

## **SAB INDUSTRIES LIMITED**

Regd. Office: S.C.O.49-50, Sector- 26, Chandigarh.

### **NOTICE**

NOTICE is hereby given that the Annual General Meeting of the shareholders of the Company shall be held as scheduled below:

Day & Date : Monday, the 30<sup>th</sup> day of September, 2013.  
Time : 12.30 P.M.  
Venue : Regd. Office of the Company at S.C.O.49-50,  
Sector- 26, Madhya Marg, Chandigarh.

To transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Statements Profit and Loss Account and Cash Flow for the year ended March 31, 2013, the Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To elect a Director in place of Shri S S Dawra who retires by rotation and being eligible offers himself for re-appointment.
3. To elect a Director in place of Shri Kanwarjit Singh who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s S. C. Dewan & Co., Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS**

5. To consider and it thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, as amended from time to time, and subject to such approvals/sanctions as may be required, Shri Avinash Sharma be and is hereby reappointed as Executive Director of the Company for a period of 5 Years w.e.f 01.04.2013 on the following terms and conditions:

(A)

- |                                |   |   |
|--------------------------------|---|---|
| Basic Salary                   | : | Rs.2,35,000/- per month   |
| House Accommodation            | : | Rent free unfurnished accommodation   |
| Medical Reimbursement          | : | Reimbursement of Medical Bills up to one months' basic salary in a year, or upto three months' salary in a period of three years.   |
| Contribution to Provident Fund | : | @ 12% of basic salary.  |
| Gratuity                       | : | Not exceeding half months basic salary for each completed year of service, subject to Gratuity Act.   |
| Earned leave                   | : | As per Company's Rule (unused portion of the earned leave accumulated as per Company rules may be encashed at the end of the tenure, including extension in tenure, if any. |

- Chauffeur Driven Car and Telephone at the residence for official use (the

private use of Car and telephone shall be billed by the Company to the appointee).

- All payments are subject to TDS as per Income Tax Act, 1961.

(B) Commission: 5% of net profit inclusive of remuneration mentioned in (A) above. For the purpose of calculation of said commission of 5% on net profit, Net profit shall exclude the profit generated/to be generated by the sale of Land, by the sale of Investment in shares, dividend of investment in shares and due to any claim received / to be received for the Cases/ work done before 1<sup>st</sup> October, 2008 or any other receivable against the work executed by the Company before the said date of 1<sup>st</sup> October, 2008.

RESOLVED FURTHER THAT in the event of losses or inadequate profits in any financial year during the term of office of Shri. Avinash Sharma as Executive Director, the aforesaid salary and all other benefits, remuneration and other perquisites mentioned at (A) above, be paid to the appointee as minimum remuneration subject to the ceiling laid down in schedule XIII to the Companies Act, 1956 as amended/modified or enacted from time to time.

RESOLVED FURTHER THAT the above remuneration payable to the Executive Director shall be subject to such conditions or modifications as may be required or imposed by the Central Government or any other authority with the liberty to the Board of Director to alter and vary the terms and conditions of his appointment within the maximum permissible limits in accordance with Schedule XIII of the Companies Act, 1956 or any amendments thereof as may be made from time to time.

RESOLVED FURTHER THAT for purpose of giving effect to this resolution, Shri H K Singhal, Director of the Company, be and is hereby authorized to execute all such documents and to do all such acts, deeds, matters and things as it may in its absolute discretion deems necessary expedient and proper.”

By order of the Board of Directors  
For SAB INDUSTRIES LIMITED

Place: Chandigarh  
Dated: 20<sup>th</sup> August 2013  
NOTES:

H.K.SINGHAL  
DIRECTOR

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the Company. The proxy duly executed and properly stamped should reach the Company's Registered Office at least 48 hours before the time of the meeting. The Blank Proxy Form is enclosed herewith.**
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 23.09.2013 to 28.09.2013 (both days inclusive).
3. The Company is maintaining the "INVESTORS SERVICE CELL" at its Regd. Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
4. Members having any queries relating to Annual Report are requested to send their queries at Company's Registered Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh at least seven days before the date of the Meeting.
5. Copies of the relevant documents would be available for inspection by members at the Registered Office of the Company on all working days,

between 10.00 a.m. to 12.00 noon, prior to the date of Annual General Meeting.

6. M/s Link Intime India Pvt. Limited, 44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-I, Nr. PVR Naraina, New Delhi – 110028 are acting as the Common Agency to carry out the Dematerialization and physical transfer of shares. Therefore the shareholders are requested to send the shares for transfer at the above mentioned address of the registrar.

EXPLANATORY STATEMENT PURSUANT OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 5

Shri Avinash Sharma had been appointed as Executive Director of the Company w.e.f. 1.10.2008 and his appointment had been renewed from time to time with last reappointment made on 01.10.2011 for a period of five years valid upto 30.09.2016. Shri Avinash Sharma is a B.E. (Civil) by profession. He has a very wide and rich experience of over 20 years in Civil and Engineering Works. Shri Avinash Sharma had approached the Company to review his salary structure keeping in view the current trends as also the remuneration being paid by other Companies of our size. It is proposed to increase his remuneration suitably within the limits provided under Schedule XIII of the Companies Act 1956. Shri Avinash Sharma is also a Director on the Board of Malwa Chemtex Udyog Limited, SAB Udyog Limited and Bharatnet Technology Limited. Your directors are of the opinion that the Company shall be benefited tremendously from his rich experience and expertise.

Your directors have recommended the reappointment of Shri Avinash Sharma as Executive Director for a further period of five years from 01.04.2013 and payment of remuneration as per the terms set out in the proposed resolution.

This notice and explanatory statement may be treated as an abstract of the terms of the contract for the reappointment and payment of increased remuneration to Shri Avinash Sharma, Executive Director, within the meaning of Section 302 of the Companies Act, 1956. Abstract and Memorandum of Concern or Interest under Section 302 of the Companies Act, 1956 has already been circulated to the members on 06.06.2013.

None of the Directors except Shri Avinash Sharma is interested in the proposed resolution.

By order of the Board of Directors  
For SAB INDUSTRIES LIMITED

Place: Chandigarh  
Dated: 20<sup>th</sup> August 2013

H.K.SINGHAL  
DIRECTOR