



SBEC SUGAR LIMITED

CIN: L15421UP1991PLC019160

Regd Off: Village- Loyan Malakpur, Tehsil- Baraut, Baghpat, Uttar Pradesh-250611

T.: 01234-259206, 259273, Email id: investors@sbecsugar.com, Website: www.sbecsugar.com

NOTICE

Notice is hereby given that the **21st** Annual General Meeting of the Shareholders of **SBEC Sugar Limited** will be held on **Thursday, the 24th day of September, 2015** 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, 2015 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 appoint a Director in place of Mr. Jayesh Modi (DIN 02849637), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and Companies (Audit and Auditors) Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s Doogar & Associates, Chartered Accountants, (Firm Registration No.000561N), who have offered themselves for re appointment and have confirmed their eligibility for re-appointment as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS:

4. Regularization of Additional Director, Shri. Vijay Kumar Modi

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

"RESOLVED THAT Shri. Vijay Kumar Modi (DIN: 00004606), who was appointed as an Additional Director with effect from February 06, 2015 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and Article 116 of Article of Association of the Company and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri. Vijay Kumar Modi as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation".

5. Regularization of Additional Director, Shri. Narayan Prakash Bansal

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

"RESOLVED THAT Shri. Narayan Prakash Bansal (DIN: 00010587), who was appointed as an Additional Director with effect from May 27, 2015 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and Article 116 of Article of Association of the Company and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri. Narayan Prakash Bansal as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation".

6. Appointment of Shri. Jagdish Chander Chawla as an Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri. Jagdish Chander Chawla (DIN: 05316202), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company with effect from May 27, 2015 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri. Jagdish Chander Chawla as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from **24th September, 2015** and whose office shall not be liable to retire by rotation".

7. Appointment of Shri. Shyam Babu Vyas as an Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri. Shyam Babu Vyas (DIN: 02025415), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company with effect from May 27, 2015 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013,



signifying his intention to propose Shri. Shyam Babu Vyas as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from **24th September, 2015** and whose office shall not be liable to retire by rotation.

8. Appointment of Shri. R.K. Agarwal as an Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Shri. R.K. Agarwal (DIN: 00298252), who was appointed as an Additional Independent Director of the Company by the Board of Directors of the Company with effect from April 29, 2015 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri. R.K. Agarwal as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from **24th September, 2015** and whose office shall not be liable to retire by rotation.

9. Re-appointment of M/s. M.K. Singhal & Co., Cost Accountants, and ratified their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. M.K. Singhal & Co., Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2015-16, be paid a remuneration of Rs. 60,000 per annum plus applicable service tax and out of pocket expenses that may be incurred.

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

By order of the Board
For SBEC Sugar Limited

Date: 13th August, 2015
Place: New Delhi

Shobit Nehra
Company Secretary

NOTES:

1. **The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item**

Nos. 4 to 9 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under Items No. 4 to 8 of the Notice, are also annexed.

2. 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 BEHALF AND THE 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 at least 48 (FOURTY EIGHT HOURS) before the scheduled time of commencement of the annual general meeting. A blank proxy form is annexed herewith.

Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. The Register of Members & Share Transfer Books of the Company will remain closed from 18th September, 2015 to 24th September, 2015 (both days inclusive).
4. 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.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal Financial & Computer Services Pvt. Ltd for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Beetal Financial & Computer Services Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. 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.
8. Members/proxies are requested to bring attendance slips sent herewith duly filled in, for attending the meeting.
9. 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.

10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Beetal Financial & Computer Services Pvt. Ltd / Company.
12. Members holding shares in physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.
13. Members may also note that the Notice of the Twenty First Annual General Meeting and the Annual Report for financial year 2014-15 will also be available on the Company's website i.e. www.sbecsugar.com for their download.
14. 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.
15. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("**remote e-voting**") will be provided by Central Depository Services Limited (CDSL).

