

**SAB INDUSTRIES LIMITED  
(CIN:L00000CH1983PLC031318)**

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh.  
Email: ssl\_ssg@glide.net.in, Website: www.sabindustries.in  
Phone: +91-172-2793112., Fax: +91-172-2794834

**NOTICE**

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

Day & Date : Thursday, 28th day of September, 2017  
Time : 4.00 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 Financial Statements of the Company for the year ended March 31, 2017 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sh. Rajinder Kumar Garg (DIN: 00034827), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors of the Company and to fix their remuneration in this regard to consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s AKR and Associates, Chartered Accountants (Firm's Registration No. 021179N), be and are hereby appointed as Auditors of the Company in place of the retiring auditors M/s S.C. Dewan and Company, Chartered Accountants (FRN:000934N), to hold office for a period of five consecutive years, from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and the Rules made there under read with Schedule IV to the Act, as amended from time to time and SEBI (LODR) Regulations, 2015, **Shri Kanwarjit Singh (DIN:02116031)**, Director has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 30.05.2017 to 29.05.2022, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force) and in partial modification of the resolution passed in Annual General Meeting held on September 30, 2013, approval of the Company be and is hereby accorded for revision in remuneration and perquisites/ benefits of Shri Avinash Sharma, Executive Director of the Company (DIN:02371722) from April 01, 2016 for the unexpired period of his term as under:

- (A) **Basic Salary:** Rs.3,25,000/- per month w.e.f. 01/04/2016 House Accommodation: Rent free unfurnished accommodation Medical Reimbursement: Reimbursement of Medical Bills up to one months' basic salary in a year, or up to 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 as calculated under the provisions of Companies Act, 2013 inclusive of remuneration mentioned in (A) above.

**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 remuneration/ perquisites, mentioned at (A) above, be paid to the appointee as minimum remuneration subject to the ceiling laid down in Schedule V to the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** all other terms & conditions of appointment of Shri Avinash Sharma, as approved by the shareholders at the Annual General Meeting held on September 30, 2013, shall remain unchanged."

BY Order of the Board of Directors

Place: Chandigarh  
Date: 14.08.2017

AVINASH SHARMA  
Executive Director  
DIN-02371722

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment at this Annual General Meeting of the company are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.**

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The members are requested to bring duly filled attendance slip alongwith their copy of Annual Report at the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **22.09.2017 to 28.09.2017** (both days inclusive).
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company or Registrar and Share Transfer Agent.
8. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 are being sent by the permitted mode.
9. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s), for receiving all communication including Annual Report . Notices, Circulars, etc from the Company electronically.**
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
11. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
12. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.
13. **Voting through electronic means**
  - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).
  - B. Central Depository Services (India) Limited [CDSL] has launched '**m-Voting**', a mobile app for e-Voting which enables smart phone users to cast their vote on company resolutions by using their mobile phones. **M-Voting** can also be used for voting at the AGM/EGM venue. The **m-Voting** app can be downloaded from [Google Play Store](#) for Android based phones, while the app for iPhone and Windows Phone can be downloaded from the IOS App Store and Windows Phone Store, respectively.

**Steps for e-voting**

- (i) **The voting period begins on September 25, 2017 at 9.00 a.m. and will end on September 27, 2017 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as **on 21st September, 2017 (cut-off date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on shareholders
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then

your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

**PAN\*** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Sequence number which is printed on the attendance slip in the PAN field.
- In case the Sequence number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example, if your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field.

**Dividend Bank Details OR Date of Birth (DOB)** Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

If both details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field. as mentioned in instruction (v).

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

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant company name on which you choose to vote i.e. SAB Industries Limited".

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non-Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user using admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September 2017 may follow the same instructions as mentioned above for e-Voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xx) The Board of Directors has appointed Mr. S.K. Sikka, Practicing Company Secretary (ICSI Membership No. FCS- 4241 and CP No.3582) to scrutinize the e-voting process in a fair and transparent manner.

(xxi) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- (xxii) The Results shall be declared on or after the AGM of the Company within two days. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange.

14. Relevant documents referred to in the notice and the explanatory Statement are open for inspection by members at the registered office of the company on all working days during Normal business hours (09:30 am to 5.30 pm) upto and including the date of meeting.

BY Order of the Board of Directors

AVINASH SHARMA  
Executive Director  
DIN-02371722

Place: Chandigarh  
Date : 14.08.2017

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

##### **ITEM No. 3**

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

M/s S.C. Dewan and Company, Chartered Accountants (FRN:000934N) were re-appointed as the Auditors of the Company at the Annual General Meeting (AGM) of the Company held on September 30, 2014 for a term of three years to hold office till the conclusion of this AGM.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s S. C. Dewan and Company, Chartered Accountants can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 30, 2017, proposed the appointment of M/s AKR and Associates, Chartered Accountants (FRN: 021179N) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

M/s AKR and Associates have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the ordinary resolution mentioned at Item No. 3 of the accompanying Notice for approval of the members. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

##### **ITEM NO. 4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Kanwarjit Singh (DIN: 02116031), as Additional Director of the Company w.e.f. 30/05/2017. In accordance with the provisions of Section 161 of the Companies Act, 2013, Shri Kanwarjit Singh, shall hold office upto the date of forthcoming Annual General Meeting of the Company and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from the member signifying his candidature as an Independent Director of the Company.

The Board of Directors has recommended the appointment of Shri Kanwarjit Singh, as Independent Director with effect from 30.05.2017 to 29.05.2022.

