Ref:D/2026-27/24

Date: 05.09.2026

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 15th Annual General Meeting of the Company.

Dear Sir/Madam,

The 15th Annual General Meeting of your company will be held on **Wednesday, September 30, 2026,** 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 15th AGM for the Financial Year 2025-26.

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

Hari Om Sharma
Digitally signed by Hari Om Sharma
Date: 2026.09.05 17:43:38 +05'30'

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

NOTICE

Notice is hereby given that the **15th Annual General Meeting** of the members of **M/s SBC Exports Limited** will be held on **wednesday, the 30th Day of September, 2026 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, 2026, 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, 2026 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, 2026 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, 2026 and the reports of the auditors thereon laid before this meeting, be and are hereby considered and adopted.**"**

SPECIAL BUSINESS:

ITEM NO.2 TO APPROVE REMUNERATION PAYABLE TO COST AUDITORS FOR THE FY 2026-27.

To approve remuneration payable to Cost Auditors for the FY 2026-27 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, 2027, 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."

ITEM NO.3 APPROVAL OF RELATED PARTY TRANSACTION(S) WITH KORPORATE BIZMAX LIMITED

To approve Related Party Transaction(S) With Korporate Bizmax Limited and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

The Members are informed that **SBC Exports Limited** ("the Company") proposes to enter into and/or continue with Related Party Transaction(s) with **Korporate Bizmax Limited** ("Korporate Bizmax"), a Related Party of the Company, for the **purchase of packaging material** required for the Company's business operations.

The proposed transaction(s) are expected to be continuing/repetitive in nature and are proposed to be undertaken from time to time during the financial years **2026-27, 2027-28, 2028-29, 2029-30 and 2030-31**, based on the actual business requirements of the Company.

The proposed maximum value of purchases of packaging material from Korporate Bizmax Limited shall be **up to ₹200 crore (Rupees Two Hundred Crore only) in each financial year**, subject to the terms and conditions approved by the Company and compliance with applicable laws and regulations.

The Members are further informed that **Mr. Govind Ji Gupta and Ms. Deepika Gupta have shareholding interest in SBC Finmart Limited and, through their respective shareholding interest therein, have an indirect interest in Korporate Bizmax Limited**. Accordingly, the aforesaid interest has been disclosed for the consideration of the Members.

The proposed transaction(s) have been placed before and considered by the **Audit Committee on 27th August 2026**, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

The proposed transaction(s) shall be undertaken based on the actual requirements of the Company and on commercial terms having regard to prevailing market conditions, quality, specifications, quantity, pricing, delivery terms, credit terms and other relevant commercial considerations.

The Board of Directors, based on the recommendation of the Audit Committee, considers the proposed transaction(s) to be in the interest of the Company and recommends the resolution set out below for approval of the Members.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Company's Policy on Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the Company to enter into and/or continue with Related Party Transaction(s) with **Korporate Bizmax Limited**, a Related Party of the Company, for the purchase of packaging material from time to time during the financial years 2026-27, 2027-28, 2028-29, 2029-30 and 2030-31, for an aggregate value **up to ₹200 crore (Rupees Two Hundred Crore only) in each financial year**, aggregating to a maximum of ₹1,000 crore (Rupees One Thousand Crore only) over the aforesaid five financial years, on such terms and conditions as may be agreed between the Company and Korporate Bizmax Limited, subject to applicable laws and regulations.

RESOLVED FURTHER THAT the purchase of packaging material shall be undertaken from time to time based on the actual business requirements of the Company and on commercial terms having regard to prevailing market conditions, quality, specifications, quantity, pricing, delivery terms, credit terms and other relevant commercial considerations.

RESOLVED FURTHER THAT the aforesaid approval shall be subject to the condition that the aggregate value of transactions with Korporate Bizmax Limited shall not exceed ₹200 crore in any individual financial year and the aggregate value over the aforesaid five financial years shall not exceed ₹1,000 crore.

RESOLVED FURTHER THAT the aforesaid approval of the Members shall be in addition to and subject to compliance with the applicable requirements relating to prior approval of the Audit Committee, including the requirements relating to omnibus approvals, material modifications, disclosure and reporting, as may be applicable from time to time.

