

# SOUTH ASIAN ENTERPRISES LTD.

**Regd. Office: Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.)**  
**Corp. Off. : 2<sup>nd</sup>Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065**  
**Phone: 011-46656666, FAX: 011-46656699 CIN: L91990UP1990PLC011753,**  
**email: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), website: [www.sael.co.in](http://www.sael.co.in)**

## **NOTICE OF ANNUAL GENERAL MEETING ("AGM")**

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **South Asian Enterprises Limited** will be held at the registered office of the Company at Mikky House, K-Block, Kidwai Nagar, Kanpur-208 011 (U.P.) on Friday, the 22<sup>nd</sup> day of September, 2017 at 12:30 p.m. to transact the following business: -

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2017, the Statement of Profit & Loss for the year ended on that date together with the Report of auditors and directors thereon.
2. To appoint a director in place of Shri T. B. Gupta, (DIN: 00106181) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the auditors and to fix their remuneration and in this connection to consider and if thought fit, to pass following resolution, with or without modification(s), as an **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to the provisions of Section 139,141 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, M/s. Agiwal & Associates, Chartered Accountants, (Firm's Registration No. 000181N) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting (subject to ratification by members at every annual general meeting in intervening period or such other confirmation as may be required under applicable regulations) and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration."

### **SPECIAL BUSINESS:**

4. **Approval for re-appointment of Shri T. B. Gupta (DIN 00106181) as Managing Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 2(51), 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to Article No.108 of the Articles of Association of the Company, consent of the Company be and is hereby accorded for re-appointment of Shri T. B. Gupta, (DIN : 00106181), who is also the Managing Director of VLS Capital Ltd., the holding company, as Managing Director of the Company for a period of three years w.e.f. 30<sup>th</sup> September, 2017, on such remuneration and other terms and conditions as are expressed and contained in the agreement dated 01/08/2017 entered into for this purpose between the Company and the Managing Director.

**RESOLVED FURTHER THAT** Shri T. B. Gupta will be liable to retire by rotation notwithstanding to the contrary provision contained in Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the Managing Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory amendment/modification thereof, from time to time and to do all such things, deeds and acts including delegation of powers herein to any person/committee as may be necessary or expedient for giving effect to the said appointment and in case required to obtain the consent of Company in this regard, to end and intent that it shall be deemed to have been accorded expressly by authority of this resolution."

**By Order of the Board**

For South Asian Enterprises Ltd.

Place: New Delhi  
Date: 01/08/2017

R. C. Pandey  
Company Secretary

### **NOTES: -**

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself. The proxy need not be a member of the company. The appointment of proxy in order to be effective must be lodged at the registered office of the company not less than 48 hours before the commencement of the meeting, in the form enclosed hereto, duly filled and authenticated. Proxy holder shall prove his identity at the time of attending the meeting. A proxy form which does not state the name of the proxy shall be considered invalid.

A proxy may not vote except on a poll.

