

SBEC

25th Annual Report - 2014

SBEC SYSTEMS (INDIA) LIMITED
(Sugar, Bio-Energy & Control Systems)

BOARD OF DIRECTORS

Mr. Vijay K. Modi	Chairman
Mr. Norland L.C. Suzor	Director
Mr. G.C. Jain	Director
Mr. S.S. Agarwal	Director
Dr. Anupam Bansal	Director

ALTERNATE DIRECTOR

Mr. Bindu Kumar Luthra (Alternate to Mr. Norland L.C. Suzor)

MANAGER & CHIEF FINANCIAL OFFICER

Mr. Amit Jain (Upto 15th April, 2013)
Mr. Anil Jain (w.e.f. 1st May 2013)

COMPANY SECRETARY

Ms Shivani Choudhary
(Resigned w.e.f. 10th June, 2014)

AUDITORS

M/s K.K. Jain & Co.
Chartered Accountants
184 A, Garud Apartments
Pocket-IV, Mayur Vihar Phase-I
Delhi-110 091

BANKERS

Standard Chartered Bank Limited
Canara Bank

REGISTERED OFFICE

1400, Modi Tower
98, Nehru Place,
New Delhi-110 019

SHARE TRANSFER AGENT

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

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SBEC SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

Regd. Office : 1400, Modi Tower, 98, Nehru Place, New Delhi-110 019

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Shareholders of SBEC SYSTEMS (INDIA) LIMITED will be held on Wednesday, 24th September, 2014 at the Executive Club, 439 Village Shahoorpur, P.O. Fatehpur Beri, New Delhi at 2.00 P.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the period ended on that date along with the Directors' Report and the Auditor's Report thereon.
2. To consider and appoint a Director in place of Mr. S. S. Agarwal, (DIN-0004840) who retires by rotation and being eligible offer himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section-139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules and other applicable provisions, if any, the retiring auditors M/s K.K. Jain & Co., Chartered Accountants (Firm Registration No.02465N), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

4. **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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. G. C. Jain (DIN 00002696), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years commencing from 24th September, 2014."

5. **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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Anupam Bansal (DIN-00004318) Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years commencing from 24th September, 2014."

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

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other amendments to these statutory provisions, Ms. Ritu Sikka (DIN- 06953465) in respect of whom notice under section 160 of the Companies Act, 2013 has been received from a member signifying her intention to propose her as a Director of the Company, be and is hereby appointed as a woman director (non executive) w.e.f. 24th September, 2014, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other amendments to these statutory provisions, Mr. Jagan Nath Khurana (DIN-00003817) in respect of whom notice under section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose him as a Director of the Company, be and is hereby appointed as a non-executive director of the Company w.e.f. 24th September, 2014 liable to retire by rotation.”

**By order of the Board
For SBEC Systems (India) Ltd.**

Place: New Delhi
Date: 22.08.2013

S.S. Agarwal
Director

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 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 ATLEAST 48 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.

2. The Register of the Members and Share Transfer Books of the Company will remain closed from 17th September, 2013 to 24th September, 2014 (both days inclusive).
3. Members are requested to notify, changes, if any, in their address 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 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. Members 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.
8. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
9. **In support of the green initiative of the Government, electronic copy of the Annual Report for Financial Year 2013-14 and notice of the twenty fifth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2013-14 and the Notice of the twenty fifth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.**
10. **We, however, request and encourage you to register your email-id for e-communication in the records of the Registrar and Share Transfer Agent and the Company mentioning your folio number. You may also, in order to register your email id send an email from the respective email id to sbecsystems@rediffmail.com with a subject "Registration of email id."**
11. Members may also note that the Notice of the twenty fifth Annual General Meeting and the Annual Report for financial year 2013-14 will also be available on the Company's website i.e. www.sbecsugar.com/sbecsystems for their download.
12. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication/information, the members may also send requests to the Company's investor email id: sbecsystems@rediffmail.com.
13. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
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 up to the date of Annual General Meeting.
15. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

 - A) In case of members receiving e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "Shareholders" tab to cast your votes.
 - (iii) Now, select the Electronic Voting Sequence Number - "EVSNS" along with "SBEC Systems (India) Limited" from the drop down menu and click on "SUBMIT"
 - (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
 - (v) Now, fill up the following details in the appropriate boxes:

User ID:

Folio Number registered with the Company

PAN*:

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting.

