



Ref:D/2025-26/21

Date: 04.09.2025

To,
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol: SBC

To,
Listing Department
BSE Limited
P.J. Towers, Dalal Street
Mumbai-400001
Scrip Code: 542725

Subject: - Submission of Notice of 14th Annual General Meeting of the Company.

Dear Sir/Madam,

The 14th Annual General Meeting of your company will be held on **Tuesday, September 30, 2025**, at 10.00 A.M., at the Registered Office of the Company situated at **9, Lohiya Talab, Chhoti Basahi P.O.: Vindhyachal, Mirzapur – 231307, Uttar Pradesh.**

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 14th AGM for the Financial Year 2024-25.

Detailed Annual Report along with Notice of the AGM is also uploaded on the Company's website <https://www.sbcexportslimited.com/annual-reports>.

This is for the information of the Exchange and the members.

Thanking You.

For SBC Exports Limited

Hariom Sharma
Company Secretary & Compliance Officer
M. No. A41738

CIN: L18100UP2011PLC043209

Corp. Office : 49/95, Site-IV, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh - 201010

Head Office : 9, Lohiya Talab, Chhoti Basahi, P.O. Vindhyachal Mirzapur, Uttar Pradesh - 231307

Tel. : 0120-2895246, Customer Care : +8303-300-100, E-mail : info@sbceportslimited.com, Web. : www.sbcexportslimited.com

NOTICE

Notice is hereby given that the **14th Annual General Meeting** of the members of **M/s SBC Exports Limited** will be held on **Tuesday, the 30th Day of September, 2025 at 10:00 A.M.** at the Registered Office of the company at **9, Lohiya Talab, Chhoti Basahi P.O.:Vindhyachal, Mirzapur, Uttar Pradesh 231307** to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.1 ADOPTION OF AUDITED FINANCIAL STATEMENTS

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the board of directors and the auditors thereon; (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the reports of the auditors thereon.

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

“RESOLVED THAT the audited financial statements of the company for the financial year ended 31st March, 2025 together with the reports of the board and auditors thereon laid before this meeting, be and are hereby considered and adopted.

FURTHER RESOLVED THAT the audited consolidated financial statements of the company for the financial year ended 31st March, 2025 and the reports of the auditors thereon laid before this meeting, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

ITEM NO. 2 TO CONSIDER AND APPROVE THE RE- APPOINTMENT OF Mr. GOVIND JI GUPTA AS MANAGING DIRECTOR.

The term of appointment of Mr. Govind Ji Gupta as Managing Director of the Company is due to expire on 25th December 2025. It was proposed to re-appoint Mr. Govind Ji Gupta as Managing Director for a further term of five (5) years with effect from 25th December 2025.

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 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the approval Board of Directors , consent of Member hereby accorded to approves the re-appointment of Mr. Govind Ji Gupta (DIN: 01632764) as Managing Director of the Company for a further term of 5 years commencing from 25th December 2025 to

25th December 2030, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.”

RESOLVED FURTHER THAT Any director or Company Secretary of the Company be and is hereby authorized to sign and submit all necessary forms and documents with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary or incidental to give effect to this resolution.”

ITEM NO.3 TO CONSIDER AND APPROVE THE APPOINTMENT OF Mrs. DEEPIKA GUPTA AS A WHOLE TIME DIRECTOR.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of the Director, consent of the Member be and is hereby accorded to appoint Mrs. Deepika Gupta (DIN: 01632764) as a Whole-Time Director to **designate Mrs. Deepika Gupta (DIN: 01632764), who is presently an Executive Director of the Company, as a Whole-Time Director** of the Company for a period of 5 years commencing from **28.08.2025**, on such terms and conditions including remuneration as may be mutually agreed between the Board and Mrs. Deepika Gupta and in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies, intimate concerned authorities and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution”.

ITEM NO. 4 TO CONSIDER AND APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION TO CORRECT TYPOGRAPHICAL ERROR IN CLAUSE B, PARAGRAPH 23.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, applicable rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the shareholders of the Company, the Memorandum of Association (MOA) of the Company be and is hereby altered by correcting a typographical error in Clause B, Paragraph 23 of the Objects Clause, by replacing the words:

‘Subject to the provisions of Section 180, 182 and 183 of the Companies Act, 2013 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition’

With

'Subject to the provisions of Section 181, 182 and 183 of the Companies Act, 2013 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition',

As the reference to Section 180 was a typographical error and this correction does not alter the intent or objective of the said clause.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps to give effect to the above resolution, including but not limited to filing of necessary forms and returns with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be deemed necessary, expedient, or incidental in this regard."