RESOLVED FURTHER THAT the Company shall obtain such fresh approval of the Audit Committee for the respective financial year(s) as may be required under applicable law, notwithstanding the approval accorded by the Members under this resolution.

RESOLVED FURTHER THAT any material modification in the nature, terms or value of the proposed transaction(s), or any transaction exceeding the aforesaid approved limits, shall be undertaken only after obtaining such prior approval of the Audit Committee and/or the Members as may be required under applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Chief Financial Officer, Company Secretary and/or such other officer(s) as may be authorised by the Board, be and are hereby severally authorised to negotiate and finalise the terms and conditions, place purchase orders, enter into agreements, contracts and other documents with Korporate Bizmax Limited, and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution, subject to the limits and conditions approved by the Members and applicable laws."

ITEM NO.4 APPROVAL OF RELATED PARTY TRANSACTION(S) WITH SBC INFOTECH LIMITED

To approve Related Party Transaction(s) with SBC Infotech Limited and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

The Members are informed that SBC Exports Limited ("the Company") proposes to enter into and/or continue with Related Party Transaction(s) with SBC Infotech Limited ("SBC Infotech"), a Related Party of the Company, for the **purchase and/or supply of Services** required for and/or arising in the ordinary course of the Company's business operations.

The proposed transaction(s) are expected to be continuing/repetitive in nature and are proposed to be undertaken from time to time during the financial years **2026-27 to 2030-31**, based on the actual business requirements of the Company.

The proposed maximum value of **purchase and/or supply of Services** with SBC Infotech Limited shall be up to **₹100 crore (Rupees One Hundred Crore only) in each financial year**, subject to the terms and conditions approved by the Company and compliance with applicable laws and regulations.

The proposed transaction(s) have been placed before and considered by the Audit Committee on **27th August 2026**, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions.

The proposed transaction(s) shall be undertaken from time to time based on the actual requirements of the Company and on commercial terms having regard to prevailing market conditions, quality, specifications, quantity, pricing, delivery terms, credit terms and other relevant commercial considerations.

The Board of Directors, based on the recommendation of the Audit Committee, considers the proposed transaction(s) to be in the interest of the Company and recommends the resolution set out below for approval of the Members.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Company's Policy on Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the Company to enter into and/or continue with Related Party Transaction(s) with SBC Infotech Limited, a Related Party of the Company, for the **purchase and/or supply of Services** from time to time during the financial years 2026-27, 2027-28, 2028-29, 2029-30 and 2030-31, for a value up to **₹100 crore (Rupees One Hundred Crore only) in each financial year**, aggregating to a maximum of **₹500 crore (Rupees Five Hundred Crore only)** over the aforesaid five financial years, on such terms and conditions as may be agreed between the Company and SBC Infotech Limited, subject to applicable laws and regulations.

RESOLVED FURTHER THAT the aforesaid **purchase and/or supply of Services** shall be undertaken from time to time based on the actual business requirements of the Company and on commercial terms having regard to prevailing market conditions, quality, specifications, quantity, pricing, delivery terms, credit terms and other relevant commercial considerations.

RESOLVED FURTHER THAT the aforesaid approval shall be subject to the condition that the aggregate value of transactions with SBC Infotech Limited shall not exceed ₹100 crore in any individual financial year and the aggregate value over the aforesaid five financial years shall not exceed ₹500 crore.

RESOLVED FURTHER THAT the aforesaid approval of the Members shall be in addition to and subject to compliance with the applicable requirements relating to prior approval of the Audit Committee, material modifications, disclosure and reporting, as may be applicable from time to time.

RESOLVED FURTHER THAT the Company shall obtain such fresh approval of the Audit Committee for the respective financial year(s) as may be required under applicable law, notwithstanding the approval accorded by the Members under this resolution.