DOB# :

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

Dividend Bank Details:

Enter the Dividend Bank Details as recorded in the company records for the said folio.

*Members who have not updated their PAN with the Company are requested to use first two letters of their name and the last eight digits of the folio number in the PAN field. In case the folio 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 Neeraj Sharma with folio 20000 then enter NE00020000 in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the company, please enter the number of shares held by you as on 22nd August, 2014 in the Dividend Bank details field.

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

(vii) Members will then reach directly the EVSN selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) The details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the relevant EVSN on which you choose to vote.

(x) 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.

(xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xv) above, to cast vote.

C) The voting period begins on 18th September, 2014 (9.00 am) and ends on 20th September, 2014 (6.00 pm). During

this period shareholders' of the Company, as on the cut-off date 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. a. Mrs. Nupur Gupta, Practicing Chartered Accountant has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- b. 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.
- c. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.

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

Item Nos. 4 & 5

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

The Directors in item no 4 & 5 proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr.G.C.Jain and Mr. Anupam Bansal being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions and whose period of office was not liable to determination by retirement by rotation..

Mr. G. C. Jain, Mr. Anupam Bansal , have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director. Notices have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs.1, 00,000 each.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice. Except these Directors, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 4&5.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

Item No. 6

The Board of Directors has recommended appointment of Ms. Ritu Sikka as a woman director (non-executive) with effect from the date of this AGM keeping with the requirement of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement which requires every listed company to have at least one woman director on the Board.

Ms. Ritu Sikka is not disqualified from being appointed as director in terms of Section 164 of the Act and has furnished consent to act as director. The Company has received notice in writing from a member along with requisite deposit as per section-160 of the Act proposing her appointment as director liable to retire by rotation. Brief resume of Ms. Ritu Sikka indicating her educational qualification, functional area and names of companies in which she is director, member, chairman of committees or has substantial shareholding in company etc and interse relationship as stipulated by SEBI under clause 49 of the Listing Agreement, are disclosed in Annexure A of this Notice. None of other directors or their relatives or Key Managerial Personnel of the company are financially or otherwise concerned or interested in the above resolution. The Board recommends the above resolution for approval by shareholders at the AGM.

Item No. 7

The Board of Directors has recommended appointment of Mr. Jagan Nath Khurana as a non-executive director of the Company with effect from the date of this AGM keeping with the requirement of Section 152(6) of the Act which requires not less than two-thirds of the total number of directors of a public company be persons whose period of office is liable to

determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the company in general meeting.

Mr. Jagan Nath Khurana is not disqualified from being appointed as director in terms of Section 164 of the Act and has furnished consent to act as director. The Company has received notice in writing from a member along with requisite deposit as per section-160 of the Act proposing his appointment as director liable to retire by rotation. Brief resume of Mr. Jagan Nath Khurana indicating his educational qualification, functional area and names of companies in which he is director, member, chairman of committees or has substantial shareholding in company etc and interse relationship as stipulated by SEBI under clause 49 of the Listing Agreement, are disclosed in Annexure A of this Notice. None of other directors or their relatives or Key Managerial Personnel of the company are financially or otherwise concerned or interested in the above resolution. The Board recommends the above resolution for approval by shareholders at the AGM.