ITEM NO. 5 TO CONSIDER AND APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 14 Companies Act, 2013 read with Companies (incorporation) Rules, 2014, and applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the shareholders of the Company, the Articles of Association of the Company be and are hereby proposed to be altered by inserting the following **new sub clauses under Article 50** as under:

(d) **'Notwithstanding anything contained in these Articles, the Managing Director or Manager or Chief Executive Officer of the Company may also be appointed to serve as the Chairperson of the Company, subject to such terms and conditions as the Board may deem fit and in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.'**

(e) **Mr. Govind ji Gupta and Mrs. Deepika Gupta shall be directors not liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or not liable to retirement by rotation.**

(f) **Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided that the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.**

RESOLVED FURTHER THAT the draft of the altered Articles of Association, incorporating the above amendment, be and is hereby approved and recommended for adoption by the shareholders of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to the above resolution including but not limited to issuing notice of general meeting, filing of necessary forms with the Registrar of Companies, and making requisite entries in statutory records of the Company."

ITEM NO.6 TO APPOINT M/S KUMAR MANDAL & ASSOCIATES (ICSI FIRM REGISTRATION NO. S2016DE419800), COMPANY SECRETARY AS SECRETARIAL AUDITORS OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS

To appoint **M/S Kumar Mandal & Associates** (ICSI Firm Registration No. S2016DE419800), Company Secretary a peer review audit firm as Secretarial Auditors of the Company for a First Term of five years and in this regard pass the following resolution as an Ordinary Resolution:

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 204 and other applicable provision, if any, of the companies act 2013, Rule 9 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 and other applicable law/statutory provisions, if any, as amended time to time M/s Kumar Mandal & Associates (Firm Registration No. S2016DE419800) be and hereby appointed as Secretarial Auditor of the company for term of five consecutive year commencing from financial year 2025-26 till the financial year 2029-30, at such fees as may be mutually agreed between the Board of Director of the company and Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Director of the Company is authorized to do all such act and take such step, as may be considered necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all the action taken by the Board in connection with any matter referred to or contemplated in this resolution, be and hereby approved , ratified and confirmed in all respects.”

ITEM NO.7 TO APPROVE REMUNERATION PAYABLE TO COST AUDITORS FOR THE FY 2025-26.

To approve remuneration payable to Cost Auditors for the FY 2025-26 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. Durga Parsad and Associates, Cost Accountants (Firm Registration Number: 005998)** appointed as the Cost Auditors of the Company by the Board for audit of the cost accounting records of the Company for the financial year ending March 31, 2026, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) be and are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

For and on behalf of
SBC Exports Limited

Sd/-

Date: 04.09.2025
Place: Sahibabad

Hariom Sharma
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 2, 3, 4, 5, 6 and 7 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on Thursday, 28th Day of August, 2025 considered that the special business under Item No. 2, 3, 4, 5, 6 and 7 being considered unavoidable are transacted at the 14th AGM of the Company.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL; INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members’ up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
4. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 2 days written notice is given to the Company.
6. Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.
7. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books will remain closed **from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive).**

The Instructions for Members for Remote E-Voting Are As Under:-

The remote e-voting period begins on 27th September, 2025 at (9:00 A.M IST) and ends on 29th September, 2025 (5:00 P.M IST). The remote e-voting module shall be disabled by Big Share for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2025.

How do I vote electronically using Bigshare i-Vote E-Voting System?

The way to vote electronically on Bigshare i-Vote E-Voting System consists of “Two Steps” which are mentioned below:

BIGSHARE I-VOTE E-VOTING SYSTEM

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 27th September, 2025 at (9:00 A.M IST) and ends on 29th September, 2025 (5:00 P.M IST). 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 23th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Big share for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other the individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL Demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL Demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”, “NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

EXPLANATORY STATEMENT (PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013) SETTING OUT MATERIAL FACTS:

Item no. 2 To consider and approve the re- appointment of Mr. Govind Ji Gupta as managing director

The term of appointment of Mr. Govind Ji Gupta as Managing Director of the Company is due to expire on 25th December, 2025. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 21st May, 2025 considered and approved the re-appointment of Mr. Govind Ji Gupta as Managing Director for a further period of five (5) years with effect from 25th December, 2025 to 25th December, 2030, subject to the approval of shareholders.

Mr. Govind Ji Gupta has been associated with the Company for several years and has contributed significantly towards the growth and performance of the Company. Considering his experience, leadership qualities, and long association with the Company, the Board is of the opinion that his continued services will be in the best interest of the Company.