RESOLVED FURTHER THAT any material modification in the nature, terms or value of the proposed transaction(s), or any transaction exceeding the aforesaid approved limits, shall be undertaken only after obtaining such prior approval of the Audit Committee and/or the Members as may be required under applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Chief Financial Officer, Company Secretary and/or such other officer(s) as may be authorised by the Board, be and are hereby severally authorised to negotiate and finalise the terms and conditions, place purchase/supply orders, enter into agreements, contracts and other documents with SBC Infotech Limited, and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution, subject to the limits and conditions approved by the Members and applicable laws.**"**

For and on behalf of
SBC Exports Limited

Sd/-

Date: 05.09.2026
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 and 4 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on Thursday, 27th Day of August, 2026 considered that the special business under Item No. 2, 3 and 4 being considered unavoidable are transacted at the 15th 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 f**rom Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive).**

<u>The Instructions for Members for Remote E-Voting Are As Under:-</u>

The remote e-voting period begins on 27th September, 2026 at (9:00 A.M IST) and ends on 29th September, 2026 (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, 2026, 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, 2026.

<u>How do I vote electronically using Bigshare i-Vote E-Voting System?</u>

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:

The voting period begins on 27th September, 2026 at (9:00 A.M IST) and ends on 29th September, 2026 (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, 2026 may cast their vote electronically. The e-voting module shall be disabled by Big share for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

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**	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.
	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.

Individual Shareholders holding securities in demat mode with **NSDL**	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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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.

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.

1. 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.

2. 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

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

<u>Item no. 2 To approve remuneration payable to cost auditors for the FY 2026-27.</u>

The Board, on the recommendation of the Audit Committee at its meeting held on 27.08.2026, has approved the appointment of Mr. Durga Parsad, Cost Accountant, as the Cost Auditor of the Company for conducting the audit of the cost records of the Company for the financial year ended 31 March 2027.

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, 2027.

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.2 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.

Item No.3 <u>APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH KORPORATE BIZMAX LIMITED FOR PURCHASE OF PACKAGING MATERIAL</u>

Pursuant to **Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")**, Related Party Transactions are required to be approved by the Audit Committee and, in case of Material Related Party Transactions, by the Members of the Company, subject to the applicable provisions of the SEBI LODR Regulations.

Accordingly, the proposed Related Party Transaction(s) with **Korporate Bizmax Limited** for the purchase of packaging material are being placed before the Members for their approval.

The Company proposes to enter into and/or continue with Related Party Transaction(s) with **Korporate Bizmax Limited ("Korporate Bizmax")**, a Related Party of the Company, for the purchase of packaging material required for the Company's business operations.

The proposed transaction(s) are expected to be continuing/repetitive in nature and are proposed to be undertaken from time to time during the financial years **2026-27, 2027-28, 2028-29, 2029-30 and 2030-31**, based on the actual business requirements of the Company.

The proposed maximum value of purchases of packaging material from Korporate Bizmax Limited shall be **up to ₹200 crore (Rupees Two Hundred Crore only) in each financial year**, subject to the terms and conditions approved by the Company and compliance with applicable laws and regulations.

Accordingly, the maximum proposed value of the transaction(s) over the five financial years is as follows:

Financial Year	Maximum Value of Transaction
FY 2026-27	Up to ₹200 crore
FY 2027-28	Up to ₹200 crore

Financial Year	Maximum Value of Transaction
FY 2028-29	Up to ₹200 crore
FY 2029-30	Up to ₹200 crore
FY 2030-31	Up to ₹200 crore
Maximum Aggregate Value	Up to ₹1,000 crore

1. Name of the Related Party

Korporate Bizmax Limited (CIN: U52399UP2021PLC141385)

2. Nature of Relationship

Korporate Bizmax Limited is a **Related Party** of the Company under the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The Members are further informed that **Mr. Govind Ji Gupta and Ms. Deepika Gupta have shareholding interests in SBC Finmart Limited and, through their respective shareholding interests therein, have an indirect interest in the relevant related-party structure involving Korporate Bizmax Limited**.

The aforesaid relationship and interest have been disclosed to the Audit Committee and the Board of Directors and are being disclosed to the Members for their consideration.

3. Nature of Transaction

The proposed Related Party Transaction relates to the purchase of packaging material by SBC Exports Limited from Korporate Bizmax Limited.