The Board of Directors has appointed Mrs. Simmi Jain, Practicing Chartered Accountant as Scrutinizer to scrutinize voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Instructions for the voting through electronic means

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com

- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

— Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

— In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB#

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details#

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

— Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **SBEC SUGAR LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (B) The voting period begins on Monday 21st day of September, 2015 at 9:00 AM and ends on Wednesday 23rd day of September, 2015 at 5:00 PM. 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 Thursday, 17th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Mr. Shobit Nehra, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this 21st Annual General Meeting including e-voting his mail ID is investors@sbecsugar.com and may be contacted on phone no. 011-42504878.
- (E) The Notice of the 21st Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i. e. 21st August, 2015 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company (www.sbecsugar.com)
- (F) The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 21st August, 2015 and not casting their vote electronically, may only cast their vote at the 21st Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 21st August, 2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

Shri. Vijay Kumar Modi was appointed as an Additional Director w.e.f. February 06, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 116 of Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Shri. Vijay Kumar Modi candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 and his office is liable to retire by rotation. The Board feels that presence of Shri. Vijay Kumar Modi on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.



Shri. O.P. Modi father of Shri. Vijay Kumar Modi and Shri. Vijay Kumar Modi, as appointee are interested in above resolution.

None of the Directors, and Key Managerial Personnel of the Company or their relatives except above mentioned are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

ITEM NO.5

Shri. N.P. Bansal was appointed as an Additional Director w.e.f. May 27, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 116 of Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Shri. N.P. Bansal candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 and his office is liable to retire by rotation. The Board feels that presence of Shri. Vijay Kumar Modi on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

None of the Directors, except Shri. N.P. Bansal and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

ITEM NO.6 to 8

Shri. R.K. Agarwal was appointed as an Additional Director by the Board with effect from April 29, 2015, Shri. Jagdish Chander Chawla and Shri. Shyam Babu Vyas was appointed as an Additional Director by the Board with effect from May 27, 2015 pursuant to Section 161 of the Companies Act, 2013, read with Article 116 of the Articles of Association of the Company..

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri. Jagdish Chander Chawla, Shri. Shyam Babu Vyas & Shri. R.K. Agarwal will hold office up to the date of the ensuing AGM. The Company has received notice(s) in writing under the provisions of Section 160 of the Companies Act, 2013, from member(s) proposing the candidature of Shri. Jagdish Chander Chawla, Shri. Shyam Babu Vyas & Shri. R.K. Agarwal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Shri. Jagdish Chander Chawla, Shri. Shyam Babu Vyas & Shri. R.K. Agarwal (i) consent in writing to act as director in

Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri. Jagdish Chander Chawla, Shri. Shyam Babu Vyas & Shri. R.K. Agarwal as an Independent Director of the Company for a term of five consecutive years commencing from 24th September, 2015 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. They are not liable to retire by rotation.

In the opinion of the Board of Directors, Shri. Jagdish Chander Chawla, Shri. Shyam Babu Vyas & Shri. R.K. Agarwal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and they are independent of the Management. The terms and conditions for the appointment of above Directors shall be open for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

Shri. Jagdish Chander Chawla, Shri. Shyam Babu Vyas & Shri. R.K. Agarwal are interested in the resolutions set out respectively at item no. 6, 7 and 8 of the Notice with regard to their respective appointments.

None of the other Director, key managerial personnel or their relatives, except appointee directors, to whom the resolution relates, is interested or concerned, financial or otherwise, in above mentioned resolutions.

In compliance with the provisions of Section 149 read with schedule IV of the Act, the appointment of these Directors are now being placed before the Members for their approval as an Ordinary Resolution.

Brief profile of Directors being appointed is annexed to this notice and forms an integral part of the Notice.

ITEM No. 9

The Audit Committee and the Board has approved the appointment of M/s M.K. Singhal & Co., Cost Accountants as Cost Auditors for audit of the cost accounts for the year 2015-16 at a remuneration of Rs. 60,000. In accordance with the provisions of section 148 of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the year 2015-16. The Board recommends the Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed Resolution.



