NOTICE

To
All the Shareholders,

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF M/S. SAEL INDUSTRIES LIMITED WILL BE HELD ON MONDAY, THE 4TH DAY OF JULY, 2022 AT 11.00 A.M.AT A-4, SECOND FLOOR, GREEN PARK MAIN, NEW DELHI-110016 TO TRANSACT THE FOLLOWING MATTERS AS SPECIAL BUSINESS:

1. OFFER AND ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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 42, 62(1)(c) and any other applicable provisions, if any, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and the provision of Articles of Association of the Company, the consent, approval and sanction is hereby granted to offer on preferential basis 46,122,097 Equity Shares of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 140/- (Rupees One Hundred Forty only) each to the following identified persons at the following terms and conditions of issue.

S. No.	Name of the Identified Persons	Number of Equity Shares offered
1	Jasbir Singh	10,702,415
2	Sukhbir Singh	10,782,816
3	Jatin Awla	2,170,710
4	Seema	4,419,511
5	Palki Awla	5,047,468
6	Laxit Awla	1,262,600
7	Harsh Awla	1,193,073
8	Gobind Awla	3,333
9	Sukhbir Singh HUF	1,449,270
10	Jasbir Singh and Sons HUF	1,600,368
11	Harjagat Awla	3,333
12	Gobind Dhaam Renewable Energy Pvt. Ltd.	2,013,600
13	Sukhbir Solar Energy Pvt. Ltd.	823,870
14	Gobind Infra Private Ltd.	810,653
15	Sukhbir Logistics Pvt. Ltd.	1,606,000
16	SAEL Overseas Limited	720,000
17	Harjagat Infra Pvt. Ltd.	1,305,333
18	Sindh Renewable Power Pvt. Ltd.	207,744
	TOTAL	**46,122,097**

i) Objects of the Issue

To get succession of M/s HSA & Sons, a partnership firm

(ii) The total number of equity shares to be issued

It is proposed to issue 46,122,097 Equity Shares of Rs. 10/- (Ten) each at a premium of Rs. 140/- (One Hundred Forty) each aggregating to Rs. 6,918,314,550/-

(iii) The price or price band at/ within which the allotment is proposed

It is proposed to issue and allot equity shares at a price of Rs. 150/- per share.

(iv) Basis on which the price has been arrived at along with report of the registered valuer

The issue price of Rs.150/- per Equity Share has been calculated on the basis of discounted cash flow method at a premium of Rs. 140/- per shares of face value of Rs. 10/- each.

(v) The class or classes of persons to whom the allotment is proposed to be made;

It is proposed to issue equity shares to Existing Shareholders, Promoters, Directors of the Company and their relatives and other body corporates.

(vi) Intention of Promoters, Directors or Key managerial Personnel to subscribe the offer

To get succession of M/s HSA & Sons, a partnership firm.

(vii) The proposed time within which the allotment shall be completed

Allotment of equity shares will be completed within a period of 12 months from the date of passing of special resolution.

(viii) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

S. No.	Name of Proposed Allottees	Existing No. of Equity Shares	Proposed allotment of Equity Shares	Total	% of post preferential offer Capital i.e. Total No. of Shares after allotment 46,129,097
1	Jasbir Singh	1,000	10,702,415	10,703,415	23.2
2	Sukhbir Singh	1,000	10,782,816	10,783,816	23.37
3	Jatin Awla	1,000	2,170,710	2,171,710	4.71
4	Seema	1,000	4,419,511	4,420,511	9.58
5	Palki Awla	1,000	5,047,468	5,048,468	10.94
6	Laxit Awla	1,000	1,262,600	1,263,600	2.74
7	Harsh Awla		1,193,073	1,193,073	2.58
8	Gobind Awla	1,000	3,333	4,333	0.01
9	Sukhbir Singh HUF		1,449,270	1,449,270	3.14

