SAEL INDUSTRIES LIMITED

CIN: U40106PB2022PLC055755

SHORTER NOTICE

To
All the Shareholders,

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF M/S. SAEL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY, THE 30TH DAY OF APRIL 2022 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT H.NO-44 MODEL TOWN, GURUHARSAHAI, DISTT. FEROZEPUR, PUNJAB- 152022 TO TRANSACT THE FOLLOWING MATTERS AS SPECIAL BUSINESS:

1. **APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT 2013**

   To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 179, 186 and all other applicable provisions, if any, of the Act and rules made thereunder, the Memorandum of Association and Articles of Association of the Company and subject to other statutory applicable provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, sanctions and permissions, as may be necessary, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which shall be deemed to include any Committee of Directors or Director(s) or official(s) of the Company for the time being authorised by the Board to exercise powers conferred on the Board by this resolution) for providing any guarantee(s) and/or providing any security(ies), or making Investment and/or providing loans to any person or other bodies corporate, from time to time, for suchamount(s), as the Board may in its absolute discretion determine even if such loans, guarantees and securities together with the aggregate of loan(s) made, guarantee(s) given, security(ies) provided and investment(s) made from time to time, is in excess of the ceiling prescribed under Section 186 of the Act computed on the basis of the audited accounts of the financial year immediately preceding the financial year in which such loans have been made, guarantees have been given and securities have been provided. Provided that the aggregate of loans made, guarantees given, securities provided, and investment made at any time (apart from the loan(s) / guarantee(s)/ security(ies) / investments already given/made/held by the Company) shall not exceed Rs. 1000,00,00,000/- (Rupees One Thousands Crores only).

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps as may be necessary for making loans, providing guarantees or providing security and for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental to give effect to this Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form MGT-14, with the Registrar of Companies, Chandigarh."

2. INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 100,000/- (Rupees One Lac Only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten each) be and is hereby increased to Rs. 66,00,00,000/- (Rupees Sixty Six Crore Only) divided into 6,60,00,000 (Six Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 66,00,00,000/- (Rupees Sixty Six Crore Only) divided into 6,60,00,000 (Six Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Mr. Jasbir Singh, Director and Mr. Sukhbir Singh, Director of the Company be and are hereby severally authorized to file the required forms/returns with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

3. TO APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014 and subject to all the applicable laws and regulations, the approval of the Members be and is hereby accorded to amend the Main Object in Clause No. III (A) of the Memorandum of Association of the Company."

"RESOLVED FURTHER THAT the consent of the members be and are hereby accorded to amend the Main Object in Clause No. III (A) of the Memorandum of Association of the Company as follow:

1. To carry on the business of manufacturing, processing and trading of all kinds of Agri products.
2. To carry on the business of preservation, dehydration, freezing, freezes drying, canning, tinning, bottling and packing of all kinds of Agri products by way of establishing, purchasing, acquiring or operating cold storages, warehouses, dry storage warehouses.

3. To carry on the business of production, collection, distribution, generation and transmission of Electricity and to build and operate hydro-electric power plants, solar energy Power Plants, waste to energy Power Plants, and other power plants using non-conventional fuels.

4. To provide engineering, procurement and construction services (EPC), acquire, deal, construct, lay down, establish, promote, erect, build, install, commission, carry-out and run all power plants, solar electrical, biomass electrical, electric substations, workshops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution and supply of electricity of participating industries and also to provide regular services for repairing and maintenance of all distribution and supply lines.

5. To acquire any partnership/ proprietorship / Association of persons / Limited Liability Partnership / body corporate or any other legal entities and to make investment in any of the above entities.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form MGT-14 as return of alteration with the Registrar of Companies, Chandigarh."

By the order of the Board of
SAEL Industries Limited

Sd/-
Vishal Garg
Company Secretary
M. No. F-6867

Place: Delhi
Date: 30.04.2022

NOTES :

1. A member entitled to attend and vote in this Extra Ordinary General Meeting, may appoint a proxy to attend and instead of himself/herself. Such proxy need not be a member of the company.

2. The instrument appointing a proxy duly stamped and executed for use at the meeting must be lodged at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

4. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses with the Company. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company.

5. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 09.00 A.M. to 06.00 P.M. upto the date of Extra Ordinary General Meeting.

6. Members are requested to inform any change in their addresses immediately to the company.

7. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto and forms part of this Notice.