Brief profile of the Directors to be appointed is given below :

| Name of the Director(s) | DIN | Date of Birth | Date of Appointment | Qualification and experience | List of outside Directorships as on Appointment Date | No. of Committee (as on Appointment Date) | |
|----------------------------|----------|---------------|---------------------|--|---|---|------------------|
| | | | | | | Member-ship(s) | Chairman-ship(s) |
| Mr. Jayesh Modi | 02849637 | 14/11/1991 | 18/06/2010 | Mr. Jayesh Modi, has completed his studies in United Kingdom. Experience in various types of Packaging Products. | A to Z holdings Pvt. Ltd. Modi-Mundi pharma Pvt. Ltd. Chandil Power Ltd. Jayesh Tradex Pvt. Ltd. Longwell Investment Pvt. Ltd. Modi Hitech India Ltd. SBEC Bioenergy Ltd SBEC Sugar Ltd. Win-Medicare Pvt. Ltd. | Nil | Nil |
| Mr. Vijay Kumar Modi | 00004606 | 01/12/1950 | 06/02/2015 | Mr. V.K. Modi, Chemical Engineer having more than 40 years of experience in the field of industries. | Modi Diagnostics Pvt. Ltd. SBEC Bioenergy Limited SBEC Systems(India) Limited Modi-Senator (India) Pvt. Ltd | 1 | Nil |
| Mr. N.P. Bansal | 00010587 | 31/13/1950 | 27/05/2015 | He is a Chartered Accountant having more than 40years of Experience in the field of Accounts and finance. | Madras Holdings Pvt. Limited Own Investment Pvt. Ltd Your Investment(India) Limited T C Healthcare Pvt. Ltd | 1 | Nil |
| Mr. Jagdish Chander Chawla | 05316202 | 23/02/1946 | 27/05/2015 | He has a vast experience in the area of Management and Administration of over 37 years. | Bihar Sponge Iron Limited SBEC Bioenergy Limited SBEC Systems(India) Limited | 3 | - |
| Mr. Rajeev Kumar Agarwal | 00298252 | 03/01/1949 | 29/04/2015 | Has experience in the area of Finance, Accounts, management, administration & technical aspects of the industry of over 30 Years | SBEC Bioenergy Limited SBEC Systems (India) Ltd. SBEC Stockholding and Investment Ltd. | 4 | 3 |
| Mr. Shyam Babu Vyas | 02025415 | 21/10/1953 | 27/05/2015 | He has a vast experience in the area of Management and Administration of over 33 years. | Bihar Sponge Iron Limited SBEC Systems(India) Limited Shyam Vyas Marc Pvt. Ltd | 2 | Nil |

SBEC SUGAR LIMITED

Form No. MGT-11

CIN : L15421UP1991PLC019160

Regd. Off. Village - Loyan Malakpur, Tehsil-Baraut, Baghpat, Uttar Pradesh-250611
T.: 01234-259206, 259273, Email Id. : investors@sbecsugar.com, Website : www.sbecsugar.com

PROXY FORM**[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Members(s) :

Registered Address :

DPID:CLID:Reg. Folio No. :No. of Shares:.....

I / We, being the member(s) ofshares of the above named Company, hereby appoint :

1. Name :of.....having an E-mail ID:....., failing him/her;

2. Name :of.....having an E-mail ID:....., failing him/her;

3. Name :of.....having an E-mail ID:....., failing him/her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on the 24th day of September, 2015 at the Registered Office of the company at Village: Loyan, Malakpur, Tehsil: Baraut, District: Baghpat, Uttar Pradesh at 2.30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below :

