inspection of statutory registers during the AGM may send their request at least 7 (seven) days before in writing to the Company at sbcsystems@rediffmail.com and Members who wish to inspect the relevant documents referred to in the notice can send email to sbcsystems@rediffmail.com up to the date of the AGM.

REMOTE E-VOTING / AGM THROUGH VC / E-VOTING AT THE AGM

16. The facility of attending AGM through VC is being provided by Central Depository Services (India) Limited ('CDSL'). The facility of casting votes by a shareholder using 'remote e-voting' and 'e-voting during the AGM' ("e-voting") is also being provided by CDSL. The procedure for attending the AGM through VC and for e-voting is given in the Notes below.
17. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the RTA/ Depositories as on the Cut-off Date, i.e. Friday, August 29, 2025 only shall be entitled to avail the facility of e-voting. A person who is not a shareholder as on the Cut-off Date, should treat the Notice for information purpose only. Voting rights of a shareholder shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off date. Any person who becomes a shareholder of the Company after Friday, August 29, 2025 and holds shares on the Cut-off Date may exercise his voting rights through e-voting and attend the AGM by following the procedure given below.

18. The remote e-voting period will commence at 9:00 a.m. (IST) on Monday, September 22, 2025 and end at 5:00 p.m. (IST) on Wednesday, September 24, 2025. The e-voting module shall be disabled by CDSL for remote e-voting thereafter. During the remote e-voting period, shareholders of the Company, holding shares either in physical form or dematerialized form, as on the Cut-off date may cast their vote electronically.
19. Shareholders attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their vote at the AGM. The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
21. 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/ Power of Attorney / Authority letter, etc. to the Company by email through registered email address at sbecsystems@rediffmail.com.
22. 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.
23. Pursuant to SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023, Shareholders in case of any grievance shall first take up his/her/their grievance with the RTA i.e., M/s Beetal Financial & Computer Services Pvt. Ltd. at beetalrta@gmail.com by lodging a complaint directly with them. If the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the shareholder is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution Portal. The detailed SEBI Circular is available on the website of the Company at www.sbecsystems.in.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

24. **Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 22, 2025 at 09:00 A.M. and ends on September 24, 2025 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2025 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) 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.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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..

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **<SBEC SYSTEMS (INDIA) LIMITED>** on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; sbecsystems@rediffmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (sbecsystems@rediffmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (sbecsystems@rediffmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (mandatory for all listed Companies), the Company is pleased to provide its Members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).
2. The Board of Directors has appointed M/s Soniya Gupta & Associates, Practicing Company Secretaries, 135 LGF, SS Plaza, Palam Dabri Road, Mahavir Enclave, New Delhi - 110045, as a Scrutinizer to process the e-voting and submit a report to the Chairman. The results of voting shall be declared within two (2) days of the 36th Annual General Meeting convened for the purpose. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.sbcsystems.in) CDSL Website and shall also be communicated to the Stock Exchanges (BSE).
3. Ms. Himani Mittal, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this 36th Annual General Meeting including e-voting his mail ID is sbcsystems@rediffmail.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. 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**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911

For SBEC Systems (India) Limited
Sd/-

Vijay Kumar Modi
Chairman & Director
DIN: 00004606

Place: New Delhi
Date: 12.08.2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 3:**

SEBI vide its notification dated December 12, 2024, amended the Listing Regulations. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of M/s Soniya Gupta & Associates, Practising Company Secretaries, as the Secretarial Auditors of the Company for a first term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030, subject to approval of the Shareholders.

Members may note that pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

M/s. Soniya Gupta & Associates is a peer reviewed firm that offers various corporate, commercial, legal advisory services including Credit Risk Analysis, Project Financing, Detailed Information Memorandum, Credit Appraisal Note, Viability Reports for Banks, Secretarial Audits, Fund Raising & Liaisoning with banks/financial institutions and corporate re-structuring projects encompassing development of strategy, due diligence and documentation activities.

Furthermore, in terms of the amended regulations, M/s Soniya Gupta & Associates have provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

M/s Soniya Gupta & Associates have confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

The proposed remuneration to be paid to M/s. Soniya Gupta & Associates for the Financial Year 2025-26 is Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and out-of pocket expenses. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms.

The Board of Directors (or any officer authorized by the board) may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No.3 of the notice for approval by the shareholders.

ITEM NO. 4:

Pursuant to Regulation 23(4) of SEBI (LODR) Regulations, 2015 read with Company's policy on related party transactions, the material related party transactions with related parties, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests enters into various transactions with the related parties, the estimated value of transactions with following related parties, who are the related parties under Regulation 2(1) (zb) of the SEBI (LODR) Regulations, 2015, during the financial year 2025-26 are expected to exceed the materiality threshold.

Details of transactions with related parties pursuant to SEBI Circular are given hereunder:

S.NO.	RELATED PARTY	JAYESH TRADEX PRIVATE LIMITED	G S PHARMBUTOR PRIVATE LIMITED	BIHAR SPONGE IRON LIMITED
(i)	Nature of Relationship	Promoter is related to the Company	Director is related to the Company	Director is related to the Company
(ii)	Nature & material terms of the transaction	1) Lease Rent 2) Purchase of Stationery and other items 3) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..	1) Lease Rent 2) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..	1) Lease Rent 2) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..
(iii)	Tenure of the Transaction	FY 25-26	FY 25-26	FY 25-26
(iv)	Value of Transaction	1 Crore	2 Crore	1 Crore
(v)	Details of Loan	NA	NA	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	26.53%	53.06%	26.53%
(vii)	Justification as to why the related party transaction is in the interest of the Company	This transaction is beneficial to the Company.	This transaction is beneficial to the Company.	This transaction is beneficial to the Company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA
(ix)	Any other	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.