The packaging material shall be procured based on the actual requirements of the Company from time to time.

4. Tenure of the Transaction

The proposed arrangement shall cover the period from FY 2026-27 to FY 2030-31, i.e. five financial years.

However, the approval of the Members shall not dispense with the requirement of obtaining prior approval of the Audit Committee for the respective Related Party Transaction(s), including fresh/omnibus approval for the relevant financial year, wherever required under applicable law.

5. Maximum Value of the Transaction

The maximum value of the proposed transaction shall be ₹200 crore per financial year, subject to an overall maximum of ₹1,000 crore for the five financial years.

The aforesaid amount represents the maximum permissible ceiling and does not constitute any commitment by the Company to transact for the entire approved amount.

Actual transactions shall be undertaken only to the extent required by the Company.

6. Pricing / Basis for Determining the Price

The pricing of the packaging material shall be determined having regard to:

- prevailing market prices;
- quality and specifications of the packaging material;

- quantity ordered;
- prevailing commercial conditions;
- delivery terms;
- credit/payment terms;
- transportation and logistics costs; and
- other relevant commercial considerations.

The Company shall endeavour to ensure that the transactions are undertaken on commercially reasonable terms and in accordance with the applicable provisions relating to arm's length pricing, wherever applicable.

7. Business Rationale / Justification for the Transaction

The proposed transaction is intended to facilitate the Company's requirement for packaging material for its business operations.

Entering into a continuing arrangement will enable the Company to ensure:

- timely availability of packaging material;
- continuity of supply;
- consistency in quality and specifications;
- efficient procurement planning;
- operational convenience; and
- competitive commercial terms based on prevailing market conditions.

The proposed arrangement is therefore considered to be in the **interest of the Company**, subject to the terms and conditions of the individual transactions.

8. Source of Funds

The transactions shall be funded out of the Company's internal accruals and/or other legally permissible sources of funds, as may be available from time to time.

9. Financial Impact

The proposed transaction will result in expenditure towards the purchase of packaging material in the ordinary course of the Company's business.

The financial impact will depend upon the actual quantity and value of packaging material purchased during the relevant financial year and shall not exceed the approved annual ceiling of **₹200 crore**.

10. Percentage of Annual Consolidated Turnover

The maximum proposed transaction value of **₹200 crore (Rupees Two Hundred Crore only) in each financial year** represents approximately **48.08% of the Company's annual consolidated turnover of ₹416 crore**, as reported in the latest audited consolidated financial statements of the Company.

The aforesaid percentage has been calculated with reference to the maximum transaction value proposed to be undertaken during the relevant financial year.

11. Details of Previous Transactions

As on 30 June 2026, the Company has undertaken transactions with Korporate Bizmax Limited amounting to ₹21.50 crore (Rupees Twenty-One Crore Fifty Lakh only) during the financial year 2026-27.

The aforesaid amount shall be considered while determining the aggregate value of Related Party Transactions with Korporate Bizmax Limited during FY 2026-27 and for assessing compliance with the applicable limits under the Company's Policy on Related Party Transactions, the Companies Act, 2013 and the SEBI LODR Regulations.

The proposed approval of up to ₹200 crore for FY 2026-27 represents the maximum aggregate ceiling for the entire financial year and, accordingly, the transactions already undertaken amounting to ₹21.50 crore shall form part of the said annual ceiling. Therefore, subject to applicable approvals, the remaining transaction value available under the proposed ₹200 crore ceiling for FY 2026-27 would be ₹178.50 crore.

12. Whether the Transaction is in the Ordinary Course of Business

The proposed purchase of packaging material is in the ordinary course of business of the Company, being procurement of material required for the Company's business operations.

13. Whether the Transaction is on Arm's Length Basis

The proposed transaction shall be undertaken on such commercial terms as may be determined having regard to prevailing market conditions and other relevant commercial factors and shall be subject to the Company's Related Party Transaction Policy and applicable laws.

The Company shall undertake appropriate benchmarking and/or price comparison, wherever applicable, to ensure that the pricing is commercially reasonable and in the interest of the Company.

