

SBC EXPORTS LIMITED

CIN: L18100UP2011PLC043209

Registered Office: House No.-20, Lohiya Talab, Choti Basahi, P.O. Vindhychal Mirzapur, Uttar Pradesh-231307, Telephone: 0120-2895246,

Website: www.sbcexportslimited.com, Email: info@sbceportslimited.com

NOTICE OF POSTAL BALLOT/E-VOTING

Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration Rules), 2014

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of the Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**), to transact the special business as set out hereunder by passing Ordinary or Special Resolution, by way of postal ballot through remote e-voting process only ("E-Voting") by the members of **SBC EXPORTS LIMITED ("The Company")**

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each items and the reason thereof is appended herewith for your consideration.

The Company has engaged the services of Bigshare Services Private Limited ("Bigshare") to provide the e-voting facility. Accordingly, members shall may cast their vote electronically through the Bigshare i-Vote E-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://ivote.bigshareonline.com> from Saturday, 30 March, 2024, 9.00 a.m. (IST) onwards to Sunday, 28th April, 2024, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Thursday, 28th March, 2024 has appointed Mr. Asim Kumar Mandal, (Membership no. F12516 & COP No. 17039) Proprietor of M/s. Kumar Mandal & Associates, Practicing Company Secretaries, Delhi, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairperson of the Company on Tuesday, 30th April, 2024 at the Company's registered office. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed.

In addition to the results being communicated to BSE Limited (BSE) and National Stock Exchange of India Limited, the results along with Scrutinizer's report will also be placed on Company's website viz. www.sbcexportslimited.com and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for voting i.e. 28th April, 2024.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot (including E-voting process):

SPECIAL BUSINESS

ITEM NO. 1 – APPOINTMENT OF MRS. POOJA SOLANKI AS A DIRECTOR (NON-EXECUTIVE AND INDEPENDENT DIRECTOR) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), Mrs. Pooja Solanki (DIN 09039846), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 09th February, 2024 and who meets the criteria for Independence as provided in Section 149(6) of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of Five (05) years, with effect from 09th February, 2024 to 08th February, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

ITEM NO. 2 – APPOINTMENT OF MR. JASBIR SINGH MARJARA AS A DIRECTOR (NON-EXECUTIVE AND INDEPENDENT DIRECTOR) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), Mr. Jasbir Singh Marjara (DIN 10119454), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 09th February, 2024 and who meets the criteria for Independence as provided in Section 149(6) of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of Five (05) years, with effect from 09th February, 2024 to 08th February, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

ITEM NO. 3 – APPOINTMENT OF MRS. RADHA KUMARI AS A DIRECTOR (NON-EXECUTIVE AND INDEPENDENT DIRECTOR) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations,

2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), Mrs. Radha Kumari (DIN 10496683), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 09th February, 2024 and who meets the criteria for Independence as provided in Section 149(6) of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of Five (05) years, with effect from 09th February, 2024 to 08th February, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

ITEM NO. 4—AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Section 4 and 13 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), including rules framed thereunder and such other approval as may be required, the consent of the members of the company be and is hereby accorded to amend the object clause of Memorandum of Association of the Company by deleting following sub-clauses (2,3,5 and 6) from Clause III(B) from existing MOA:

Sub-clause 2. :- To carry on the business of manufacturers, agent/distributor/sole agent/sale distributor contractors, sub-contractors, processors, importers, exporters, buyers, sellers, marketers and dealers in India or elsewhere of all kinds of scrap metals.

Sub-clause 3. :- To act as an agent/dealer/distributor/sole agent/sale distributor on behalf of other manufacturers in India or elsewhere for selling, servicing of various engineering sheet metal parts, components, dies, moulds items such as machine tools (including CNC machines), tooling, accessories, and other allied products, parts and components made from plastic and metal.

Sub-clause 5. :- To carry on the business as share & stock brokers, sub-brokers, dealers, agents, for subscribing to and for the sale and purchase of securities, stock, shares, debentures, debenture stock, bonds, units cash certificates, saving certificates, commercial papers, Government securities or obligations and securities issued or guaranteed by body corporate whether established in India or elsewhere, authority whether Central, State or Local, undertaking whether public or private, to act as portfolio managers, fund managers, asset managers, securities consultants, custodian for securities and assets and share transfer agents.

Sub-clause 6. :- To encourage and provide the business as package tour operators, daily passenger service operators, tour operators, travel agents, ship booking agents, railway ticket booking agents, airlines ticket booking agents, hotel service booking agents, carrier service agents and to work as tourist agents and contractors and to facilitate traveling and to provide for tourists and travelers, the provision of convenience of all kinds in the way of through tickets, sleeper cars, or berths, reserved places, hotel, motel and lodging, accommodation guidance and other allied services.



RESOLVED FURTHER THAT any of the Director(s), and/or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for amendment of Memorandum of Association of the Company, including filing of the necessary forms with the Registrar of Companies.”

**By Order of the Board of Directors
For SBC Exports Limited
Sd/-
Hari Om Sharma
Company Secretary & Compliance Officer
M.No.: 41738**

**Place: Ghaziabad
Date: 28th March, 2024**

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on Thursday, 28th March, 2024 has appointed Mr. Asim Kumar Mandal, Practicing Company Secretary firm (Membership No. F12516 & COP No. 17039) to act as “The Scrutinizer” for conducting the Postal Ballot in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear as on 22nd March, 2024, in the Register of members maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Voting Rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the cutoff date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/ Depositories and to other shareholders by Registered Post/ Courier. Any person who is not a Member as on the said cut-off date should treat this Notice for information purposes only.
4. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
5. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Bigshare for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
7. The voting period begins on Saturday, 30th March, 2024, 9.00 a.m. (IST) onwards to Sunday, 28th April, 2024, 5.00 p.m. (IST). The e-voting module shall be disabled by Bigshare for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. The results of the Postal Ballot will be declared on Tuesday, 30th April, 2024. The results of the Postal Ballot will be hosted on the website of the Company viz. www.sbcexportslimited.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairperson and it will display at Company’s Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 28th April, 2024.
10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd March, 2024.
11. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot will be final.
12. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e. 28th April, 2024.

