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 WEDNESDAY, THE 29TH DAY OF MARCH 2023 AT 12:00 NOON AT A-3, 1ST FLOOR, GREEN PARK MAIN, NEW DELHI-110016. TO TRANSACT THE FOLLOWING MATTERS AS SPECIAL BUSINESS:

1. **CREATION OF SECURITY AND PROVIDING GUARANTEE.**

   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, Section 185, Section 186 and other applicable provisions of the Companies Act, 2013, and rules and regulations made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws, consent of the members of the Company be and is hereby given to the Board for giving any guarantee or providing any security (if required) in favour or for the benefit of Asian Development Bank (the "Lender" which term shall include its successors, transferees and assignees) for the facilities ("Facilities") proposed to be availed by Chattargarh Renewable Energy Private Limited, Sardarshahar Agri Energy Private Limited, TNA Renewable Energy Private Limited, VCA Power Private Limited and KTA Powers Private Limited (collectively the "Borrowers and each a "Borrower") respectively from Asian Development Bank ("Lender") as per the terms of respective facility agreements proposed to be executed between the Borrowers and the Lender ("Facility Agreements"), together with all interest, default interest, principal amounts, any fee, costs, charges, commissions, expenses and other monies whatsoever stipulated in or payable under the Finance Documents and any other agreements and amendments thereto that have or may be entered into by the Company and the Borrowers.

2. **EXECUTION OF THE FINANCE DOCUMENTS**

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

   "**RESOLVED THAT** the consent of the members be and is hereby accorded to the Board to negotiate, finalize and execute with the Lender, such Finance Documents to which the Company is a party for securing of the Facilities, guaranteeing the repayment obligations of the Borrowers under the Finance Documents, creating the aforesaid charges, pledges, hypothecations, liens or other encumbrances/security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds and things as may be necessary to give effect to this resolution including but not limited to (a) the finalization of the detailed terms and conditions for the Finance Documents in such form and format as may be finalised by the Authorised Signatories in connection with issuance of the Facility being availed by the Borrowers; (b) the creation and perfection of security in relation to the Facilities; (c) the negotiation and signing of all Finance Documents in relation to securing the Facilities, on behalf of the Company including filing of necessary forms and documents (including with the jurisdictional Registrar of Companies and/or the relevant depository within the time

prescribed therefor), and (d) the delegation of powers in this regard to any person(s) as the Board deems fit."

"RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by the directors and the company secretary of the Company and may be furnished to any relevant person(s)/ authority (ies) as and when required"

By the order of the Board of
SAEL Industries Limited

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

Place: Delhi
Date: 21.03.2023

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: 21.03.2023

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

ITEM NO.1

The Facility being availed by the Borrowers is proposed to guaranteed by the Company and pursuant to the provisions of section 180, Section 185 and Section 186 of the Companies Act, 2013 the approval of the members of the Company through special resolution is required for giving any guarantee or providing any security in connection with the Facilities proposed to be availed by the Borrower.

Pursuant to the provisions of section 180, Section 185 and Section 186 of the Companies Act, 2013 the approval of the members of the Company through Special Resolution is required for creation of Security by the Company in accordance with the terms of the Finance Documents, to secure the facility of the Borrowers.

Hence, the approval of the members of the Company is being sought, for authorizing the Board of Directors of the Company to guarantee the repayment obligations of the Borrowers, and if required create security in favour of the Lender in relation to the Facilities in accordance with the terms of the Finance Documents. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company, in the resolution set out at Item No. 1 of the Notice.

In view of above, the members of the Company recommend the passing of the resolutions set out at Item No. 1 as a Special Resolution

ITEM NO.2

For the purpose of availing the Facility and for providing the loans/guarantees pursuant to the Finance Documents; the approval of members of the Company is being sought for authorising the Board of Directors to exceute the Finance Documents and other related forms, documents / deeds / writings / papers / agreements as may be required in furtherance thereof, including:

(a) the Guarantee and Sponsor Support Agreement;
(b) the Sponsor Loan Agreements; and
(c) any other document as may be required by the Lenders and the Borrowers in relation to the Faculties.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, in the Company, if any, set out at Item No. 2 of the Notice.

In view of above, the members of the Company recommends the passing of the resolutions set out at Item No. 2 as a Special Resolution.

All capitalized terms used but not defined herein under the Explanatory Statement shall have the meanings ascribed to such terms under the respective Facility Agreements.