2. Pursuant to section 105 of Companies Act, 2013 and rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as Proxy for 50 members and holding 10 percent of the total share capital of the Company carrying voting rights. Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. If a person is appointed as proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. The Company has retained **M/s. RCMC Share Registry Pvt. Ltd., ("Registrar & Transfer Agent")** at **B-25/1 First Floor, Okhla Industrial Area Phase-II, New Delhi-110020 (Phone Nos. 011 -26387320, 26387321, 26387323 Fax: 011-26387322)** w.e.f. 01/04/2003 for entire shareholder services. All correspondence, therefore, may be addressed to the said Registrar & Transfer Agent. However, for any further assistance in said matters, queries may be addressed to the Secretarial Department at Corporate Office at 2<sup>nd</sup> floor, 13, Sant Nagar, East of Kailash, New Delhi-110065 Phone No. 011-4665 6666, Fax: 011-4665 6699. Dedicated Investor Services e-mail: [investordesksael@gmail.com](mailto:investordesksael@gmail.com).
5. The extant SEBI listing regulations mandate compulsory procurement of PAN by the Companies of both transferor and transferee to effect the share transfer including transmission/ transposition of shares in physical form of listed companies, whether off market or not. Copy of PAN card of both transferor(s) and transferee(s) is required to be furnished to the Company/RTAs for transfer/ transmission/ transposition of shares. This is for information of all investors.
6. The shares of the Company are traded in Demat segment only, w.e.f. 24<sup>th</sup> July, 2000 in Stock Exchange. **The ISIN allotted to Company is INE118B01010** for both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
7. Members, who are holding shares in identical order of names in more than one Folio i.e. physical form, are requested to write to the 'Registrar & Transfer Agent' of the Company or the Company at its corporate office, to enable the Company to consolidate their holding under one Folio. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in prescribed form No. SH-14, duly filled in, to the 'Registrar & Transfer Agent' of Company. Members are also requested to intimate change in address, if any, to the Company's 'Registrar & Transfer Agent' or to the Company at its corporate office for shares held in physical mode. Members holding shares in Demat (electronic) form are requested to notify any change in address, mandate/bank details/nominations to their depository participants.
8. In the case of joint holders all the holders may attend the meeting, however, the vote of the 1<sup>st</sup> holder shall be accepted to the exclusion of the vote of the other joint holders. In absence of 1<sup>st</sup> holder seniority shall be determined by the order in which the names stand in the Register of Members and the vote of senior most will be accepted. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
9. Members who wish to obtain information about the Company or view the financials of Company, may visit the Company's website viz [www.sael.co.in](http://www.sael.co.in)
10. In terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with rule 20, and 21 of Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI listing regulations for votes cast through e-voting, ballot by post and by poll at AGM on the business to be transacted in AGM of the Company on 22/09/2017, the Board of Directors of the Company has appointed Mr. Ashutosh Aggarwal - Practicing Company Secretary (M.No. A-9972, CoP no. 7467), as the scrutinizer. Shri Ashutosh Aggarwal has consented to act as Scrutinizer for the aforesaid purpose. The Company

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has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

### The procedure with respect to e-voting is provided below: -

- A. In case of members who receive the notice in electronic mode:
- Open e-mail and open PDF file viz. 'SAEL e-voting.pdf' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder - Login'.
  - Insert User ID and password as initial password stated in (a) above. Click on 'Login'.
  - Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
  - Home page of e-voting opens. Click on 'e-voting: Active E-voting Cycles' and select the Electronic Voting Event Number (EVEN) of South Asian Enterprises Limited.
  - Now you are ready for e-voting as 'Cast Vote' page opens.
  - Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted.
  - Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
  - Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/JPG format) of the relevant board resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at [aaggarwal\\_cs@yahoo.com](mailto:aaggarwal_cs@yahoo.com) with a copy marked to NSDL's e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case of members who receive the notice by post:
- User ID and initial password is provided in the separate slip.
  - Please follow the steps from Sl. Nos. (b) to (i) mentioned in (A) above, to cast your vote.
- C. Members already registered with NSDL for e-voting can use their existing User ID and password for Login. Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (A) above, to cast your vote.
- D. In case of any queries, you may refer to the 'Frequently Asked Questions for Shareholders' and e-voting user manual for shareholders available under the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You may also address your queries relating to e-voting to the e-mail ID [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com)
- E. **The period for e-voting will start at 9.00 a.m. on Tuesday, 19<sup>th</sup> September, 2017 and will end at 5.00 p.m. on Thursday, the 21<sup>st</sup> September, 2017. E-voting shall be disabled by NSDL at 5.00 p.m. on 21<sup>st</sup> September, 2017.**
- F. General Information
- Every Client ID No./ Folio No. shall have one e-vote, irrespective of the number of joint holders.
  - Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on Friday, 15<sup>th</sup> September, 2017, the cutoff date. Persons who are not members as on cutoff date should treat this notice for information purposes only.
  - E-voting right cannot be exercised by a proxy.
  - The members may cast their vote by either of the three means viz. e-voting facility, ballot form by post and ballot form at general meeting. In case vote is cast by more than one means then vote cast by e-voting will be

counted and vote by other means will be treated as invalid.