By the order of the Board of
SAEL Industries Limited

Sd/-
Vishal Garg
Company Secretary
M. No. F-6867

Place: Delhi
Date: 30.04.2022

Explanatory Statement under Section 102 of the Companies Act, 2013 to the accompanying notice

ITEM NO. 1:-

Section 186 of the Companies Act, 2013 puts a limit of up to sixty percent of the paid-up share capital and free reserves and security premium account of the Company or one hundred percent of the free reserves and security premium account of the Company whichever is more, that the board of directors in their usual dealings with the funds of the Company will be able to (a) provide loans, guarantees, Investment or security in connection with a loan/ financial assistance made to any person or other bodies corporate.

Any loans, guarantees or security provided in excess of the aforesaid percentage, is subject to the prior approval of the members of the Company by way of Special Resolution.

To comply with those provisions, the Board has proposed the resolution in the corresponding item for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

ITEM NO. 2:-

The present Authorised Share Capital of the Company stands Rs. 100,000/- (Rupees One Lac Only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Company is required more funds to meet the growing funds requirement of the company. Company has plan to issue new Share Capital. Therefore it is proposed to increase the Authorised Share Capital of the Company from the existing of Rs.100,000/- (Rupees One Lac Only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 66,00,00,000/- (Rupees Sixty Six Crore Only) divided into 6,60,00,000 (Six Crore Sixty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

On increase of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Shareholders to increase the Authorised Share Capital and to amend the said Clause.
The proposed increase of authorised share capital and consequent alteration of Memorandum of Association requires approval of the shareholders of the Company by way of Ordinary Resolution as set out in item no.2 of the notice. The Board therefore seeks approval for the same.

None of the Director or any of their relatives is, in any way concerned or interested, in the above resolutions set out at Item No. 2.

ITEM NO. 3:-

It is proposed to reduce the Main Object of the Company. Which are not required for the future purposes. For this purpose, company is required to change its object clause of Memorandum of Association by passing Special Resolution of Members.

Therefore, the Board recommends the Special Resolution set out in the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

By the order of the Board of
SAEL Industries Limited

Sd/-
Vishal Garg
Company Secretary
M. No. F-6867

Place: Delhi
Date: 30.04.2022

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING – 30TH APRIL, 2022

Registered Folio No./DP ID No./Client ID No.:

Number of Shares held

I certify that I am a member/proxy/authorised representative for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Saturday, the 30th day of April, 2022 at 11:00 A.M. At the registered office of the Company at H.No-44 Model Town, Guruharsahai, Distt. Ferozepur, Punjab- 152022.

....
Name of the member/proxy (in BLOCK Letters) Signature of the member/proxy

Note:

1. Shareholders/Proxy holders wishing to attend the meeting should bring the duly filled attendance slip for the meeting.

Form No. MGT-11

PROXY FORM

[*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (*Management and Administration*) Rules, 2014]*

EXTRA-ORDINARY GENERAL MEETING – 30TH APRIL, 2022

Name of the Member(s): Registered address: E-mail Id: Folio No/ Clint Id: DP ID:

I/ We, being the Member of …… Equity Shares of SAEL Industries Limited hereby appoint:

1. Name: …….....
   Address:.....
   E-mail Id:.....
   Signature: ……....., or failing him/her

2. Name: …….....
   Address:.....
   E-mail Id:.....
   Signature: ……....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of members of the Company, to be held on Saturday, the 30th day of April, 2022 at 11:00 A.M. At the registered office of the Company at H.No-44 Model Town, Guruharsahai, Distt. Ferozepur, Punjab- 152022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1.	APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT 2013
2.	INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION
3.	TO APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Signed this …..... day of…….....2022

Signature of Shareholder:.....