The instructions for voting are as under:

PROCEDURE / INSTRUCTIONS FOR REMOTE E-VOTING:

Bigshare i-Vote E-Voting System

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Saturday, 30th March, 2024, 9.00 a.m. (IST) and ends on Sunday, 28th April, 2024, 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 22nd March, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

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

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 are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of 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/myeasinew/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. 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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>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>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>

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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than 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: 1800 22 54 22.

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

Item No. 1

Based on the recommendation of the Board, Mrs. Pooja Solanki was appointed as an Additional Director (Non-Executive and Independent Director) on the Board of the Company with effect from February 09th , 2024 to hold office up to the date of Postal ballot Meeting.

Mrs. Pooja Solanki is a Fellow Member of Institute of Companies Secretaries of India (ICSI) and apart from being a Company Secretary she has also done Bachelor of Business Administration (GJU) And Graduate Diploma In International Business from Jagannath Institute of Management and M.COM (Business Policy & Corporate Governance) from Indira Gandhi National Open University (IGNOU). She has an experience in the field of Finance, Secretarial law, SEBI Law & Corporate Governance. She is also an Independent Director on the Board of Suraj Industries Ltd and Director Of Carya Chemicals & Fertilizers Private Limited.

Mrs. Pooja Solanki has given a declaration to the Board that she meets the criteria of Director as provided under section 152 of the Act. The Company also has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment/re-appointment of Mrs. Pooja Solanki as a Director of the Company.

In the opinion of the Board, Mrs. Pooja Solanki fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mrs. Pooja Solanki possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mrs. Pooja Solanki as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mrs. Pooja Solanki as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The resolution as set out in item no. 1 of this notice is accordingly commended for your approval.

Item No. 2

Based on the recommendation of the Board, Mr. Jasbir Singh Marjara was appointed as an Additional Director (Non-Executive and Independent Director) on the Board of the Company with effect from February 09th , 2024 to hold office up to the date of Postal ballot Meeting.

Mr. Jasbir Singh Marjara is an Associate member of ICSI having deep insight in the areas of Corporate Laws, Corporate Governance and has experience & knowledge of legal and regulatory frameworks in multiple jurisdictions. Apart from being Member of Institute of Company Secretaries of India, he holds following Academic Qualification.

- Chartered Governance Professional Chartered Secretary (CGI/ICSA) – London from The Chartered Governance Institute (CGI)/ICSA.
- LLB from Vijay Singh Pathik College, Meerut University.
- B. Com from University of Delhi.

As of today i.e 28.03.2024, he does not hold any position as director in any company.

Mr. Jasbir Singh Marjara has given a declaration to the Board that he meets the criteria of Director as provided under section 152 of the Act. The Company also has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment/re-appointment of Mr. Jasbir Singh Marjara as a Director of the Company.

In the opinion of the Board, Mr. Jasbir Singh Marjara fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mr. Jasbir Singh Marjara possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Jasbir Singh Marjara as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Jasbir Singh Marjara as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The resolution as set out in item no. 2 of this notice is accordingly commended for your approval.

Item No. 3

Based on the recommendation of the Board, Mrs. Radha Kumari was appointed as an Additional Director (Non-Executive and Independent Director) on the Board of the Company with effect from February 09th , 2024 to hold office up to the date of Postal ballot Meeting.

Mrs. Radha Kumari is an Associate member of ICSI having deep insight in the areas of Corporate Laws, Corporate Governance. Besides being Company Secretary, she also holds a Bachelors of Law Degree from CCS and has completed her B.COM from Delhi University. She has an experience in the field of FEMA, Secretarial law, SEBI Law & Corporate Governance. As of today i.e 28.03.2024, she does not hold any position as director in any company.

Mrs. Radha Kumari has given a declaration to the Board that she meets the criteria of Director as provided under section 152 of the Act. The Company also has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment/re-appointment of Mrs. Radha Kumari as a Director of the Company.

In the opinion of the Board, Mrs. Radha Kumari fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mrs. Radha Kumari possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mrs. Radha Kumari as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mrs. Radha Kumari as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The resolution as set out in item no. 3 of this notice is accordingly commended for your approval.

Item No. 4

The proposed Deletion of existing sub-clauses, as mentioned in the resolutions no. 4, to the Memorandum of Association ("MOA") of the company is with the aim to make the company more adhere to its main Objects.

This amendment is essential for the company to adapt the changing market dynamics, as the proposed Clauses (which to be deleted) have become irrelevant with the Company Main Object and functioning area.

Pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, any alteration to the MOA requires approval of the shareholders of the Company by way of a special resolution.

In view of the above, consent of members of the Company is being sought for alteration of the MOA of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution of the Notice of Postal Ballot.

**By Order of the Board of Directors
For SBC Exports Limited
Sd/-
Hari Om Sharma
Company Secretary & Compliance Officer
M.No.: 41738**

**Place: Ghaziabad
Date: 28th March, 2024**