- The results of e-voting alongwith the scrutinizer's report will be available on the Company's corporate website: [www.sael.co.in](http://www.sael.co.in) under the section 'Investor Relations' and on the website of NSDL within three days of conclusion of the AGM. Such results will also be forwarded to the stock exchange where the Company's shares are listed.
- Those persons, who become members of the Company after the dispatch of this notice of the AGM by the Company and whose names appear in the register of members or register of beneficial holders as on the cut-off date i.e. 15<sup>th</sup> September, 2017 may view the notice of the 28<sup>th</sup> AGM on the Company's website or on the website of NSDL. Such members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM. The ballot by post can be exercised by downloading ballot form from the website of the Company and forwarding the duly filled form to Company so as to reach on or before conclusion of AGM. In case of any difficulty Members may contact the Company or its Registrar and Transfer Agent.
  - The register of members of the Company shall remain closed **from 16<sup>th</sup> September, 2017 to 22<sup>nd</sup> September, 2017** (both days inclusive).
  - All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all days between 11:00 a.m. and 1:00 p.m. up to the date of AGM.
  - The submission of form of proxy by a member does not preclude such member from attending and voting at the meeting. The proxy in such event shall not be eligible to attend the meeting. Only bonafide members of the Company whose names appear on the register of members/ proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
  - Explanatory statement, pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at this AGM is annexed hereto and forms part of this notice.
  - Member/Proxies are requested to bring their copies of the annual report along with admission slips to the meeting. As a measure of economy, copies of annual report and admission slips will not be distributed at the AGM.
  - The unclaimed & unpaid dividend upto financial year 1994-95 had been transferred to General Revenue Account of Central Government and can be claimed from Central Government, through Registrar of Companies, U. P. & Uttarakhand. The unclaimed & unpaid dividend for the period from 1995-96 to 1997-98 was transferred in time, to the Investor Education and Protection Fund (IEPF) of Central Government in accordance with Section 205A and 205C of the Companies Act, 1956. Since no dividend had been declared for the year 1998-99 and in subsequent years till date, hence no unclaimed & unpaid dividend remains to be transferred to IEPF.
  - The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its member. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their Depository Participant. Members holding shares in physical form are requested to send their e-mail address to the Registrar and Transfer Agents M/s. RCMC Share Registry Pvt. Ltd., B-25/1, First Floor, Okhla Industrial Area Phase-II, New Delhi-110020.
  - The Company in adherence to its policy to provide par excellence investor service, periodically undertakes to locate members whose share certificate are lying undelivered and promptly sends share certificates upon identification of members. In terms of regulation 39 of SEBI listing regulations, the undelivered shares are required be credited to "Unclaimed Suspense Account" with a depository participant after procedural compliance in this regard. As a consequence inter-alia, the voting rights in respect of such shares shall be stand frozen till shares are restored to members. Further, such shares if remain unclaimed, alongwith dividend for seven years, are liable to be transferred to 'IEPF' alongwith first such unclaimed/unpaid dividend. At present, there are no shares lying undelivered with the Company, however, the members

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are requested in their own interest, to promptly update their address in Company's records by informing respective depository participant, in case shares are held in demat (electronic) form and where shares are held in physical form by writing to Company or its Registrar and Transfer Agent.

20. Information regarding Director retiring by rotation and seeking re-appointment: Please refer to Explanatory Statement for item no. 4 of the Notice.

### Explanatory Statement pursuant to section 102 of the Companies Act, 2013.

#### ITEM NO.3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Anil Pariek and Garg- Chartered Accountants (FRN. 01676C) have been Statutory Auditors of the Company for several years. Pursuant to the introduction of the Companies Act, 2013 and provisions of Section 139 and rules framed thereunder, no listed company can appoint or reappoint an audit firm as auditor for more than two terms of five consecutive years. In view of above, M/s. Anil Pariek and Garg- Chartered Accountants can continue as auditors of the company only up to the conclusion of this Annual General Meeting having completed their term as per provisions of section 139 of the Act.

The Board of Directors have, based on the recommendation of the Audit committee at its meeting held on 01.08.2017 proposed the appointment of M/s. Agiwal and Associates -Chartered Accountants, (Firm's Registration No. 000181N) as Statutory Auditors of the Company for a period of 5 (five) years to hold office from the conclusion of this AGM till the conclusion of 33<sup>rd</sup> AGM to be held in year 2022 subject to requisite compliances of applicable regulations. M/s. Agiwal and Associates- Chartered Accountants, have conveyed their in-principle consent to act as Statutory Auditors of the Company, if appointed and that their appointment will be in accordance with section 139 read with section 141 of the Act.

Your Board commends the ordinary resolution set out at item no. 3 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the subjected resolution.

