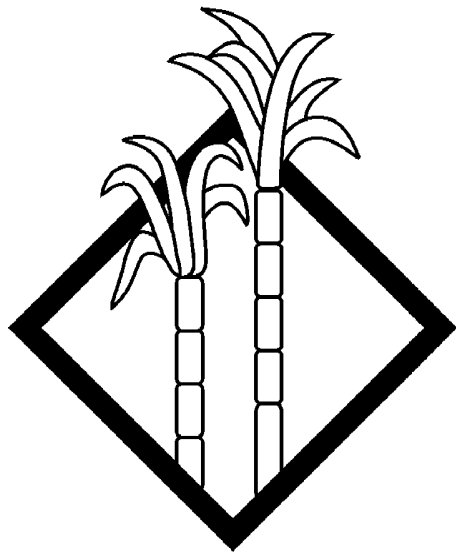


SBEC Sugar Limited



S I X T E E N T H A N N U A L R E P O R T

2010

**BOARD OF DIRECTORS**

Mr. Umesh K Modi	- Chairman & President
Mr. Abhishek Modi	- Executive Director & Chief Executive Officer
Mrs. Kum Kum Modi	
Mr. Jayesh Modi	
Mr. Santosh C. Gupta	- Whole Time Director (Works)
Mr. G. C. Jain	
Mr. Man Mohan	
Mr. O.P. Modi	
Mr. Norland L. C. Suzor	
Mr. Claude Philogene	

ALTERNATE DIRECTOR

Mr. N. P. Bansal	- Alternate to Mr. Claude Philogene
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CHIEF FINANCIAL OFFICER

Mr. Rajeev Malhotra

COMPANY SECRETARY

Mr. Anup Gupta

AUDITORS

M/s Doogar & Associates
13, Community Centre,
East of Kailash,
New Delhi-110 065

BANKERS

The Shamrao Vithal Co-Operative Bank Ltd.
IDBI Bank Ltd.
Axis Bank Ltd.
Punjab National Bank
State Bank of India

REGISTERED OFFICE & PLANT

Village : Lohan Malakpur,
Tehsil : Baraut - 250 611,
Distt. Baghpat,
Uttar Pradesh

CORPORATE OFFICE

1502-A, 16th Floor, Modi Tower,
98, Nehru Place,
New Delhi-110 019

REGISTRAR & SHARE TRANSFER AGENT

M/s Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
New Delhi-110062

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NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Shareholders of SBEC Sugar Limited will be held on Thursday, the 30TH day of September 2010 at the Registered Office of the Company at Village: Loyan , Malakpur, Tehsil: Baraut, District: Baghpat, Uttar Pradesh at 2.30 P. M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31ST March 2010 and the Profit and Loss Account for the period ended as on that date along with Directors' Report and Auditor's Report thereon.
2. To consider and appoint a Director in place of Mr. G.C.Jain, who retires from the office by rotation, and being eligible offers himself for re-appointment.
3. To consider and appoint a Director in place of Mr. Norland L.C. Suzor, who retires from the office by rotation, and being eligible offers himself for re-appointment
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

M/s Doogar & Associates, Chartered Accountants,(Firm Registration No.000561N) the retiring auditors, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution:-**

"RESOLVED THAT Mr. Jayesh Modi who was appointed as an additional director by the Board of Directors on June 18th, 2010 and whose term of office pursuant to the provisions of section 260 of the Companies Act, 1956 expires at this annual general meeting and in respect of whom a notice has been received from a member under section 257 of the Companies Act, 1956 proposing his candidature as a Director of the company be and is hereby appointed as Director of the company liable to retire by rotation."

6. **To consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution:-**

"RESOLVED THAT Mr Santosh Chand Gupta , who was appointed as an additional director by the Board of Directors on June 18th, 2010 and whose term of office pursuant to the provisions of section 260 of the Companies Act, 1956 expires at this annual general meeting and in respect of whom a notice has been received from a member under section 257 of the Companies Act, 1956 proposing his candidature as a Director of the company be and is hereby appointed as director of the company."

