SAEL
SUSTAINABLE & AFFORDABLE ENERGY FOR LIFE

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 THURSDAY, THE 20TH DAY OF APRIL, 2023 AT 12:00 NOON AT A SHORTER NOTICE THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS, THE DEEMED PLACE OF EGM WILL BE A-3, FIRST FLOOR, GREEN PARK MAIN, NEW DELHI- 110016 TO TRANSACT THE FOLLOWING MATTERS AS SPECIAL BUSINESS:

1. TO APPROVE THE APPOINTMENT OF M/S. G.D. SINGHAL & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY

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 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") [including any statutory modification(s) or re-enactment thereof for the time being in force], as recommended by the Board of Directors of the Company, M/s. G.D. Singhal & Associates, Chartered Accountants, (Firm Registration No. 017648N), who have confirmed their eligibility to be appointed as Auditors in terms of Section 141 of the Act and the Rules, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of existing auditors of the Company for the FY 2022-23 till the conclusion of the ensuing Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT Mr. Jasbir Singh and Mr. Sukhbir Singh, Directors of the Company be and are hereby severally authorized to do all such acts, deeds matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

2. TO APPROVE THE APPOINTMENT OF M/S. WALKER CHANDOIK & CO LLP, CHARTERED ACCOUNTANTS AS JOINT STATUTORY AUDITORS OF THE COMPANY

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") [including any statutory modification(s) or re-enactment thereof for the time being in force], M/s. Walker Chandoik & Co LLP, Chartered Accountants, (Firm Registration No. 001076N/N500013), who have confirmed their eligibility to be appointed as Auditors in terms of Section 141 of the Act and the Rules, be and are hereby appointed as Joint Statutory Auditors of the Company for the FY 2022-23 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT Mr. Jasbir Singh and Mr. Sukhbir Singh, Directors of the Company be and are hereby severally authorized to do all such acts, deeds matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

By the order of the Board of
SAEL Industries Limited

Sd/-
Laxit Awla
Director
DIN: 06976288
Add: H. No. 44, Model Town,
Guruharsahai, Ferozepur, Punjab-152022

Place: Delhi
Date: 19.04.2023

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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/-
Laxit Awla
Director
DIN: 06976288
Add: H. No. 44, Model Town,
Guruharsahai, Ferozepur, Punjab-152022

Place: Delhi
Date: 19.04.2023

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

ITEM NO. 1:-

The Company is required to fill the casual vacancy of statutory auditor caused by the resignation of existing statutory auditors of the Company for the FY 2022-23. The Company has proposed the name of M/s. G.D. Singhal & Associates, Chartered Accountants, (Firm Registration No. 017648N) for the same.

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 resolution set out at Item No. 1.

ITEM NO. 2:-

The Company is required to appoint M/S Walker Chandoik & Co LLP, Chartered Accountants as Joint Statutory Auditors of the Company for the FY 2022-23 to dilute the work load of existing statutory auditors and get the statutory audit in most effective manner. The Board proposed to appoint them as Joint Auditor of the Company.

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 resolution set out at Item No. 2.

By the order of the Board of
SAEL Industries Limited

Sd/-
Laxit Awla
Director
DIN: 06976288
Add: H. No. 44, Model Town,
Guruharsahai, Ferozepur, Punjab-152022

Place: Delhi
Date: 19.04.2023

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING – 20TH APRIL, 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 20th day of April, 2023 at 12:00 Noon at a shorter notice through video conferencing (VC)/ Other Audio Visual Means, the deemed place of EGM will be A-3, First 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 – 20TH APRIL, 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 20th day of April, 2023 at 12:00 Noon at a shorter notice through video conferencing (VC)/ Other Audio Visual Means, the deemed place of EGM will be A-3, First 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.	TO APPROVE THE APPOINTMENT OF M/S. G.D. SINGHAL & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY
2.	TO APPROVE THE APPOINTMENT OF M/S. WALKER CHANDOIK & CO LLP, CHARTERED ACCOUNTANTS AS JOINT STATUTORY AUDITORS OF THE COMPANY

Signed this …..... day of…….....2023

Affix Revenue Stamp of Rs.1

Signature of Shareholder:.....

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

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.