10	Jasbir Singh and Sons HUF		1,600,368	1,600,368	3.47
11	Harjagat Awla		3,333	3,333	0.01
12	Gobind Dhaam Renewable Energy Pvt. Ltd.		2,013,600	2,013,600	4.37
13	Sukhbir Solar Energy Pvt. Ltd.		823,870	823,870	1.79
14	Gobind Infra Private Ltd.		810,653	810,653	1.76
15	Sukhbir Logistics Pvt. Ltd.		1,606,000	1,606,000	3.48
16	SAEL Overseas Limited		720,000	720,000	1.56
17	Harjagat Infra Pvt. Ltd.		1,305,333	1,305,333	2.83
18	Sindh Renewable Power Pvt. Ltd.		207,744	207,744	0.45
	TOTAL	**7,000**	**46,122,097**	**46,129,097**	**100**

(ix) The change in control, if any, in the Company that would occur consequent to the preferential offer

There won't be any change in the control of the Company after the allotment of preferential allotment.

(x) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: N.A.

(xi) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The allotment will be made to the partners of M/s HSA & Sons in the ratio of capital stood in the Books of account of M/s HSA & Sons.

(xii) Mode of Allotment: Shares will be issued in Demat form.

(xiii) Terms of payment: The shares will be issued for consideration other than cash. The consideration is the capital contributed by all the partners of M/s HSA & Sons in the form of their Shareholding in M/s SAEL Limited.

(xiv) The pre issue and post issue shareholding pattern of the Company is as follows

Category	Pre Issue		Post Issue	
	No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
Promoters holding				
Indian:				
Individual	7000	100	38,641,897	83.76
Bodies Corporate	0	0	0	0
Sub total	**7000**	**100**	**38,641,897**	**83.76**
Foreign Promoters	0	0	0	0
Subtotal (A)	0	0	0	0
Non promoters' shareholding	0	0	0	0
Institutional Investors	0	0	0	0
Non-institution:	0	0	0	0
Private Corporate Bodies	0	0	7,487,200	16.24
Directors and Relatives	0	0	0	0
Indian Public	0	0	0	0
Others (including NRIs)	0	0	0	0
Subtotal (B)	0	0	0	0
Grand Total	7000	100	46,129,097	100

RESOLVED FURTHER THAT the said Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT the above terms and conditions be and are hereby approved.

RESOLVED FURTHER THAT the draft Offer Letter is hereby approved.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate."

2. TO RESTATE THE MAIN OBJECT IN CLAUSE NO. III (A) OF THE 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 restate 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 restate 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, coal based thermal power plants, oil based thermal power plants, solar energy Power Plants, waste to energy Power Plants, and other power plants using 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 work with any government / semi government / private authorities as a work contractor for the manufacturing / trading of any type of arms, ammunitions & defense equipment's and for any of the above business.

6. To acquire the running business of Partnership firm M/s HSA & Sons engaged in the business of trading of securities and continue to run the same business.

7. To acquire any other 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."

3. AUTHORITY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OF, TO MORTGAGE/CREATE CHARGES ON THE PROPERTIES 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members of the Company be and are hereby accorded to the Board of Directors of the Company for creation of charge / mortgage / pledge / hypothecation / security on all or any of the immovable and movable properties, tangible and intangible assets of the Company, wherever situated, both present and future and the whole or any part of undertakings of the Company in such form and in such manner as the Board of Directors may think fit, for securing any loans and/or advances already obtained or that may be obtained from any financial institutions/banks/insurance companies or person or persons, and all interests including compound /additional interest, commitment charges, costs, charges, expenses and all other moneys payable by the Company to the concerned lenders within the overall limit for Rs 5,000 Crores/- (Rupees Five Thousand Crores Only).

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

4. APPROVAL FOR AUTHORISATION TO BORROW MONEY

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, consent of the Members of the Company be and are hereby accorded to Board of Directors of the Company to borrow and raise such sum as may be required for the purposes of the business of the Company, as it may deem fit and proper notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, if any, shall not exceed Rs. 5,000 Crores (Rupees Five Thousand Crore Only) outstanding at any one time and that for the implementation of this resolution the Board act jointly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to discuss, negotiate and finalize the terms and conditions of the proposed borrowings or giving guarantees which they may deem fit in the interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By the order of the Board of
SAEL Industries Limited

Sd/-
Place: Delhi **Vishal Garg**
Date: 02.06.2022 **Company Secretary**
M. No. F-6867

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: 02.06.2022

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

ITEM NO.1

To offer on preferential basis 46,122,097 Equity Shares of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 140/- (Rupees One Hundred Forty only), the consent of the Shareholders of the Company is required by way of Special Resolution for issuing the Equity Shares, in terms of the provisions of Section 42, 62(1)(c) and any other applicable provisions, if any, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013.