7. **To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:-**

"RESOLVED THAT pursuant to Section 198, 269 and 309 read with Schedule XIII as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956, the Company be and is hereby approves the appointment of Mr. Santosh Chand Gupta as Whole Time Director(Works) of the Company for a period of one year with effect from 18th June, 2010 on the terms, conditions and remuneration mentioned herein below :

1. Salary Rs.77,000 p.m.
2. Perquisites and Allowances
 - (i) House Rent Allowance Rs. 8000 p.m.
 - (ii) Reimbursement for Books and Periodicals Rs. 1900/- p.m.
 - (iii) Reimbursement for Helper Rs. 2400/- p.m.
 - (vii) Medical Reimbursement Expenses incurred for him and the family subject to a maximum of seven percent of the basic salary in a year.



(iii) Leave Travel Concession	8.33% of the basic salary in a year. For himself and family once in a year
(iv) Bonus	8.33% of the basic salary in a year.
(v) Contribution to Provident Fund, Superannuation fund or annuity fund	As per the rules of the Company which shall not be computed for the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
(vi) Gratuity	Gratuity payable shall not exceed half month's salary for each completed year of service.
(viii) Car	One Company car with driver on actual basis
(ix) Telephone	One Telephone at residence on actual basis. Personal long distance calls on telephone will be billed by the company.

3. Other Terms

i. Leave: As per the rules of the Company.

ii. Reimbursement of entertainment expenses:

Mr. Santosh Chand Gupta will be entitled to reimbursement of entertainment and other expenses incurred in the course of legitimate business purpose of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors under section 293 (1) (d) of the Companies Act, 1956 allowing them to borrow any sum or sums of money from time to time for the purposes of the Company upon such terms and conditions and with / without security, as the Board of Directors may, in the absolute discretion, think fit, notwithstanding the fact that the money or moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose (s), provided, however, that the total borrowing shall not exceed at any time the sum of Rs. 300 Crores."

By order of the Board
For SBEC Sugar Limited

Place :New Delhi
Date : 25th August, 2010

Anup Gupta
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll in his/her stead and a proxy need not to be member of the Company. The instrument appointing proxy in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company atleast 48 hours before the scheduled time of the meeting. A blank proxy form is annexed herewith.
2. The Register of Members & Share Transfer Books of the Company will remain closed from 23rd September, 2010 to 30th September 2010 (both days inclusive).



3. 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.
4. Members/proxies are requested to bring attendance slips sent herewith duly filled in, for attending the meeting.
5. 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.
6. Non-Resident Shareholders are requested to inform immediately the change in the residential status on return for permanent settlement.
7. As per the provisions of the Companies Act, 1956, as amended, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination can be made in Form-2B, which can be obtained from the Share Department of the Company.
8. Documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 A.M to 1.00 P.M upto the date of Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 5

The Board of Directors at their meeting held on June 18th, 2010 appointed Mr. Jayesh Modi as an additional director of the Company. As per the provisions of section 260 of the Companies Act, 1956. Mr. Jayesh Modi holds the office of director only up to the date of this 16th Annual General Meeting. The Company has received a notice from a member under section 257 of the Companies Act, 1956 alongwith deposit of Rs500/- proposing the candidature of Mr. Jayesh Modi as a Director of the Company.

Mr. Jayesh Modi has recently returned to India after completing his studies in U.K. He has imbibed entrepreneurship skills from family business and has experience in the area of administration, business planning & development. He is also Director of SBEC Bioenergy Ltd., Bihar Sponge Iron Ltd. & Morgardshammar India Ltd. The Board recommends this resolution to be passed as an ordinary resolution.

Mr. Jayesh Modi is concerned and interested to the extent of his appointment. Mr. U.K.Modi, Chairman & President, Mrs. Kumkum Modi, Director, and Mr. Abhishek Modi, Executive Director are deemed to be concerned or interested as father, mother and brother respectively in his appointment..

ITEM NO. 6

The Board of Directors at their meeting held on June 18th, 2010 appointed Mr. Santosh Chand Gupta as an additional director of the Company. As per the provisions of Section 260 of the Companies Act, 1956. Mr. Santosh Chand Gupta holds the office of director only up to the date of this 16th Annual General Meeting. He is a Post Graduate in Commerce and has more than 40 years of vast experience in Administration, Finance, Purchase etc.