#### ITEM NO.4

The Board had re-appointed Shri T. B. Gupta (DIN : 00106181) as the Managing Director of the Company on 1/08/2017 subject to approval of members and other permissions as may be required, if any, for three years, since his present term would expire on 29/09/2017. The next term of Shri T. B. Gupta as Managing Director will be from 30/09/2017 to 29/9/2020. He has been associated with the Company since 05/10/1991 and was earlier also the Managing Director from October 1991 till October 1999 where after he continued as non-executive Director. He was again appointed as Managing Director w.e.f 30/01/2006 and is continuing till date. He is member of Stakeholders Relationship Committee of your Company. Shri T.B. Gupta is also the Managing Director of VLS Capital Ltd., the holding company and continues to hold that position.

A brief profile of Shri T. B. Gupta is given below:

#### (A)

Sl. No.	Name of Director	Date of Birth	Date of Appointment	Qualifications and Expertise in specific functional areas	List of Companies in which Directorship held as on 01/08/2017	Membership in the Committees of other Companies and designation as on 01/08/2017	Whether qualified u/s 164(2) of the Companies Act, 2013
				No. of Board meetings attended during the year			
1	Shri T.B. Gupta DIN:00106181	20/10/1940	05/10/1991	He is an M. Tech. from IIT, Kharagpur. He has over 50 years of experience in Electrical & Amusement Industry, securities market and financial services and has held senior positions with various public and private sector undertakings. All the 4 Board meetings held during the year.	a) VLS Capital Ltd. b) VLS Securities Ltd. c) VLS Asset Management Ltd. d) Arien (New Delhi) Pvt. Ltd.	NIL NIL NIL NIL	Yes

#### (B) Shareholding of above stated Director (as on 01/08/2017)

S. No.	Name of Director	No. of Equity Shares held in the Company	Percentage of voting capital
1)	Shri T.B. Gupta	Nil	Nil

Shri T.B. Gupta's re-appointment as Managing Director w.e.f. 30/09/2017 has been made in accordance with the conditions specified in Part I of Schedule V of the Companies Act, 2013 and the remuneration payable including remuneration drawn from VLS Capital Ltd. is within the ceilings laid down in Part II thereof and the requirements of Part III thereof are being complied alongwith Nomination and Remuneration policy of the Company.

The agreement entered into by the Company with Shri T. B. Gupta inter-alia contains the following terms and conditions: -

#### a. Salary

A salary of Rs.40,000/- (Rupees Forty Thousand only) per month.

#### b. Perquisites

In addition to the aforesaid salary, no perquisites shall be paid to the Managing Director.

Besides the above, the Managing Director shall be entitled to the reimbursement of out of pocket expenses incurred for performance of his official duties.

#### c. Sitting Fees: - The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

Shri T. B. Gupta being Managing Director is not liable to retire by rotation during his tenure as per Article 109 of Articles of Association of the Company. However, in order to comply with requirement of section 152 (6) of the Companies Act, 2013, it is imperative to change the terms of his appointment by placing him in category of Director liable to retire by rotation, notwithstanding clause to contrary in Articles of Association of the Company.

The Board may also be authorised that it may from time to time, review and if deemed fit, revise the remuneration payable to the Managing Director within the limits permissible and in the manner permitted under the Companies Act, 2013 or any other applicable law, in force, for the time being. The other terms and conditions of Shri T. B. Gupta's re-appointment as Managing Director may be varied, altered or otherwise revised from time to time by the Board as it may in its discretion deem fit, subject to the provisions of the Companies Act, 2013 and other applicable laws, for the time being in force.

The re-appointment of Shri T. B. Gupta as Managing Director on the terms and conditions as set out in the agreement entered into between Shri T. B. Gupta and the Company is subject to the approval of the members. The Board recommends his appointment as set out in Item no. 4 of the accompanying Notice.

A copy of agreement entered into between the Company and Shri T. B. Gupta is available for inspection by the members of the Company at Registered office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of the Annual General Meeting.