-Issue size, number of Equity Shares to be issued and nominal value of each share	Issue size of Rs.6,918,314,550/- divided into 46,122,097 Shares of Rs. 10/- each at a premium of Rs. 140/- each.
Nature of Shares	The new shares shall rank pari-passu with the existing equity shares of the Company.
Objective of the Issue	To issue of shares in consideration of succession of partnership firm M/s HSA & Sons.
Manner of Issue	Issue of Equity Shares on Preferential Basis
Issue Price	Face Value of Rs. 10/- each at a premium of Rs. 140/- each.
The basis on which the price has been arrived	Based on the valuation report by a Registered Valuer
Terms of Issue	I. Face Value per share: Rs. 10/- fully paid up; II. Premium per share: Rs. 140/- III. Mode of Allotment: Shares will be issued in Demat form.

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

All 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 Company has Incorporated with the main objects to manufacture, processing and trading of all kinds of Agri products, warehousing services and to production, collection, distribution, generation and transmission of Electricity through hydro-electric power plants, coal based thermal power plants, oil based thermal power plants, solar energy power plants, waste to energy Power plants and other Power Plants and other Power plants using conventional fuels and other related activities.

Further the company informed to the members that the company is required to restate the Main objects of the Company for further purposes. For this purpose, Company is required to take approval of the members by passing of special resolution.

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 proposed special resolution.

ITEM NO. 3

The Company is approaching various Banks and/or Financial Institutions and/or any other lending institutions for financial assistance for meeting the finance need for existing and future Solar Power Projects of the Company. For the said purpose, the Company is required to create charge / mortgage / pledge / hypothecation / security on all or any of the immovable and movable properties, tangible and intangible assets of the Company, wherever situated, both present and future and the whole or any part of undertakings of the Company for securing loan/financial assistance within the overall limit of Rs. 5,000 Crores (Rupees Five Thousand Crore Only).

Pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, this resolution requires approval of the members by way of passing of special resolution. Hence, the Board recommends the said enabling resolution for the approval of 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 proposed special resolution.

The Board recommends the Special Resolution set forth in notice for the approval of the Members.

ITEM NO. 4

Keeping in view the Company's existing and future financial requirements in respect of Projects of the Company, the Company requires additional funds. For this purpose, the Company is desirous to raise funds from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto Rs. 5,000 Crores (Rupees Five Thousand Crore Only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Hence, the Board recommends the said enabling resolution for the approval of 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 proposed special resolution.

The Board recommends the Special Resolution set forth in notice for the approval of the Members.

By the order of the Board of
SAEL Industries Limited

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

Place: Delhi
Date: 02.06.2022

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING – 4TH JULY 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 Thursday, the 4th Day of July 2022 at 11:00 A.M. At A-4, Second Floor, Green Park Main, New Delhi-110016.

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

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 – 04TH JULY 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 Thursday, the 4th Day of July 2022 at 11:00 A.M. At A-4, Second Floor, Green Park Main, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1.	OFFER AND ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS
2.	TO RESTATE THE MAIN OBJECT IN CLAUSE NO. III (A) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY
3.	AUTHORITY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OF, TO MORTGAGE/CREATE CHARGES ON THE PROPERTIES OF THE COMPANY
4.	APPROVAL FOR AUTHORISATION TO BORROW MONEY

Signed this …..... day of…….....2022

Signature of Shareholder:.....