The Company has received a notice from a member under section 257 of the Companies Act, 1956 along with deposit of Rs.500/- proposing the candidature of Mr. Santosh Chand Gupta as Director of the Company. The Board recommends this resolution to be passed as an ordinary resolution.

None of the Directors are interested or concerned in the resolution except Mr. Santosh Chand Gupta.

ITEM NO. 7

Mr. Santosh Chand Gupta is a Post Graduate in Commerce and has more than 40 years of vast experience in Administration, Finance, Purchase etc.

Considering the above facts, other relevant factors and the comparative remuneration in the industry, the Remuneration Committee, pursuant to Schedule XIII of the Companies Act, 1956 approved and recommended to the Board for payment of such remuneration as mentioned in item No. 7 of this notice, to Mr. Santosh Chand Gupta for a period of one year w.e.f. 18th



June, 2010. The Board in their Meeting held on 18th June, 2010 had approved the appointment of Mr. Santosh Chand Gupta as the Whole Time Director (Works). Accordingly, the Board of Directors had approved the payment of said remuneration, subject to your approval.

The information as required under Schedule XIII to the Companies Act, 1956 is given hereunder:

I. GENERAL INFORMATION:

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

(Rs. in Lacs)

Financial Parameters	Current accounting period ended 31.03.2010 (Nine Months)
Sales and other income	17366.61
Profit/(Loss) before interest, depreciation & tax	2211.06
Interest and Finance charges	944.43
Depreciation and Amortisation	392.00
Prior period expenses (net)	110.45
Profit/(Loss) before extra-ordinary items & provision for taxation	764.18
Extra-ordinary items	-
Profit/(Loss) before tax	764.18
Fringe benefit tax	—
Provision for taxation	0.40
Deferred tax charge/ (credit)	270.12
Profit/(Loss) after tax	493.66
Transfer from molasses storage fund	-
Transfer to molasses storage fund	4.44
Profit/ (Loss) for the period after appropriation	489.22

- (5) Export performance and net foreign exchange collaborations: Nil
- (6) Foreign investments or collaborators, if any: None

II. INFORMATION ABOUT THE APPOINTEE:

- (1) Background details:
Mr. Santosh Chand Gupta is a Post Graduate in Commerce. He has more than 40 years of vast experience in the field of Administration, Finance , Purchases etc.
- (2) Past remuneration:
He was drawing a salary of Rs. 77000 per month and perquisites from the Company.
- (3) Recognition or awards: None
- (4) Job profile and his suitability:
He joined as the Vice President (Commercial) of the Company and is working as Whole Time Director (Works) of the Company. He has vast experience in the area of administration, finance and commercial aspects of Company's business..



(5) Remuneration proposed:

Details of proposed remuneration is given in Item No. 7 of the Notice convening the 16th Annual General Meeting.

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

In the similar sized sugar mills, remuneration is ranging between Rs. 15 lakhs to Rs. 40 lakhs per annum.

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

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

During the period ended 31st March 2010 (9 Months), the Company has made a profit before tax of Rs.763.09 Lacs as compared to profit before tax of Rs. 678 Lacs for the period ended 30th June, 2009 (18 months). There are no decline in profits.

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

The company is taking steps to reduce the cost of production and optimize the utilization of plant capacity.

(3) Expected increase in productivity and profit measurable in measurable terms :

To achieve maximum productivity, the company intends to start crushing in the middle of October. 2010

Since payment of remuneration to Whole Time Director requires approval of the shareholders by way of a special resolution in terms of the provisions of Schedule XIII of the Companies Act, 1956, therefore, the Board recommends this resolution to be passed as a special resolution.

The terms of the appointment given in the said resolution may be treated as an abstract of the terms and conditions of appointment of the said Whole Time Director under section 302 of the Companies Act, 1956.

None of the Directors are interested or concerned in the resolution except Mr. Santosh Chand Gupta.

ITEM NO. 8

Pursuant to the provisions of Section 293 (1) (d) of the Companies Act 1956, the Board of Directors of the Company cannot, except with the consent of the Company in the General Meeting, borrow money in the aggregate (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) which exceed the aggregate of the paid up capital of the company and its free reserves not set apart for any specific purpose.