| S. No. | Resolution | Vote (Optional (Refer Note)) | | |
|-------------------------|--|------------------------------|---------|---------|
| | | For | Against | Abstain |
| 1 | Adoption of Audited Financial Statements, Auditors Report & Directors Report along with their annexures for the year ended 31 st March, 2015. | | | |
| 2. | Appointment of Mr. Jayesh Modi who retires by rotation and being eligible offers himself for re-appointment. | | | |
| 3. | Re-appointment of M/s. Doogar & Associates., Chartered Accountants, Auditors and fixing their remuneration. | | | |
| Special Business | | | | |
| 4. | Regularization of Additional Director, Shri. Vijay Kumar Modi. | | | |
| 5. | Regularization of Additional Director, Shri. N.P. Bansal. | | | |
| 6. | Appointment of Shri. Jagdish Chander Chawla as an Independent Director of the Company. | | | |
| 7. | Appointment of Shri. Shyam Babu Vyas as an Independent Director of the Company. | | | |
| 8. | Appointment of Shri. R.K. Agarwal as an Independent Director of the Company. | | | |
| 9. | Re-appointment of M/s. M.K. Singhal & Co., Cost Accountants, and ratified their remuneration. | | | |

Signed thisday of2015

Affix
Revenue
Stamp

Signature of shareholder

Signature of first proxy

Notes :

This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of meeting.

It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

SBEC SUGAR LIMITED

CIN : L15421UP1991PLC019160

Regd. Off. Village - Loyan Malakpur, Tehsil-Baraut, Baghpat, Uttar Pradesh-250611
T.: 01234-259206, 259273, Email Id. : investors@sbecsugar.com, Website : www.sbecsugar.com

ATTENDANCE SLIP**21st Annual General Meeting held on Thursday, the 24th September, 2015 at 2.30 P.M.**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slips on request.

Name of the Members(s) :

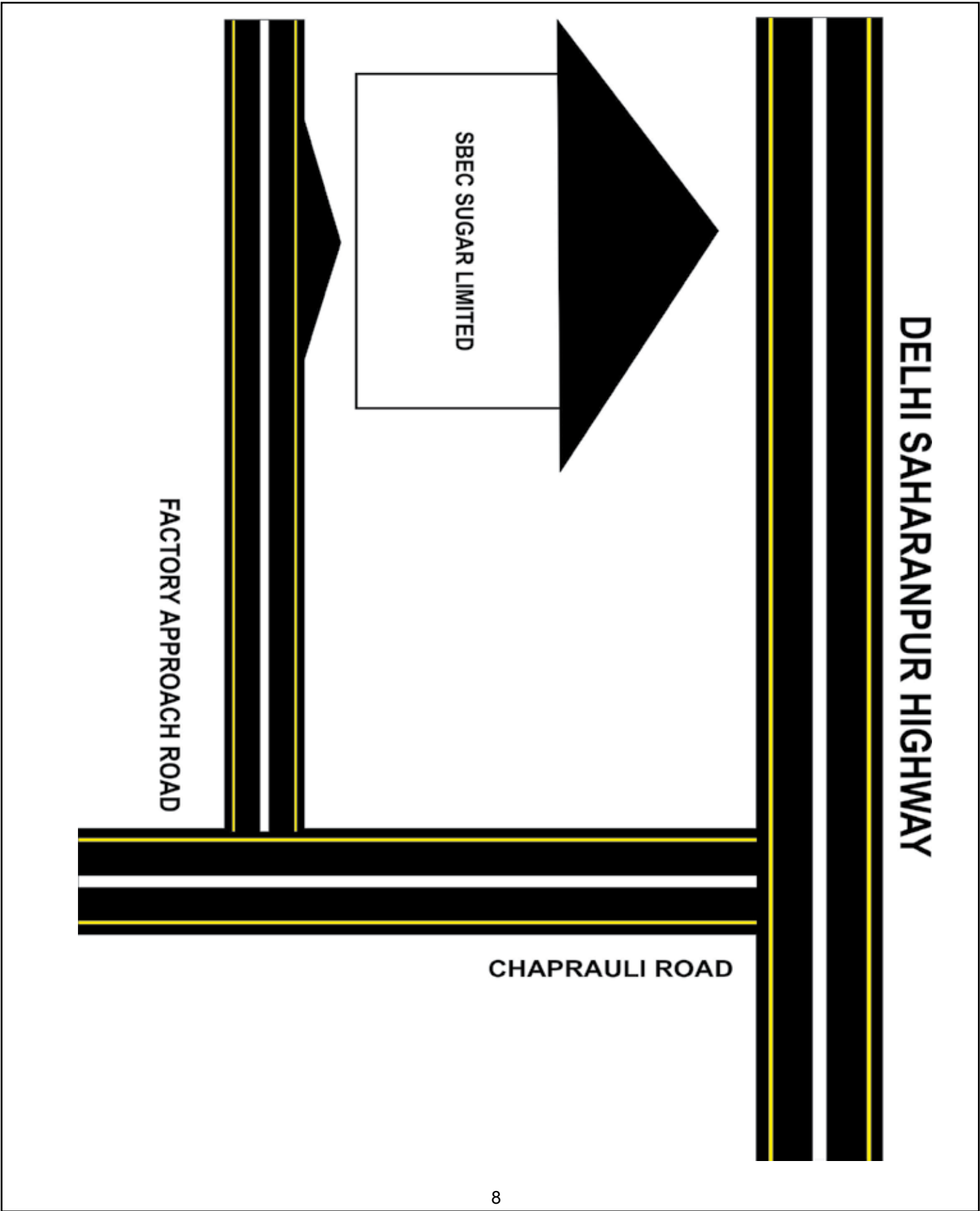
DPID:CLID:Reg. Folio No. :No. of Shares:.....