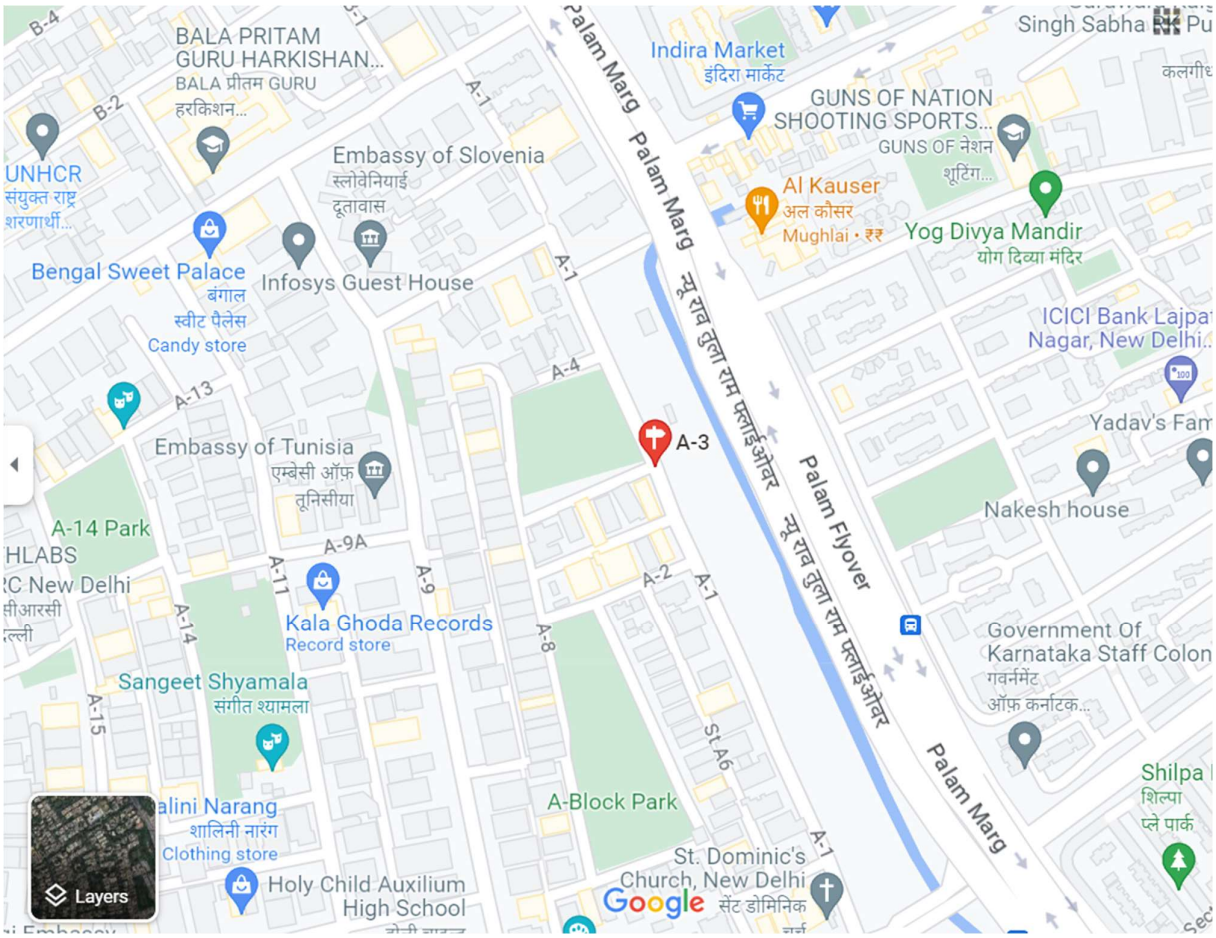
Signature of Proxy holder(s):.....

Affix Revenue Stamp of Rs.1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Extra-Ordinary General Meeting.

Route Map:


BALA PRITAM GURU HARKISHAN...
BALA प्रीतम GURU हरकिशन...
UNHCR
संयुक्त राष्ट्र शरणार्थी...
Embassy of Slovenia
स्लोवेनियाई दूतावास
Bengal Sweet Palace
बंगाल स्वीट पैलेस
Candy store
Infosys Guest House
Indira Market
इंदिरा मार्केट
GUNS OF NATION SHOOTING SPORTS...
GUNS OF नेशन शूटिंग...
Al Kauser
अल कौसर
Mughlai · ₹₹
Yog Divya Mandir
योग दिव्या मंदिर
Palam Marg
न्यू राव तुला राम फ्लाईओवर
Palam Flyover
ICICI Bank Lajpat Nagar, New Delhi...
Yadav's Fam
Nakesh house
A-3
Embassy of Tunisia
एम्बेसी ऑफ़ तूनिसीया
A-14 Park
HLABS
C New Delhi
Kala Ghoda Records
Record store
Sangeet Shyamala
संगीत श्यामला
Government Of Karnataka Staff Colon
गवर्नमेंट ऑफ़ कर्नाटक...
Shilpa
शिल्पा प्ले पार्क
A-Block Park
St. Dominic's Church, New Delhi
सेंट डोमिनिक
Holy Child Auxilium High School
Layers
Google