Presently, as per the resolution passed under section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting of the company held on 28th September 2008, the Board of Directors of the company are authorized to borrow monies which may exceed at any time the aggregate paid up capital of the company and free reserve but not exceeding Rs.100 Crores (Rs.One Hundred Crores). Considering the increasing business operations and future growth envisaged, the Board is of the opinion that this limit needs to be increased to Rs. 300 Crores (Rs. Three Hundred Crores) to meet out its fund requirement. So Your Directors commends to pass the above resolution.

None of the Directors of the Company is concerned or interested in this resolution.

By order of the Board
For SBEC Sugar Limited

Place :New Delhi
Date : 25th August, 2010

Anup Gupta
Company Secretary



DIRECTORS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the 16th Annual Report of the Company together with the Audited Accounts for the period ended 31st March 2010.

FINANCIAL RESULTS

The summarised financial results of SBEC Sugar Ltd. as well as Consolidated with its subsidiaries i.e. M/s. SBEC Bioenergy Ltd., M/s. SBEC Stockholding and Investment Ltd and M/s Modi Gourmet Limited are as follows:

(Rs. in Lacs)				
	SBEC SUGAR LTD.		CONSOLIDATED	
Financial Parameters	Period ended 31.03.2010 (9 months)	Period ended 30.06.2009 (15 months)	Period ended 31.03.2010 (9 months)	Period ended 30.06.2009 (15 months)
Sales and other income	17366.61	31021.11	18260.06	33079.92
Profit/(Loss) Before Interest, Depreciation & Tax	2211.06	2888.55	2709.00	4297.02
Interest and Finance Charges	944.43	1555.06	1011.07	1813.44
Depreciation and Amortisation	392.00	648.65	715.19	1226.53
Prior period expenses (net)	110.45	6.84	110.54	6.84
Profit/(Loss) before Extra-Ordinary Expenses & Provision for Taxation	764.18	678.00	872.20	1250.21
Extra-Ordinary Expenses	—	—	—	—
Profit/(Loss) before Tax	764.18	678.00	872.20	1250.21
Fringe Benefit Tax	—	13.27	—	15.27
Provision for Taxation	0.40	0.23	32.47	42.48
Deferred Tax Charge/ (Credit)	270.12	(35.66)	281.49	2.67
Profit/(Loss) After Tax	493.66	700.16	558.24	1189.79
Transfer from Molasses Storage Fund	—	13.00	—	13.00
Transfer to Molasses Storage Fund	4.44	9.03	4.44	9.03
Profit/(Loss) for the period after appropriation	489.22	704.13	553.80	1193.76
Earning Per Share	1.04	1.47	1.17	2.50

The financial results for the period ended 31.03.2010 are for a period of 9 months, and for the previous year ended on 30.06.2009 were for a period of 15 months, and therefore are not comparable.

OPERATIONS

The cane crushing for the period under review was 87.20 lakhs quintals in 122 days with an average crushing rate of 71475 quintals per day as against 101.15 lakhs quintals in 150 days with an average crushing rate of 67435 quintals per day for the previous period. The sugar recovery has slightly improved to 8.92 % as against 8.77% in the previous period.

The market sentiments in the beginning of crushing season remained bullish due to mismatch between supply and demand of sugar, improving sales realisation positively coupling with increasing in recovery has resulted in profit after tax Rs. 493.66 Lacs and consolidated Rs. 558.24 Lacs.

FIXED DEPOSITS

During the period under review, the Company accepted deposits to the extent of Rs. 438 lakhs. The total amount of fixed deposit held as on 31st March 2010 was Rs. 781.75 lakhs and there were two deposits lying unclaimed as on that date .

**DIRECTORS**

Mr Jayesh Modi was appointed as an additional director of the company with effect from 18.06.2010.

Mr. Santosh Chand Gupta was appointed as an additional director of the Company w.e.f 18.06.2010. He was also appointed Whole Time Director (Works) of the Company subject to your approval for a period of one year with effect from that date.

Notices in writing alongwith requisite deposits under section 257 of the Companies Act 1956, have been received from the members of the Company proposing Mr. Jayesh Modi and Mr. Santosh Chand Gupta as candidates for the office of Directors.