I hereby record my presence at the 24th day of September, 2015 at the Registered Office of the company at Village Loyan Malakpur, Tehsil Baraut, District Baghpat, U.P. at 2.30 P.M.

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

If, Shareholder, please sign here :

If Proxy, please sign here :





DIRECTORS' REPORT

To,
The Shareholders,
SBEC Sugar Limited

Dear Members,

Your Directors take pleasure in presenting the 21st Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2015.

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 for the financial year ended 31st March, 2015. The consolidation financial results of SBEC Sugar Ltd. with M/s Modi Casings & Packaging Private Limited (Formerly known as M/s Modi Gourmet Limited) is upto 30.06.2014 and on 27.07.2014 it ceases to be subsidiary of the Company:

| | (Rs. in Lacs) | | | |
|---|----------------------------|----------------------------|----------------------------|----------------------------|
| | SBEC SUGAR LTD. | | CONSOLIDATED | |
| Financial Parameters | Period ended 31.03.2015 | Period ended 31.03.2014 | Period ended 31.03.2015 | Period ended 31.03.2014 |
| Sales and other income | 44638.61 | 40266.65 | 45729.18 | 41169.12 |
| Profit/(Loss) Before Interest, Depreciation & Tax | (1635.97) | (1540.81) | (1155.73) | (1254.25) |
| Interest and Finance Charges | 921.36 | 2584.05 | 1287.14 | 3261.12 |
| Depreciation and Amortisation | 281.15 | 613.14 | 324.19 | 753.76 |
| Prior period expenses (net) | 22.98 | 618.09 | 33.35 | 618.15 |
| Profit/(Loss) before Extra-Ordinary Expenses & Provision for Taxation | (2861.45) | (5356.09) | (2800.41) | (5887.28) |
| Exceptional Items | - | - | - | - |
| Profit/(Loss) before Tax | (2861.45) | (5356.09) | (2800.41) | (5887.28) |
| Provision for Taxation | -- | -- | - | - |
| Deferred Tax Charge/ (Credit) | - | - | 16.59 | (158.72) |
| Taxes for earlier years | | | | |
| MAT credit written back | - | 19.69 | - | 19.69 |
| Profit/(Loss) After Tax | (2861.45) | (5375.78) | (2817.00) | (5748.25) |
| Transfer to Minority Interest | - | - | 20.39 | (167.07) |
| Transfer to Molasses Storage Fund | 1.52 | 8.44 | 1.52 | 8.44 |
| Profit/(Loss) for the period after appropriation | (2862.97) | (5384.22) | (2838.91) | (5589.62) |
| Earning Per Share (in Rs.) | (6.00) | (11.28) | (5.95) | (11.71) |

OPERATIONS

For the Financial Year 2014-15, there is a loss of Rs. (2861.45) lac as against a loss of Rs. (5356.09) lac in the previous year for 12 months period. The Company has incurred significant operational losses in due to a steep decline in sugar prices and unrealistically high cane prices set by the U P Government.