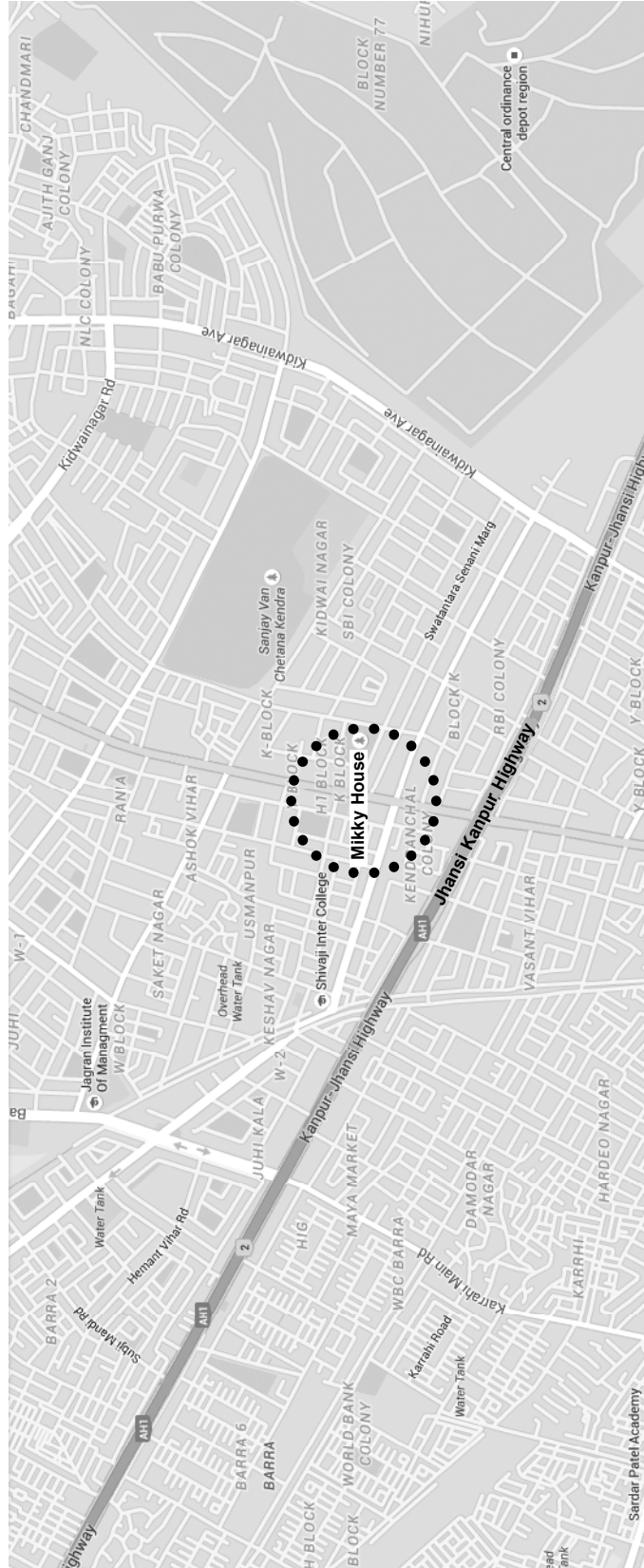
Shri T. B. Gupta does not hold any shares of the Company. Except Shri T. B. Gupta and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested directly or indirectly in the resolution.

**By Order of the Board**  
For South Asian Enterprises Ltd.

Place: New Delhi  
Date: 01/08/2017

R. C. Pandey  
Company Secretary

**Route map of AGM Venue**



∴ ∴ Mikky House, K Block, Kidwai Nagar, Kanpur (U.P.)

# SOUTH ASIAN ENTERPRISES LIMITED

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Phone: 011-46656666, FAX: 011-46656699 CIN: L91990UP1990PLC011753,  
email: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), website: [www.sael.co.in](http://www.sael.co.in)

Re : 28th Annual General Meeting on Friday, the 22nd day of September, 2017

## BALLOT FORM

- 1 Name of the Member:.....  
(1st holder in case of Joint holding)
- 2 Registered address of sole  
/first named Member.
- 3 Registered folio No./DP ID No. and Client ID No.\*  
(\* Applicable to investors holding shares in  
dematerialized form)
- 4 Number of Shares held
- 5 Name of the Jointholder(s)
- 6 I/We hereby exercise my vote in respect of Ordinary/Special resolutions enumerated below by recording my assent or  
dissent to the said resolution in the following manner:

Serial No.	Particulars	No. of Shares held by me/us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To receive, consider and adopt the audited balance sheet of the Company as at 31 <sup>st</sup> March, 2017, the statement of Profit & Loss for the year ended on that date together with the report of auditors and directors thereon.			
2.	To appoint a director in place of Shri T. B. Gupta, (DIN: 00106181) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint the auditors and to fix their remuneration.			
4.	Approval for re-appointment of Shri T. B. Gupta (DIN : 00106181) as Managing Director of the Company.			