In accordance with the provisions of Section 256 of the Companies Act, 1956 and Article 125 of the Articles of Association of the Company, Mr. G.C.Jain, Non Executive Independent Director and Mr. Norland L.C. Suzor, Non-Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

SUBSIDIARY COMPANY AND CONSOLIDATED ACCOUNTS

Pursuant to section 212 of the Companies Act, 1956, audited statement of accounts alongwith the report of the Board of Directors of the Subsidiary Companies, namely SBEC Bioenergy Limited, SBEC Stockholding & Investment Limited and Modi Gourmet Limited and the respective Auditors' Report thereon for the year ended 31st March 2010 and a statement thereon are annexed.

AUDITORS

M/s Doogar and Associates, Chartered Accountants, (Firm Registration No.000561N), who are Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

ACCOUNTS AND AUDITORS' REPORT

The Notes to the accounts referred to in the Auditors' report are self explanatory and, therefore, do not call for any further comments.

DIRECTORS RESPONSIBILITY STATEMENT UNDER SECTION 217

Pursuant to the requirement under section 217 (2AA) of Companies Act, 1956, the Directors of your company declare as under:

- I. That in the preparation of the Annual Accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- II. That the Company has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that year;
- III. That proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the company and preventing and detecting fraud and other irregularities;
- IV. That the Annual Accounts are prepared on going concern basis.

CORPORATE GOVERNANCE

As per clause 49 of the Listing Agreement with the Stock Exchange, Report on Corporate Governance, a Management Discussion and Analysis Statement, Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is included in the said Corporate Governance Report.

SECRETARIAL AUDIT

As per the direction of the Securities and Exchange Board of India, the Secretarial Audit of the Company is being conducted on quarterly basis by a Practicing Company Secretary. The Secretarial Audit Report confirms that the Company has complied with all the applicable provisions of the Companies Act, 1956, Listing Agreement with the Stock Exchanges, and all the Regulations of Securities and Exchange Board of India (SEBI) as applicable to the Company.

LISTING OF SECURITIES

The equity shares of your Company are listed on The Bombay Stock Exchange Limited, and The Calcutta Stock Exchange Limited. The Company's application for delisting of shares with The Calcutta Stock Exchange Limited is still pending.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As stipulated under the provisions of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988, Annexure containing the particulars is annexed hereto which forms a part of this report

PARTICULARS OF EMPLOYEES

Information required under section 217 (2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended from time to time:-

During the period under review, there was one employee who was in receipt of remuneration more than the limit prescribed under section 217 (2A) of the Companies (Particulars of Employees) Rules, 1975 as amended.



ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their appreciation and gratitude to the farmers and to the co-operative cane societies for their invaluable support. Your Directors also take this opportunity to express their appreciation and gratitude to Government Agencies, Shareholders, Business Associates, Employees, Suppliers and Bankers of the Company for their help and support continuously extended to the Company.

For & on behalf of the Board
For SBEC Sugar Ltd.

Place : New Delhi
Date : 25th August, 2010

Umesh Kumar Modi
(Chairman & President)

ANNEXURE TO DIRECTORS' REPORT

STATEMENT PURSUANT TO SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

S.N.	Name	Age	Designation	Remuneration	Qualification	Experience	Date of Commencement of Employment	Last Employment
1	Mr. Abhishek Modi	34	Executive Director	Rs. 31,10,897/-	B.E. (Chem.) M.B.A. from Harvard Business School, USA	16 years	13.05.1994	Nil

FORM A: DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:

PARTICULARS		UNIT	CURRENT ACCOUNTING PERIOD (01.07.2009 – 31.03.2010 (9 Months))	PREVIOUS ACCOUNTING PERIOD (01-04-2008 - 30.06.2009) (15 Months)
A. Power and Fuel consumption				
Electricity				
Quantity		KWH	3870869	4399010
Total Conversion Charges		Rs.	—	—
Per Unit Conversion Charges		Rs.	—	—
Own generation				
(i) Through diesel generator				
Quantity		KWH	164723	204598
Units per –ltr. of diesel oil		KWH	3.25	3.25
Total amount		Rs.	2200168	2586183
Cost/ Unit		Rs.	13.36	12.65
(ii) Through Steam Turbine/generator				
Quantity		KWH	17549236	20360568
Units per- ltr. Of fuel oil /gas		KWH	—	—
Cost/ unit		Rs.	0.19	0.29
B. Consumption per MT of sugar production				
1. Electricity		KWH	280.16	281.25