BRIEF RESUME, EXPERIENCE AND OTHER DIRECTORSHIP

Information of Directors retiring by rotation seeking reappointment at this Annual General Meeting are given hereunder:-

MR. S.S. AGARWAL

Mr. S.S. Agarwal, Director, retires by rotation and being eligible offers himself for re-appointment. Mr. S.S. Agarwal is Non Executive Director of the Company. He is Graduate in Science and Law. He has more than 48 years of vast experience in finance and administration. He is on the Board of SBEC Bioenergy Ltd., SBEC Stockholding & Investment Ltd. and Modi Casings And Packaging Pvt. Ltd. formerly known as (Modi Gourmet Ltd). He does not hold any Shares in the Company.

ANNEXURE A**MR. GULAB CHAND JAIN**

Mr. Gulab Chand Jain is an Independent Director of the Company. He is a fellow member of the Institute of Chartered Accountants of India and has more than 44 years of experience in the fields of Finance, Accounts, Taxation and Company Law matters. He is on the Board of SBEC Sugar Ltd, SBEC Bioenergy Ltd, SBEC Stockholding & Investment Ltd., Bihar Sponge Iron Ltd. and Own Investment (India) Ltd. He does not hold any share in the Company.

MR. ANUPAM BANSAL

Dr. Anupam Bansal is an Independent & Non Executive Director of the Company. Dr. Anupam Bansal is a Doctor of Medicines, Practicing Consultant, Physician & cardiologist for the last 31 years. He is on the Board of SBEC Systems (India) Limited and Win-Medicare Private Limited. He does not hold any share in the Company.

MRS. RITU SIKKA

Mrs. Ritu Sikka holds the degree the Post Graduate Diploma in Business & Management. She is having experience of more than 20 years in the field of HR & personnel. She does not hold any shares in the company.

MR. JAGAN NATH KHURANA

Mr. Jagan Nath Khurana is the fellow member of the Institute of Chartered Accountants of India and has more than 40 years of experience in the field of Finance, Accounts, Taxation and Company Law matters. He is on the Board of SBEC Bioenergy Ltd, SBEC Stockholding & Investment Ltd., Bihar Sponge Iron Ltd. He does not hold any shares in the Company.

By order of the Board

For SBEC Systems (India) Ltd.

Place: New Delhi

S.S. Agarwal

Date: 22.08.2014

Director

SBEC SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

Registered Office : 1400, Modi tower, 98, Nehru Place, New Delhi-110 019

25th Annual General Meeting held on Wednesday, the 24th September, 2014 at 2.00 P.M.

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 Member(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:.....Signature....., failing him/her;

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company to be held at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110 030 on Wednesday, the 24th September, 2014 at 2.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below :

S. No.	Resolution	Vote (Optional (Refer Note))		
		For	Against	Abstain
1.	Adoption of Financial Statements for the year ended 31 st March, 2014			
2.	Re-appointment of Mr. S.S. Agarwal, as director who retires by rotation..			
3.	Appointment of K.K. Jain & Co. Chartered Accountants from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting.			
Special Business:				
4.	Re-appoint Mr. G. C. Jain as an independent director for five years w.e.f. 24th September, 2014			
5.	Re-appoint Mr. Anupam Bansal as an independent director for five years w.e.f. 24th September, 2014			
6.	Appoint Ms. Ritu Sikka as woman director (non-executive) of the company w.e.f. 24th September, 2014			
7.	Appoint Mr. Jagan Nath Khurana as non-executive director of the company w.e.f. 24th September, 2014.			

Signed thisday of2014

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 SYSTEMS (INDIA) LIMITED

CIN: L74210DL1987PLC029979

Registered Office : 1400, Modi tower, 98, Nehru Place, New Delhi-110 019

ATTENDANCE SLIP

25th Annual General Meeting held on Wednesday, the 24th September, 2014 at 2.00 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 Member(s) :

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

I hereby record my presence at the 25th Annual General Meeting of the Company to be held at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110 030 on Wednesday, the 24th September, 2014 at 2.00 p.m.

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

If, Shareholder, please sign here :

If Proxy, please sign here :