SAEL
SUSTAINABLE & AFFORDABLE ENERGY FOR LIFE

NOTICE

To
All the Shareholders,

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (FY 2023-24) OF MEMBERS OF M/S. SAEL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY, THE 07TH DAY OF DECEMBER, 2023 AT 11:00 A.M. AT A SHORTER NOTICE THROUGH PHYSICAL/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. APPROVAL TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION 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 Sections 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules made thereunder, the consent of the Shareholders be and are hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 94,14,00,000/- (Rupees Ninety Four Crores Fourteen Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 2,81,40,000 (Two Crores Eighty One Lakhs Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 97,14,00,000/- (Rupees Ninety Seven Crores Fourteen Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,11,40,000 (Three Crores Eleven Lakhs Forty 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, the consent of the Shareholders be and are hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 97,14,00,000/- (Rupees Ninety Seven Crores Fourteen Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,11,40,000 (Three Crores Eleven Lakhs Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT Mr. Jasbir Singh Managing Director, Mr. Sukhbir Singh and Mr. Laxit Awla, 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."

By the order of the Board of
SAEL Industries Limited

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

Place: Delhi
Date: 06.12.2023

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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 before attending 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: 06.12.2023

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

ITEM NO. 1:-

The present Authorised Share Capital of the Company stands Rs. 94,14,00,000/- (Rupees Ninety Four Crores Fourteen Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 2,81,40,000 (Two Crores Eighty One Lakhs Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each.

The Company is planning to issue Compulsory Convertible Preference Shares (CCPS) to meet the growing fund requirement of the Company. In order to expand the capital base, it is now proposed to increase the Authorised Share Capital from the existing limit of Rs. 94,14,00,000/- (Rupees Ninety Four Crores Fourteen Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 2,81,40,000 (Two Crores Eighty One Lakhs Forty Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 97,14,00,000/- (Rupees Ninety Seven Crores Fourteen Lakhs Only) divided into 6,60,00,000 (Six Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 3,11,40,000 (Three Crores Eleven Lakhs Forty 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. 1 of the notice.

A copy of Memorandum of Association of the Company duly amended will be available at the Registered Office of the Company for inspection during the office hours and copies thereof shall also be made available for inspection at the place of the meeting on the meeting day.

None of the Directors/Key Managerial Personnel of the Company/their relatives, is in any way concerned or interested, in the said resolution.

The Board recommends the said resolution to be passed as an ordinary resolution.

By the order of the Board of
SAEL Industries Limited

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

Place: Delhi
Date: 06.12.2023

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING – 07TH DECEMBER, 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 07th day of December, 2023 at 11:00 A.M. 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 – 07TH DECEMBER, 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 07th day of December, 2023 at 11:00 A.M. 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.	APPROVAL TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Signed this …..... day of…….....2023

Affix Revenue Stamp of Rs.1

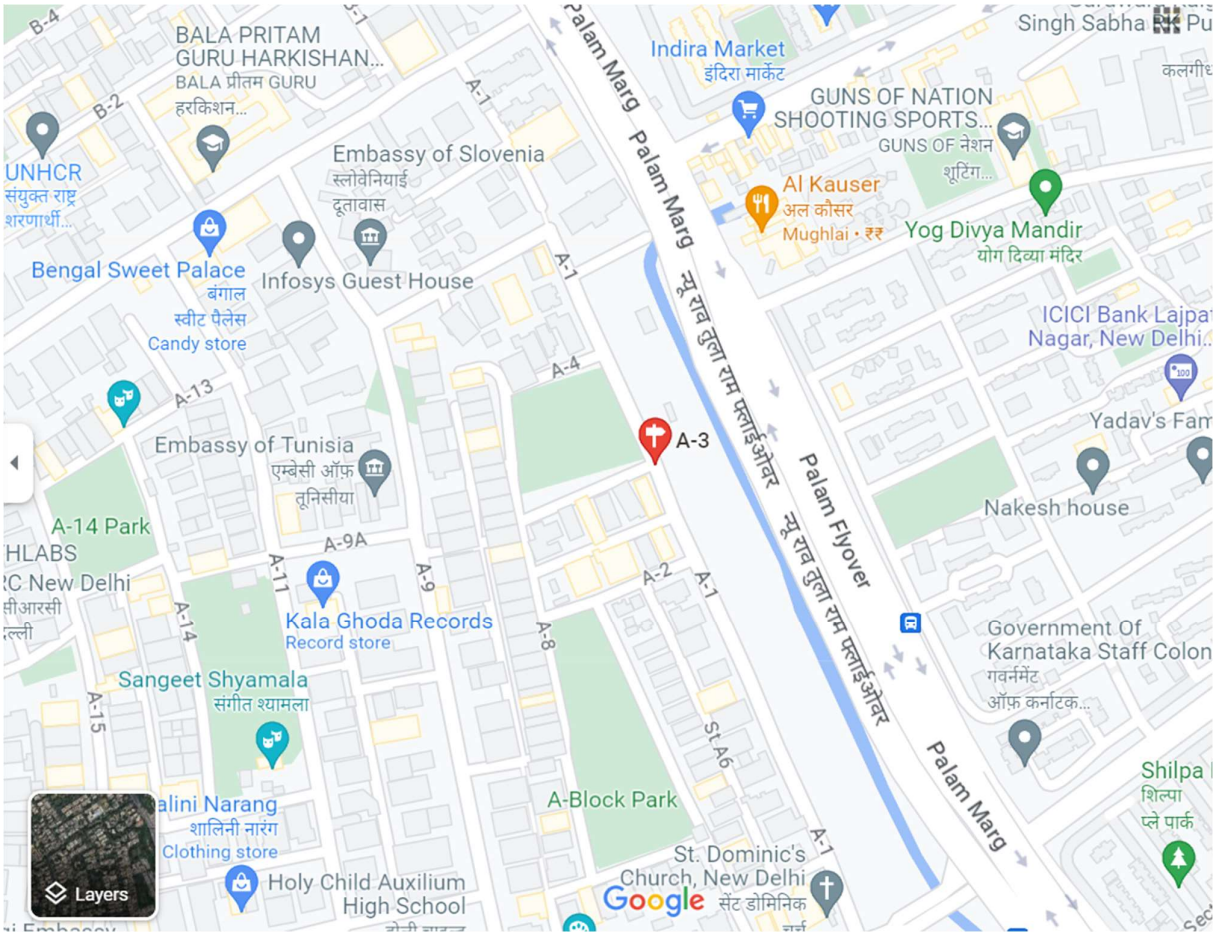
Signature of Shareholder:.....

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.

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
Palam Marg
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 Flyover
न्यू राव तुला राम फ्लाईओवर
Government Of Karnataka Staff Colon
गवर्नमेंट ऑफ़ कर्नाटक...
Shilpa
शिल्पा प्ले पार्क
A-Block Park
St. Dominic's Church, New Delhi
सेंट डोमिनिक
Google
Singh Sabha
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