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 TUESDAY 24TH DAY OF JANUARY, 2023 AT 03:00 P.M AT A-4, SECOND FLOOR, GREEN PARK MAIN, NEW DELHI-110016. TO TRANSACT THE FOLLOWING MATTERS AS SPECIAL BUSINESS:

1. **APPROVAL TO EXEMPT THE G.D. SINGHAL & ASSOCIATES, JOINT STATUTORY AUDITORS OF THE COMPANY TO ATTEND THE EXTRA-ORDINARY GENERAL MEETING**

   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 section 146 of the Companies Act, 2013 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to the Board of Directors to consider giving exemption to G. D. Singhal & Associates, Joint Statutory Auditors of the Company to attend this Extra-Ordinary General Meeting of the Company."

2. **APPROVAL TO EXEMPT THE WALKER CHANDIOK & CO LLP, JOINT STATUTORY AUDITORS OF THE COMPANY TO ATTEND THE EXTRA-ORDINARY GENERAL MEETING**

   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 section 146 of the Companies Act, 2013 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to the Board of Directors to consider giving exemption to Walker Chandiok & Co LLP, Joint Statutory Auditors of the Company to attend this Extra-Ordinary General Meeting of the Company."

3. **TO 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 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) and the rules made thereunder, and the applicable provisions of the articles of association of the Company, as amended from time to time, the consent of the members be and are hereby granted to increase the Authorised Share Capital of the Company from existing 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 to Rs. 78,38,00,000/- (Rupees Seventy Eight Crores Thirty Eight Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity

Shares of Rs. 10/- (Rupees Ten) each and 1,23,80,000 (One Crore Twenty Three Lakhs Eighty Thousand) Preference Shares of Rs 10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, approval of the Members of the Company be and are hereby accorded, for amendment of Clause V of the Memorandum of Association of the Company by deletion of the same and substituting in place and stead thereof the following new clause:

V. The Authorized Share Capital of the Company is Rs. 78,38,00,000/- (Rupees Seventy Eight Crores Thirty Eight Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,23,80,000 (One Crore Twenty Three Lakhs Eighty Thousand) Preference Shares of Rs 10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT Mr. Jasbir Singh and Mr. Sukhbir Singh, Directors 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."

By the order of the Board of
SAEL Industries Limited

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

Place: Delhi
Date: 24.01.2023

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: 24.01.2023

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

ITEM NO.1

It is proposed to the members to exempt G. D. Singhal & Associates, Joint Statutory Auditors of the Company, to attend this Extra-Ordinary General Meeting of the Company. For this purpose, the Company is required to take approval of the members by passing of ordinary resolution.

Therefore, the Board recommends the Ordinary 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.2

It is proposed to the members to exempt Walker Chandiok & Co LLP, Joint Statutory Auditors of the Company, to attend this Extra-Ordinary General Meeting of the Company. For this purpose, the Company is required to take approval of the members by passing of ordinary resolution.

Therefore, the Board recommends the Ordinary 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 present Authorised Share Capital of the Company stands 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.

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. 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 to Rs. 78,38,00,000/- (Rupees Seventy Eight Crores Thirty Eight Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,23,80,000 (One Crore Twenty Three Lakhs Eighty Thousand) Preference 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.3 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. 3.

By the order of the Board of
SAEL Industries Limited

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

Place: Delhi
Date: 24.01.2023

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING – 24TH JANUARY 2023

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 24TH DAY OF JANUARY, 2023 AT 03:00 P.M AT A-4, SECOND FLOOR, GREEN PARK MAIN, NEW DELHI-110016.

....
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 – 24TH JANUARY 2023

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 24TH DAY OF JANUARY, 2023 AT 03:00 P.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.	APPROVAL TO EXEMPT THE G.D. SINGHAL & ASSOCIATES, JOINT STATUTORY AUDITORS OF THE COMPANY TO ATTEND THE EXTRA-ORDINARY GENERAL MEETING
2.	APPROVAL TO EXEMPT THE WALKER CHANDIOK & CO LLP, JOINT STATUTORY AUDITORS OF THE COMPANY TO ATTEND THE EXTRA-ORDINARY GENERAL MEETING
3.	TO INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

Signed this …..... day of…….....2023

Signature of Shareholder:.....