DIVIDEND & RESERVES

In view of the losses incurred, your Board is unable to recommend any dividend for the financial year ended March 31, 2015.

The Company has not transferred any amount to the reserves for the year ended March 31, 2015.

SHARE CAPITAL

The paid up equity capital as on March 31, 2015 was Rs.47.65 Lacs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

**OPERATIONS**

The crushing for the season 2014-15 started on 29.11.2014 i.e. 5 days earlier as compared to 2013-14 in the previous season and ended on 27.04.2015 as against 2013-14, 5 days earlier than the previous season. During the season, the plant crushed 111.03 lac quintals of sugarcane in 155 days as against 91.23 lac quintals in 138 days in the previous season. The crushing was higher by 19.80 lac quintals during this season due to increase period of crushing. The sugar recovery overall was higher at 9.17% as against 8.76% in the previous season. The production of sugar was higher at 2.19 lacs quintals, as compared to 0.09 lac quintals in the previous session.

The Company continued to focus on cane development activities, comprising clean cane, varietal change and modern agriculture practices that is expected to improve recovery in the coming years.

The market sentiments for sugar during the financial year remained bearish owing the continued mismatch between sugar and demand of sugar, affecting sales realization. Further during the year the UP Government has announced very high cane price which has resulted in the Loss before extraordinary expenses and provisions for taxation to Rs. 2861.45 Lacs against the Loss of Rs. 5356.09 Lacs last year.

Due to continuing losses the company could not pay the cane dues to the farmer on time due to which they agitated and disturbed the operations at plant and the management was forced to close down the plant from 20th May, 2014 to 03rd September, 2014, which affected the administration, repair & maintenance work of the plant during the year under review.

As the members are aware, the Company had reported the erosion in the net worth of the Company by more than 50% of the peak net worth as required under Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 to BIFR and the BIFR has declared the Company as sick and appointed IDBI as operating agency u/s 17(3) of the Act in its hearing held on dated 04th February, 2014.

SUBSIDIARY

As on March 31st 2015, the Company has one Wholly Owned Subsidiary i.e. SBEC Stockholding & Investments Limited and one Subsidiary i.e. SBEC Bioenergy Limited. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

During the year 2014-15 M/s. Modi Casings and Packing Private Limited (formerly known as Modi Gourmet Limited) ceased to be Subsidiary of the Company w.e.f. 27.07.2014 under review.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company and all its subsidiary companies, which is forming part of the Annual Report. A statement containing salient features of the financial statements of the subsidiary companies is also included in the Annual Report in "Annexure-A".

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.sbecsugar.com. Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, www.sbecsugar.com. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office.

On the basis of Audited Financials Accounts of the Company for the FY. 14-15 the Company has two Material Subsidiaries Company i.e. SBEC Bioenergy Limited and SBEC Stockholding & Investment Limited. The Minutes of the Board Meetings of the subsidiary companies are placed at the Board Meetings of the Company. Details of significant transactions and arrangements entered into by the subsidiary companies are noted by the Board. The Audit Committee of the Company reviews the financial Statement of the subsidiary companies including investments made.

The Company has adopted a policy for determining material subsidiaries. The said policy has been placed on the website of the Company www.sbecsugar.com and can be accessed through the following link <http://sbecsugar.com/wp-content/uploads/2011/07/Material-Subsidiary-Policy.pdf>

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions contained in Section 134 (5) of the Companies Act, 2013, your Directors to the best of their knowledge and belief and according to information and explanations obtained from the management, confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;