The re-appointment and remuneration of Mr. Govind Ji Gupta are in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

The Board recommends the resolution set out at Item No. 2 of the accompanying Notice for approval by the members as **Ordinary Resolution**.

Details of Directors seeking appointment/Re-appointment at the AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Govind Ji Gupta
Date of Birth and Age	20-07-1981
Qualifications	Master's Degree in Business Administration
Experience, Nature of Expertise and Capabilities	15 years of business experience
Brief Resume	Mr. Govind Ji Gupta is a seasoned professional with over 15 years of business experience and holds a Master's Degree in Business Administration. He oversees the overall management and day-to-day operations of the Company, ensuring efficient job allocation, smooth coordination with the commercial team, and adherence to employee health and safety standards. His background includes key roles in reputed organizations such as Religare and SMC Global, reflecting his versatile industry expertise. Mr. Gupta is also actively involved in product development, bringing in creative ideas and marketing strategies to drive innovation and growth within the organization
Disclosure of inter-se relationship	Husband of Mrs. Deepika Gupta(Director)
Terms and conditions of Re-Appointment	Appointed for a period of 5 years
Date of First Appointment	22/06/2020
No. of Board Meeting attended during the year	6
Name of other Companies in which he holds Directorship including Listing Entitles	SBC Finmart Limited Mauji Trip Limited Ritu Garments Private Limited

Chairman/ Member of the Committee, Member of the Board of Directors of the Company	Audit committee- Member Stakeholder committee- Member
Membership/ Chairmanship of committees of other entities (includes only Audit Committee and Stakeholders Relationship committee)	None
Name of Listed entities from which the Director has resigned in the past three years	None
Shareholding in the Company	25.10%

Item No.3 To consider and approve the appointment of Mrs. Deepika Gupta as a whole time director.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 28th August, 2025, considered and approved the appointment of Mrs. Deepika Gupta (DIN: 03319765) as Whole-Time Director of the Company for a period of five (5) years commencing from 28th August, 2025, subject to the approval of the members of the Company.

Mrs. Deepika Gupta is currently associated with the Company as an Executive Director and has been actively involved in the strategic and operational management of the Company. Considering her experience, leadership skills, and significant contribution to the Company's business, the Board is of the opinion that her continued association as a Whole-Time Director will be beneficial and in the best interest of the Company.

The appointment and remuneration of Mrs. Deepika Gupta are in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the members as an **Ordinary Resolution**.

Details of Directors seeking appointment/Re-appointment at the AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mrs. Deepika Gupta
Date of Birth and Age	29-09-1985
Qualifications	Master's Degree in Business Administration
Experience, Nature of Expertise and Capabilities	Specialization in Entrepreneurship & Family Business
Brief Resume	Mrs. Deepika Gupta holds a Master's Degree in Business Administration with a specialization in Entrepreneurship & Family Business. Mrs. Gupta ensures compliance with operational processes, conducts quality checks, and implements corrective measures as needed.
Disclosure of inter-se relationship	Wife of Mr. Govind Ji Gupta (Managing Director)
Terms and conditions of Re-Appointment	Appointed for a term of 5 Years
Date of First Appointment	18/01/2011
No. of Board Meeting attended during the year	6
Name of other Companies in which he holds Directorship including Listing Entities	Ritu Garments Private Limited Mauji Trip Limited
Chairman/ Member of the Committee, Member of the Board of Directors of the Company	None

Membership/ Chairmanship of committees of other entities (includes only Audit Committee and Stakeholders Relationship committee)	None
Name of Listed entities from which the Director has resigned in the past three years	None
Shareholding in the Company	28.53%

Item no. 4 To consider and approve the alteration of Memorandum Of Association to correct typographical error in clause b, paragraph 23.

Clause B, Paragraph 23 of the Objects Clause of the Memorandum of Association of the Company presently makes reference to Sections 180, 182, and 183 of the Companies Act, 2013 in relation to the Company's power to subscribe or guarantee money for national, charitable, benevolent, public, general, or useful objects.

Upon review, it has been observed that the reference to Section 180 is a typographical error. The correct provision intended is Section 181, which specifically empowers a company to make contributions to bona fide charitable and other funds.

Accordingly, it is proposed to correct the typographical error by replacing the words:

"Subject to the provisions of Section 180, 182 and 183 of the Companies Act, 2013 ..."

with

"Subject to the provisions of Section 181, 182 and 183 of the Companies Act, 2013 ..."