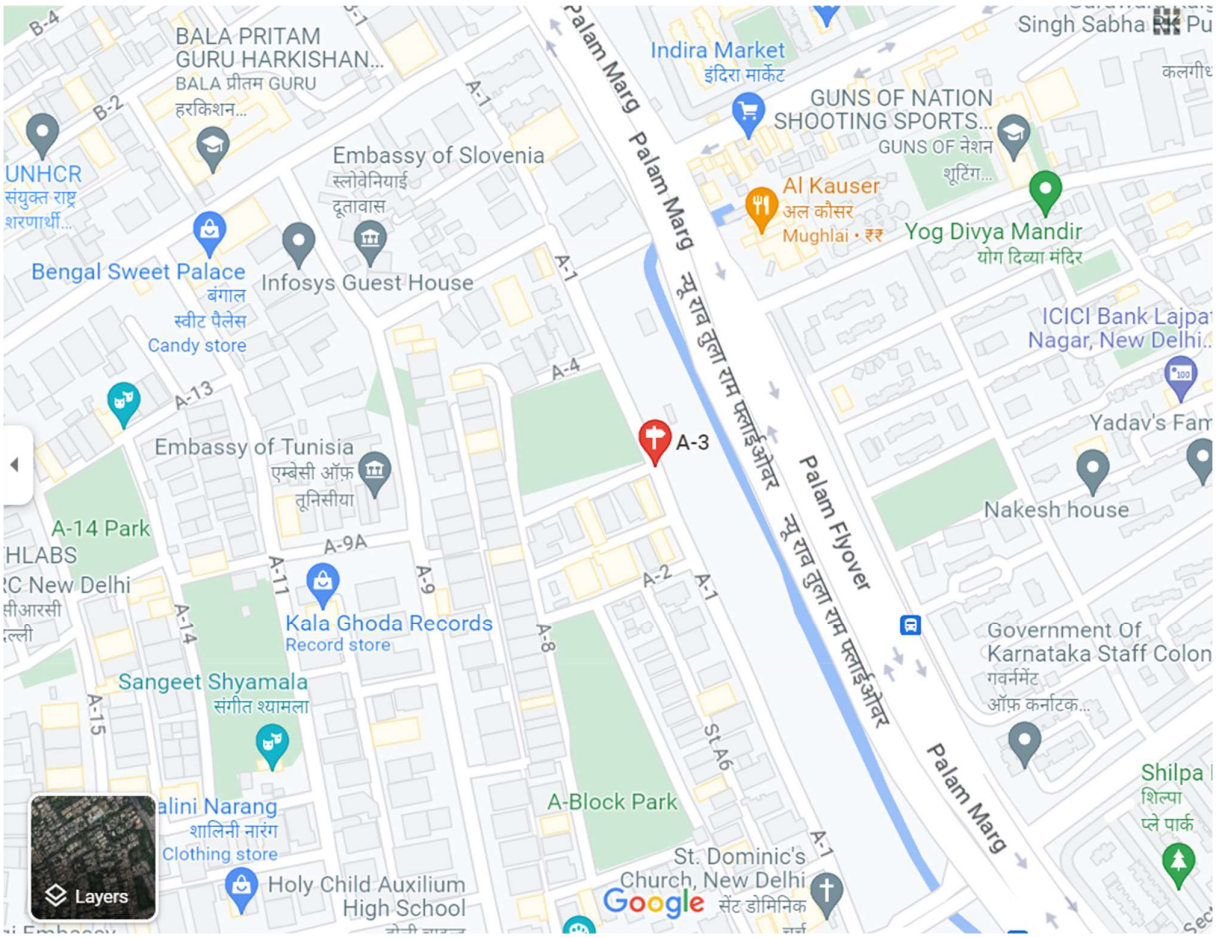
Signature of Proxy holder(s):.....

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
Embassy of Tunisia
एम्बेसी ऑफ़ तूनिसीया
A-14 Park
HLABS
C New Delhi
Kala Ghoda Records
Record store
Sangeet Shyamala
संगीत श्यामला
alini Narang
शालिनी नारंग
Clothing store
Holy Child Auxilium High School
Layers
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
नू राव तुला राम फ्लाईओवर
Palam Flyover
A-3
ICICI Bank Lajpat Nagar, New Delhi...
Yadav's Fam
Nakesh house
Government Of Karnataka Staff Colon
गवर्नमेंट ऑफ़ कर्नाटक...
Shilpa
शिल्पा प्ले पार्क
A-Block Park
St. Dominic's Church, New Delhi
सेंट डोमिनिक
Google
A-1
A-2
A-4
A-8
A-9
A-9A
A-11
A-13
A-14
A-15
St A6
B-2
B-4