S.NO.	RELATED PARTY	DAYAWATI MODI PUBLIC SCHOOL (A UNIT OF DAYA CHARITABLE TRUST)	KUMKUM MODI PUBLIC SCHOOL (A UNIT OF DAYA CHARITABLE TRUST)	MODI HOSPITAL (A UNIT OF DAYA CHARITABLE TRUST)
(i)	Nature of Relationship	Promoter is Trustee	Promoter is Trustee	Promoter is Trustee
(ii)	Nature & material terms of the transaction	1) Lease Rent 2) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..	1) Lease Rent 2) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..	1) Lease Rent 2) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..
(iii)	Tenure of the Transaction	FY 25-26	FY 25-26	FY 25-26
(iv)	Value of Transaction	50 Lacs	25 Lacs	10 Lacs
(v)	Details of Loan	NA	NA	NA

(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	13.26%	6.63%	2.65%
(vii)	Justification as to why the related party transaction is in the interest of the Company	This transaction is beneficial to the Company.	This transaction is beneficial to the Company.	This transaction is beneficial to the Company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA
(ix)	Any other	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.

S.NO.	RELATED PARTY	MODI INDUSTRIES LIMITED (MODI ARC ELECTRODES CO.)	MODI MOTORS PRIVATE LIMITED (MM Printers)	WIN MEDICARE PRIVATE LIMITED
(i)	Nature of Relationship	Promoter is related to the Company	Promoter is Director & Shareholder	Promoter is related to the Company
(ii)	Nature & material terms of the transaction	1) Lease Rent 2) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..	1) Lease Rent 2) Printing of Annual Report 3) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..	1) Lease Rent 2) Support Services 3) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..
(iii)	Tenure of the Transaction	FY 25-26	FY 25-26	FY 25-26
(iv)	Value of Transaction	6 Crore	50 Lac	1Crore
(v)	Details of Loan	NA	NA	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	150 %	13.26%	26.53 %
(vii)	Justification as to why the related party transaction is in the interest of the Company	This transaction is beneficial for the Company.	This transaction is beneficial for the Company.	This transaction is beneficial for the Company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA
(ix)	Any other	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.

S.NO.	RELATED PARTY	MODI-MUNDIPHARMA PRIVATE LIMITED	MODI-MUNDIPHARMA BEAUTY PRODUCTS PRIVATE LIMITED	SBEC SUGAR LIMITED
(i)	Nature of Relationship	Promoter is related to the Company	Promoter is related to the Company	Associate Company
(ii)	Nature & material terms of the transaction	1) Lease Rent 2) Support Services 3) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions. 4) Support Services	1) Lease Rent 2) Support Services 3) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions. 4) Support Services	1) Royalty Income 2) Technical Consultancy 3) Lease Rent 4) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..
(iii)	Tenure of the Transaction	FY 25-26	FY 25-26	FY 25-26
(iv)	Value of Transaction	1 Crore	1Crore	3 Crore
(v)	Details of Loan	NA	NA	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	26.53%	26.53%	79.60%
(vii)	Justification as to why the related party transaction is in the interest of the Company	This transaction is beneficial to the Company.	This transaction is beneficial to the Company.	This transaction is beneficial to the Company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA
(ix)	Any other	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.	The transaction with related parties is on 'arm's length' basis.

S.NO.	RELATED PARTY	MODI HITECH INDIA LIMITED
(i)	Nature of Relationship	Promoter is related to the Company
(ii)	Nature & material terms of the transaction	1) Lease Rent 2) Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions..
(iii)	Tenure of the Transaction	FY 25-26
(iv)	Value of Transaction	50 Lacs
(v)	Details of Loan	NA
	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	13.26%
(vii)	Justification as to why the related party transaction is in the interest of the Company	This transaction is beneficial for the Company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA
(ix)	Any other	The transaction with related parties is on 'arm's length' basis.

The above transactions were approved by the Audit Committee at its meeting held on May 29, 2025 and recommended by the Board of Directors to the unrelated members of the Company for their approval.

As per section 188 of the Companies Act, 2013, and Regulation 23 of the Listing Regulations, 2015, all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approvals of Material Related Party Transactions is sought from members. Accordingly, all related parties of the Company, will not vote on this resolution.

Except Independent Directors and their relatives all the other Directors or their relatives are interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.4 of the notice for approval by the shareholders.

ANNEXURE A

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

Name of the Director	Ms. Ritu Sikka
DIN	06953465
Date of Birth/ Age	56 years
Qualification	Post Graduate Diploma in Business Management from International Management Institute.
Expertise in specific field	Ms. Ritu Sikka is Post Graduate and holds Diploma in Business & Management. She is having experience of more than 30 years in the field of HR & personnel.
Date of first appointment	24-09-2014
No. of Shares Held	Nil
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointed as a Non- Executive Director of the Company and will be paid sitting fees for attending Board and Committee meetings.
Number of Meetings of the Board attended during the year	2
Other Companies Directorship	Nil
Chairmanship /Membership of other Companies Committees	0/0
Relationship with other Directors, and Key Managerial Personnel of the company	None

*Directorships and Committee memberships in SBEC Systems (India) Ltd are not included in the aforesaid disclosure. Also directorships in Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders' relationship Committees of only public Companies have been included in the aforesaid table..