This correction is only a typographical rectification and does not alter, vary, or expand the scope, intent, or objective of the said clause.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Memorandum of Association requires the approval of the members by way of a Special Resolution.

A copy of the existing Memorandum of Association of the Company, together with the proposed alteration, is available for inspection at the registered office of the Company during business hours on all working days up to the date of the General Meeting and will also be available at the meeting.

The Board of Directors recommends the resolution set out in Item No. 4 of the accompanying Notice for approval of the members by way of Special Resolution.

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

Item no. 5 To consider and approve the Alteration of Articles of Association

The Articles of Association ("AOA") of the Company contain the regulations for the internal management of the Company. In order to provide greater flexibility and align the Articles with the provisions of the Companies Act, 2013, the Board of Directors of the Company, at its meeting held on 28th August, 2025 approved the proposal for altering certain provisions of the Articles of Association, subject to the approval of the shareholders.

The proposed amendments are summarized as under:

Power to Managing Director/CEO/Manager to act as Chairperson:

It is proposed to insert a new provision under Article 50 of the Articles of Association to enable the Managing Director or Manager or Chief Executive Officer of the Company to also be appointed as the Chairperson of the Company. This amendment is in line with the provisions of the Companies Act, 2013, which permits the same person to hold both positions, subject to necessary compliances and approvals. This change would provide operational efficiency and effective management of the Company.

Certain Directors not liable to retire by rotation:

It is further proposed to insert a new provision under Article 50 of the Articles of Association to provide that Mr. Govind Ji Gupta and Mrs. Deepika Gupta shall be directors not liable to retire by rotation. The amendment also empowers the Board of Directors to determine, from time to time, which directors shall be liable or not liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

Pursuant to Section 14 of the Companies Act, 2013, any alteration to the Articles of Association requires the approval of the members of the Company by way of a Special Resolution.

Power to appoint qualified person to act as Additional Director

It is proposed to clarify under the Articles of Association that, subject to the provisions of the Companies Act, 2013, the Board of Directors shall have the power to appoint any person as an Additional Director at any time and from time to time.

This appointment may be made by the Board in order to meet the Company's business needs, fill any vacancy, or bring in individuals with specific expertise or experience. Such an Additional Director shall hold office only up to the date of the next Annual General Meeting or the last date on which the AGM should have been held, whichever is earlier, unless appointed as a Director by the shareholders at such meeting.

It is further clarified that the total number of Directors, including Additional Directors, shall not exceed the maximum number of Directors fixed by the Articles of Association at any point in time.

This provision ensures flexibility for the Board to strengthen its composition when necessary, while remaining compliant with statutory limits.

A copy of the draft of the amended Articles of Association of the Company, reflecting the proposed alterations, is available for inspection at the registered office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available at the meeting for inspection by the members.

The Board of Directors recommends the resolution set out at Item No. 5 of the accompanying Notice for approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Govind Ji Gupta and Mrs. Deepika Gupta, to the extent of their directorship, are in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 6 To appoint M/S kumar mandal & associates (ICSI firm registration no. S2016DE419800), company secretary as secretarial auditors of the company for a first term of five years

The Board of Directors of the Company, at its meeting held on 28, August, 2025, considered and approved the proposal for appointment of **M/s Kumar Mandal & Associates (ICSI Firm Registration No. S2016DE419800), a peer-reviewed Company Secretaries firm, as the Secretarial Auditor** of the Company for a first term of five consecutive financial years, commencing from Financial Year 2025-26 till Financial Year 2029-30, in compliance with the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Section 204 of the Companies Act, 2013 mandates every listed company and such other prescribed class of companies to annex with its Board's Report a Secretarial Audit Report given by a Company Secretary in Practice. In view of the above statutory requirements and to ensure continued compliance, the Board along with recommendation of Audit committee recommends the appointment of M/s Kumar Mandal & Associates as the Secretarial Auditor of the Company for a term of five years. The proposed firm is a peer-reviewed Company Secretaries firm and has expressed its consent to act as the Secretarial Auditor of the Company, if appointed. The fees for the Secretarial Audit shall be Rs.50,000/- as decided by the Board of Directors in consultation with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 7 To approve remuneration payable to cost auditors for the FY 2025-26.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 as per the following details.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be determined by the shareholders of the Company.

Name of the Cost Auditor	Industry	Audit fees
Mr. Durga Parsad	Textile	60,000/-

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026. None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice. The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board
For SBC Exports Limited
Hariom Sharma
Company Secretary

Date: 04.09.2025
Place: Sahibabad

ROUTE MAP FOR AGM VENUE