By the order of the Board of
SAEL Industries Limited

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

Place: Delhi
Date: 21.03.2023

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING – 29TH MARCH 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 WEDNESDAY, THE 29TH DAY OF MARCH 2023 AT 12:00 NOON AT A-3, 1ST 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 – 29TH MARCH 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 WEDNESDAY, THE 29TH DAY OF MARCH 2023 AT 12:00 NOON AT A-3, 1ST 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.	CREATION OF SECURITY AND PROVIDING GUARANTEE
2.	EXECUTION OF THE FINANCE DOCUMENTS

Signed this …..... day of…….....2023

Signature of Shareholder:.....

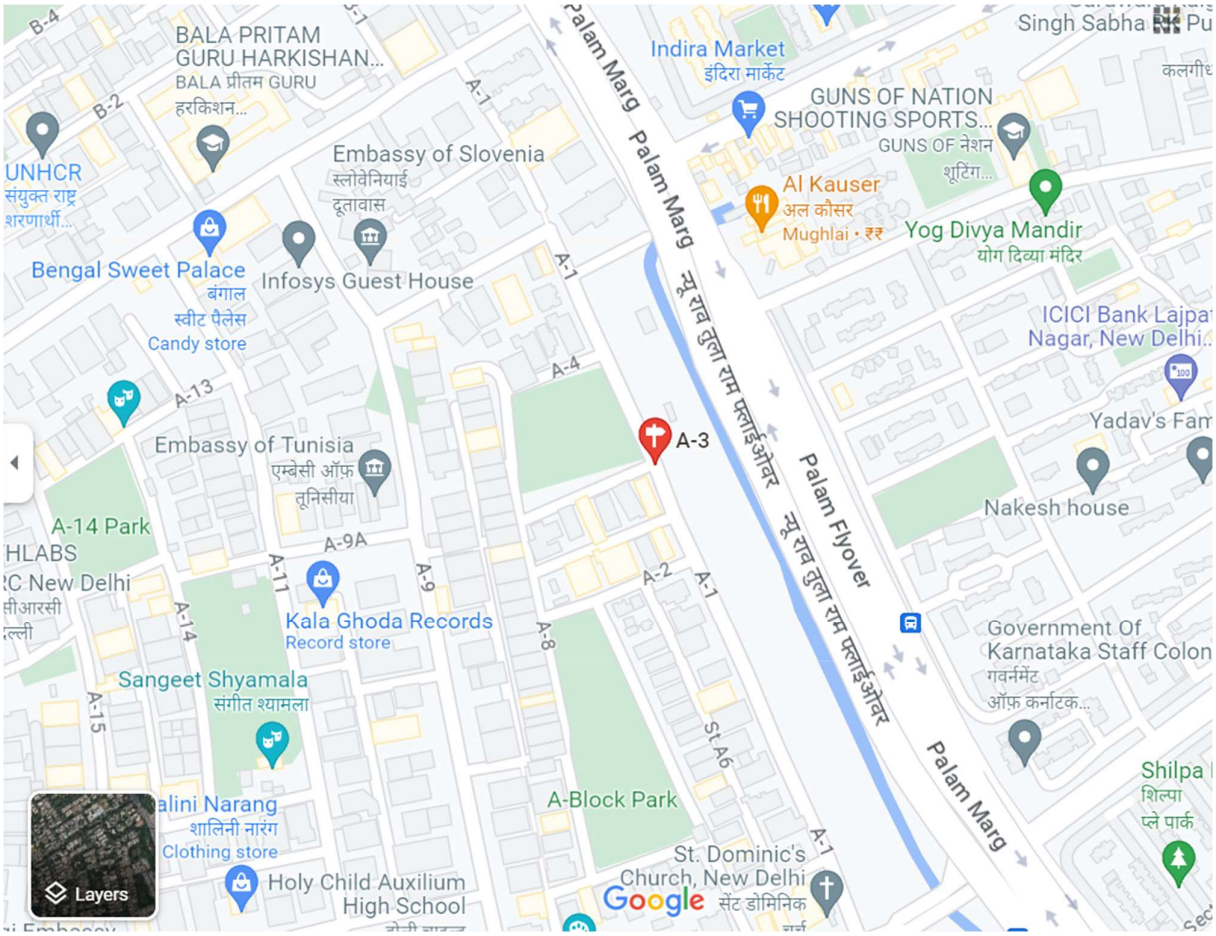
Signature of Proxy holder(s):.....

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
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
ICICI Bank Lajpat Nagar, New Delhi...
Yadav's Fam
Nakesh house
A-3
Palam Marg
न्यू राव तुला राम फ्लाईओवर
Palam Flyover
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