14. Audit Committee Approval

The proposed Related Party Transaction(s) were placed before the Audit Committee on 27th August 2026.

The Audit Committee considered the relevant particulars of the proposed transaction(s), including the nature of the transaction, Related Party relationship, proposed value, business rationale, pricing mechanism and other applicable information required under the applicable SEBI framework.

The Audit Committee approved/recommended the proposed transaction(s), subject to the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions.

The Audit Committee approval for the relevant financial year(s) shall be obtained in accordance with the applicable provisions governing Related Party Transactions and omnibus approvals.

15. Interest of Directors / Key Managerial Personnel

Mr. Govind Ji Gupta, Director of the Company, has an indirect interest in the proposed Related Party Transaction by virtue of his shareholding interest in **SBC Finmart Limited**, which forms part of the relevant related-party structure involving Korporate Bizmax Limited.

Ms. Deepika Gupta, Whole Time Director also has a shareholding interest in **SBC Finmart Limited** and, through such interest, has an indirect interest in the relevant related-party structure involving Korporate Bizmax Limited.

Accordingly, the aforesaid interest has been disclosed to the Members.

Mr. Govind Ji Gupta, being interested in the proposed Related Party Transaction, did not participate in the discussion and voting on the said agenda item at the Audit Committee meeting, to the extent required under applicable law.

16. Compliance with SEBI LODR Requirements

The Company has considered the applicable requirements of Regulation 23 of the SEBI LODR Regulations relating to Related Party Transactions, including requirements relating to:

- prior approval of the Audit Committee;
- approval of Material Related Party Transactions by the Members;
- disclosure of the nature and particulars of the transaction;
- disclosure of the Related Party relationship;
- applicable minimum information requirements;
- material modifications;
- omnibus approvals, where applicable; and
- applicable disclosure and reporting requirements.

The Company has also considered the applicable SEBI framework on minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions, including **SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13 October 2025** and the applicable Industry Standards issued by SEBI.

17. Material Related Party Transaction

The proposed transaction is being placed before the Members for approval in accordance with the applicable provisions of **Regulation 23 of the SEBI LODR Regulations**.

The proposed maximum transaction value of **₹200 crore in each financial year**, representing approximately **48.08% of the Company's latest audited consolidated turnover of ₹416 crore**, is being considered for the purpose of determining the applicability of the provisions relating to Material Related Party Transactions under the SEBI LODR Regulations.

The approval of the Members shall be subject to compliance with all applicable requirements under the Companies Act, 2013, the SEBI LODR Regulations and other applicable laws.

18. Material Modifications

Any material modification in the nature, terms or value of the proposed transaction(s), or any transaction exceeding the approved limits, shall be undertaken only after obtaining such prior approval of the Audit Committee and the Members as may be required under applicable law.

19. Recommendation of the Audit Committee and Board

The Audit Committee, after considering the relevant details of the proposed transaction(s), including the nature of the transaction, Related Party relationship, proposed value, business rationale, pricing mechanism and other applicable particulars, has recommended the same to the Board of Directors.

The Board of Directors, after considering the nature, terms, commercial rationale and proposed value of the transaction(s), is of the view that the proposed transaction(s) are in the best interests of the Company and accordingly recommends the proposed resolution for approval of the Members.

20. Voting by Related Parties

In accordance with the applicable provisions of the SEBI LODR Regulations, the Company shall ensure compliance with the applicable restrictions on voting by Related Parties in respect of the proposed Material Related Party Transaction.

21. General Disclosure

Except **Mr. Govind Ji Gupta and Ms. Deepika Gupta**, to the extent of their respective interests disclosed above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Members are requested to consider and approve the proposed Related Party Transaction(s) with Korporate Bizmax Limited on the terms and conditions set out above.

The Board of Directors recommends the resolution set out at Item No. [3] of the Notice for approval of the Members by way of Ordinary Resolution.

ITEM: 4

Pursuant to **Section 188 and other applicable provisions of the Companies Act, 2013**, read with the rules made thereunder, and **Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")**, Related Party Transactions are required to be undertaken in accordance with the applicable approval, disclosure and other requirements prescribed thereunder.