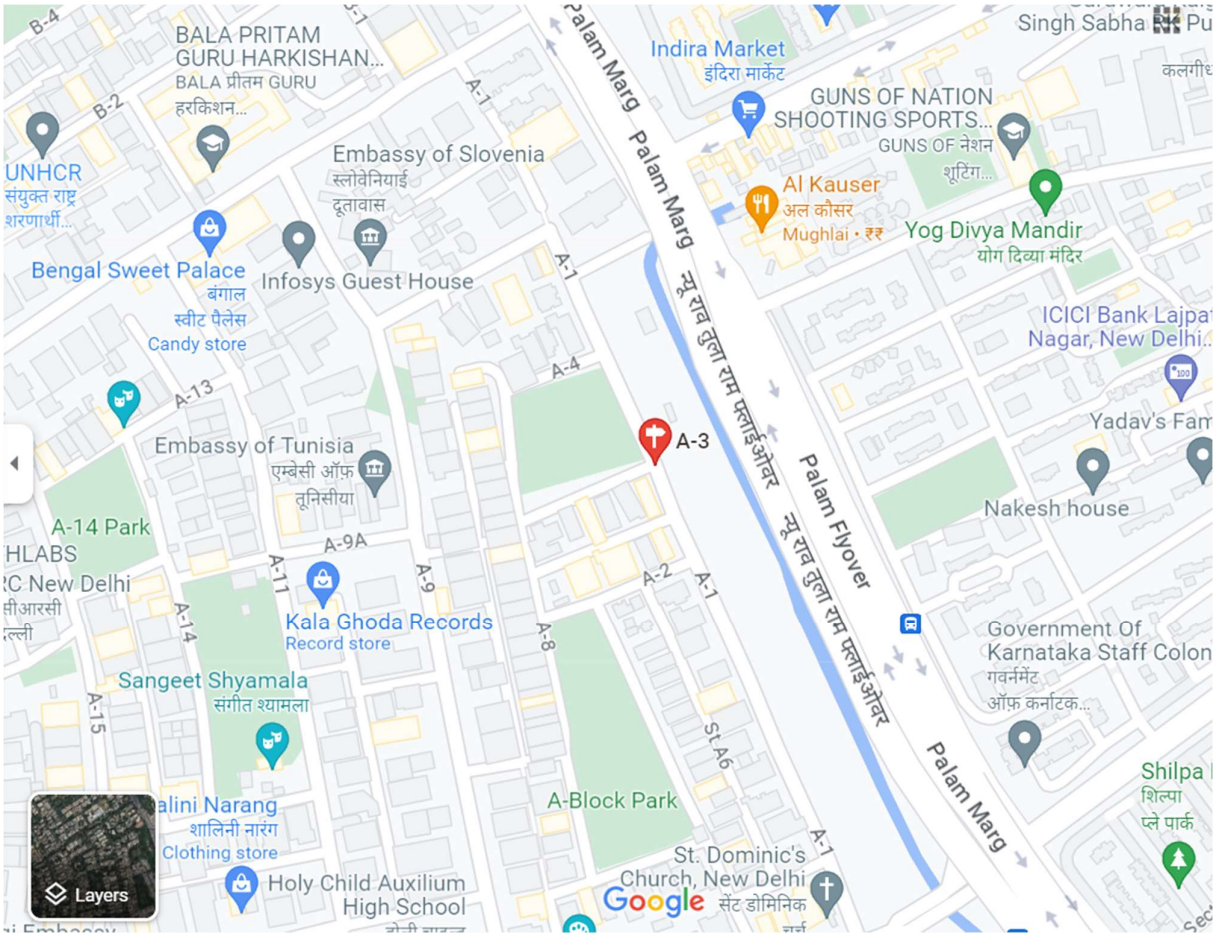
Signature of Proxy holder(s):.....

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
alini Narang
शालिनी नारंग
Clothing store
Holy Child Auxilium High School
St. Dominic's Church, New Delhi
सेंट डोमिनिक
Google
Layers