The Company has received a declaration from Shri Kanwarjit Singh that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Shri Kanwarjit Singh, fulfills the conditions specified in the Act and Rules framed thereunder and SEBI (LODR) Regulations, 2015 for appointment as independent Director and he is independent of the Management. Shri Kanwarjit Singh (DIN:02116031), is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as Director.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the registered office of the Company during normal business hours on any working days.

Shri Kanwarjit Singh, an eminent Civil Engineer, retired as Secretary Member Engineering, Railway Board, and Ex Officio Secretary to Govt. of India. His vast experience and knowledge will bring added value to the Company. He is also qualified to be appointed as an Independent Director under the provisions of the Companies Act, 2013.

The Board recommends the ordinary resolution mentioned at Item No. 4 of the accompanying Notice for approval of the members. None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Shri Kanwarjit Singh are concerned or interested (financially or otherwise), in this resolution.

##### **ITEM NO. 5**

Shri Avinash Sharma was appointed as Executive Director of the Company w.e.f. 01.10.2008 and his appointment has been renewed from time to time with last reappointment on 01/04/2013 for the period of five years duly approved by the shareholders in their meeting held on 30/09/2013. The Board of Directors at their meeting held on August 12, 2016, on recommendation of Nomination and Remuneration Committee, revised the compensation structure of Shri Avinash Sharma as mentioned in the resolution, commensurate with his responsibilities in line with remuneration policy for the senior management of the Company. Except as stated in the resolution, the other terms and conditions of his appointment, as approved by the shareholders at the AGM held on September 30, 2013, remain unchanged. Proposed increase in remuneration is suitably within the limits provided under Schedule V of Companies Act, 2013.

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. He 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.

The Board recommends the special resolution mentioned at Item No. 5 of the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Shri Avinash Sharma are concerned or interested (financially or otherwise), in this resolution.

**DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

The Company's script forms part of the "Compulsory demat segment" for all investors. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) through the Registrar M/s Link Intime India Pvt. Limited, 44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase I, Near PVR Naraina, New Delhi 110028. Phone: +911141410592-94, Fax- +911141410591, Email:delhi@linkintime.co.in

The Company has also appointed them as Common Agency to look after dematerialization of shares as well as for physical transfer of shares. Members are requested to address all their correspondence to the Registrar at the above address. As on 31.03.2017, 15101450 (99.43%) equity shares of the Company were held in demat form and the balance 86922 (0.57%) equity shares are held in physical form. Demat ISIN Number allotted to the Company by NSDL for equity shares is **INE137M01017**.

**CORPORATE IDENTIFICATION NUMBER (CIN):** L00000CH1983PLC031318

**NAME, DESIGNATION, ADDRESS & E-MAIL OF COMPLIANCE OFFICER:**

Ms. Gurpreet Kaur, Company Secretary & Compliance Officer  
 SAB INDUSTRIES LIMITED  
 Corporate Office: S.C.O. 49-50, Sector – 26, Madhya Marg,  
 Chandigarh-160019  
 E-mail: [gurpreetkaur@sabindustries.in](mailto:gurpreetkaur@sabindustries.in)

**ADDRESS FOR CORRESPONDENCE & REGISTERED OFFICE:**

SCO 49-50, Sector 26, Madhya Marg, Chandigarh – 160 019.  
 Phone No. 0172-2793112, 2792385, 2790979, Fax No. 0172-2794834, 2790887  
 Designated E-Mail address for Investor Services: [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in)  
 Website : [www.sabindustries.in](http://www.sabindustries.in)

On behalf of Board of Directors

Place: Chandigarh  
 Date: 30 May, 2017

**AVINASH SHARMA**  
 Executive Director  
 DIN-02371722

**H.K. SINGHAL**  
 Director  
 DIN-00044328

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN ANNUAL GENERAL MEETING**

Name of Director (DIN)	Shri R K Garg (DIN-00034827)	Shri Kanwarjit Singh (DIN-02116031)
Date of Birth	18.08.1943	14.11.1943
Date of first Appointment	30.06.1989	29.03.2008
Qualification Experience in	Shri R K Garg, a qualified F.I.E and an eminent industrialist, is Promoter and Chairman of the Company. He has wide and varied experience in business development operations and has made significant contribution to the progress of the Company.	Sh. Kanwarjit Singh, Retired as Secretary Member Engineering, Railway Board & Ex. Officio Secretary Govt. of India
List of companies in which outside Directorships held (excluding Private Ltd./Foreign Companies)	-Steel Strips Wheels Ltd. -Steel Strips Ltd. -Steel Strips Infrastructures Ltd. -Indian Acrylics Ltd. -Indlon Chemicals Ltd.	Nil
Chairman/ Member of the Committee of Board of Directors of the Company includes only Audit Committee and Stakeholders Relationship Committee	Nil.	Nil.
Chairman/ Member of the Committee of Directors of other Companies in which he is a Director includes only Audit Committee and Stakeholders Relationship Committee	Nil	Nil
No. of shares held in the Company	3404020 equity shares	Nil
Relationship with other Director/Key Managerial Personal	Nil	Nil

For other details, such as, Number of meetings of the Board attended during the financial year, Remuneration last drawn, Remuneration proposed to be paid, Terms and Conditions of Appointment /re-appointment, please Refer to the Board's Report, MGT-9, Corporate Governance Report and the Notice alongwith Explanatory Statement