The Company proposes to enter into and/or continue with Related Party Transaction(s) with **SBC Infotech Limited**, a Related Party of the Company, for the **purchase and/or supply of Services** required for and/or arising in the ordinary course of the Company's business operations.

The proposed transaction(s) are expected to be continuing/repetitive in nature and are proposed to be undertaken from time to time during the financial years **2026-27 to 2030-31**, based on the actual business requirements of the Company.

The proposed maximum value of **purchase and/or supply of Services** from/to SBC Infotech Limited shall be **up to ₹100 crore (Rupees One Hundred Crore only) in each financial year**, subject to the terms and conditions approved by the Company and compliance with applicable laws and regulations. Accordingly, the maximum aggregate value of the proposed transactions over the aforesaid five financial years shall be **₹500 crore (Rupees Five Hundred Crore only)**.

1. **Name of the Related Party**

SBC Infotech Limited

2. **Nature of Relationship**

SBC Infotech Limited is a **Related Party of the Company** within the meaning of the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

Mr. Govind Ji Gupta and Ms. Deepika Gupta have shareholding interest in SBC Infotech Limited and, by virtue of such shareholding interest, have an interest in the proposed Related Party Transaction(s). Accordingly, their respective interests in SBC Infotech Limited have been disclosed to the Audit Committee, the Board of Directors and the Members for their consideration.

3. **Nature of Transaction**

The proposed Related Party Transaction(s) comprise the **purchase and/or supply of Services** between SBC Exports Limited and SBC Infotech Limited, as may be required from time to time in the ordinary course of the Company's business.

The actual nature, quantity and value of the services to be purchased and/or supplied shall depend upon the actual business requirements of the Company from time to time.

4. **Tenure of the Transaction**

The proposed arrangement shall cover the period from **FY 2026-27 to FY 2030-31**, i.e. five financial years.

5. **Maximum Value of the Transaction**

The maximum value of the proposed transaction(s) shall be **₹100 crore per financial year**, subject to an overall maximum of **₹500 crore for the five financial years**.

The aforesaid amount represents the maximum permissible ceiling and does not constitute any commitment by the Company to transact for the entire approved amount.

Actual transactions shall be undertaken only to the extent required by the Company and in accordance with applicable laws and approvals.

6. **Pricing / Basis for Determining the Price**

The pricing of the services shall be determined having regard to:

- prevailing market prices;
- quality and specifications;
- prevailing commercial conditions;
- delivery and supply terms;
- credit/payment terms;
- other relevant commercial considerations.

The Company shall endeavour to ensure that the transactions are undertaken on **commercially reasonable and arm's length terms, wherever applicable**, and in accordance with the Company's Related Party Transaction Policy and applicable laws.

7. **Business Rationale / Justification for the Transaction**

The proposed transactions are intended to facilitate the Company's requirements for Services required for its business operations and/or to facilitate supply of Services as may be applicable.

Entering into a continuing arrangement with SBC Infotech Limited is expected to facilitate:

- timely availability of required Services;
- continuity and efficiency of supply;
- consistency in quality and specifications;
- efficient procurement and supply planning;
- operational convenience; and
- competitive commercial terms based on prevailing market conditions.

The proposed arrangement is therefore considered to be in the **interest of the Company**, subject to the terms and conditions of the individual transactions.

8. **Source of Funds**

The purchase transactions shall be funded out of the Company's internal accruals and/or other legally permissible sources of funds, as may be available from time to time.

9. **Financial Impact**

The proposed transactions may result in expenditure towards purchase of Services or revenue from supply of services, as applicable, in the ordinary course of the Company's business.

The financial impact will depend upon the actual quantity and value of services and/or supplied during the relevant financial year and shall not exceed the approved annual ceiling of **₹100 crore**.

10. **Whether the Transaction is in the Ordinary Course of Business**

The proposed purchase and/or supply of Services is in the **ordinary course of business** of the Company, being transactions undertaken for the requirements of its business operations.

11. **Whether the Transaction is on Arm's Length Basis**

The proposed transactions shall be undertaken on such commercial terms as may be determined having regard to prevailing market conditions and other relevant commercial factors and shall be subject to the Company's Related Party Transaction Policy and applicable laws.

The Company shall undertake appropriate benchmarking and/or price comparison, wherever applicable, to ensure that the pricing is commercially reasonable and in the interest of the Company.

12. **Audit Committee Approval**

The proposed Related Party Transaction(s) have been placed before the **Audit Committee on 27th August 2026** for its consideration in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The Audit Committee has considered the relevant particulars of the proposed transaction(s), including the nature of the transaction, Related Party relationship, proposed value, business rationale, pricing mechanism and other applicable information, and has recommended the proposed transaction(s) for consideration of the Board and approval of the Members, as applicable.

13. Interest of Directors / Key Managerial Personnel

Mr. Govind Ji Gupta and Ms. Deepika Gupta have shareholding interest in **SBC Infotech Limited** and, by virtue of such interest, are concerned or interested, financially or otherwise, in the proposed Related Party Transaction(s).

Accordingly, their respective interests have been disclosed to the Members.

Save and except the aforesaid Directors/Key Managerial Personnel and their respective relatives, to the extent of their respective interests, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

14. Compliance with Companies Act, 2013

The proposed transaction(s) shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, including Section 188**,** and the rules made thereunder, to the extent applicable.

The proposed transactions shall also be subject to the applicable provisions relating to disclosure of interest, approval requirements, maintenance of records and other compliances prescribed under the Act and the rules made thereunder.

15. Compliance with SEBI LODR Regulations

The Company has considered the applicable requirements of Regulation 23 of the SEBI LODR Regulations relating to Related Party Transactions, including the requirements relating to:

- prior approval of the Audit Committee;
- approval of Material Related Party Transactions by the Members, wherever applicable;
- disclosure of the nature and particulars of the transaction;
- disclosure of the Related Party relationship;
- applicable information to be placed before the Audit Committee and Members;
- material modifications; and
- applicable disclosure and reporting requirements.

The proposed transaction(s) shall be undertaken subject to compliance with the applicable provisions of the SEBI LODR Regulations and other applicable laws.

16. Material Related Party Transaction

The proposed transaction(s) are being placed before the Members for approval in accordance with the applicable provisions of Regulation 23 of the SEBI LODR Regulations, to the extent applicable.

The proposed maximum transaction value of ₹100 crore in each financial year shall be considered for determining the applicability of the provisions relating to Material Related Party Transactions under the SEBI LODR Regulations, based on the Company's applicable financial parameters and the requirements prescribed under the said Regulations.

The approval of the Members shall be subject to compliance with all applicable requirements under the Companies Act, 2013, the SEBI LODR Regulations and other applicable laws.

17. Material Modifications

Any material modification in the nature, terms or value of the proposed transaction(s), or any transaction exceeding the approved limits, shall be undertaken only after obtaining such prior approval of the Audit Committee and/or the Members as may be required under applicable law.

18. Recommendation of the Audit Committee and Board

The Audit Committee, after considering the relevant details of the proposed transaction(s), including the nature of the transaction, Related Party relationship, proposed value, business rationale, pricing mechanism and other applicable particulars, has recommended the same to the Board of Directors.

The Board of Directors, after considering the nature, terms, commercial rationale and proposed value of the transaction(s), is of the view that the proposed transaction(s) are in the **best interests of the Company** and accordingly recommends the proposed resolution for approval of the Members by way of an **Ordinary Resolution**.

19. Voting by Related Parties

The Company shall ensure compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations relating to restrictions on voting by Related Parties in respect of the proposed Related Party Transaction(s), wherever applicable.

The Members are requested to consider and approve the proposed Related Party Transaction(s) with SBC Infotech Limited on the terms and conditions set out above.

The Board of Directors recommends the resolution set out at Item No. [4] of the Notice for approval of the Members by way of Ordinary Resolution.

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

Date: 05.09.2026
Place: Sahibabad

ROUTE MAP FOR AGM VENUE