Place: .....

Date: .....

Signature of the Member (s) .....

**Note: Please read the enclosed instructions.**

## INSTRUCTIONS FOR FILLING THE BALLOT FORM

- 1 A member desiring to exercise vote by ballot may complete this Ballot Form and send it to the Company by post addressed to scrutinizor at the corporate office of the Company. Envelops, containing Ballots if sent by courier or registered post or delivered personally at the expense of the members will also be accepted. The member may choose to tender the ballot form at the time of Annual General Meeting in the ballot box kept at the venue.
- 2 Vote can be exercised by e-voting facility provided for this purpose and details thereof has been provided in accompanying notice. Members are requested to exercise vote either by ballot or e-voting. In case voting is exercised both through e-voting and ballot, the vote through e-voting will supersede ballot in all cases i.e. voting by ballot will be rendered invalid.
- 3 This form should be completed and signed by the member (as per the specimen signature registered with the Company). In case of jointholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
- 4 Incomplete/Unsigned Postal Ballot Form will be rejected. Vote exercised through multiple forms i.e. more than one form will render the vote invalid and all ballot forms will be treated as invalid.
- 5 Duly completed ballot form should reach the Company not later than the conclusion of annual general meeting on Friday, the 22nd day of September, 2017. Ballot form received after this date will be strictly treated as if the reply from the member has not been received.
- 6 Voting rights for ballot shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. 15/09/2017.
- 7 The ballot shall not be exercised by a duly appointed proxy except in annual general meeting.
- 8 In case of shares held by companies, trusts, societies etc. the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/ Authority letter together with attested specimen signature(s).
- 9 The decision of scrutinizor on the validity of ballot form will be final.

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# SOUTH ASIAN ENTERPRISES LIMITED

CIN: L91990UP1990PLC011753

Regd. Office: Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.)

Corporate Office: 2<sup>nd</sup> Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065.

email: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), website: [www.sael.co.in](http://www.sael.co.in), Phone: 011-46656666, FAX: 011-46656699

**Re : 28th Annual General Meeting on Friday, the 22nd day of September, 2017**

## Form of Proxy

(Pursuant to Section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered Address:	
E-Mail id:	
Folio No./DP ID/Client ID:	
No. of Shares Held:	

I/We, being the holder(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1.	Name:		Signature of proxy
	Address:		
	E-Mail id:		
Or failing him			
2.	Name:		Signature of proxy
	Address:		
	E-Mail id:		
Or failing him			
3.	Name:		Signature of proxy
	Address:		
	E-Mail id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on the 22<sup>nd</sup> day of September, 2017 at 12:30 P.M. at Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description	(Optional)	
		For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 <sup>st</sup> March, 2017, the statement of Profit & Loss for the year ended on that date together with the Report of Auditors and Directors thereon.		
2	To appoint a Director in place of Shri T. B. Gupta, (DIN: 00106181) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint the Auditors and to fix their remuneration.		
<b>Special Business</b>			
4	Approval for re-appointment of Shri T. B. Gupta (DIN : 00106181) as Managing Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder \_\_\_\_\_ Signature of Proxy Holder(s) \_\_\_\_\_

Affix Revenue Stamp

**NOTE:**

1. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. A Proxy need not be a Member.
2. The form should be signed across the stamp as per specimen signature registered with the Company.
3. In case of joint holding, all the joint holders must sign the proxy form.
4. It is optional to put an "X" in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

# SOUTH ASIAN ENTERPRISES LIMITED

CIN: L91990UP1990PLC011753

Regd. Office: Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.)

Corporate Office: 2<sup>nd</sup> Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065.

email: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), website: [www.saeltd.com](http://www.saeltd.com), Phone: 011-46656666, FAX: 011-46656699

## ATTENDANCE CARD

28<sup>th</sup> Annual GENERAL MEETING

Friday, the 22<sup>nd</sup> day of September, 2017

NAME OF THE ATTENDING MEMBER(S) (IN BLOCK LETTERS)	
* Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF MEMBER)	

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company at Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.) at 12.30 p.m. on Friday, the 22<sup>nd</sup> day of September, 2017.

\* Applicable in case of shares held in physical form.

Member/ Proxy Signature

### NOTES:

1. Member/Proxy wishing to attend the meeting must present this card duly filled in at the Entrance of the Venue.
2. No Gift/Coupon or equivalent will be given to members who are present in the meeting.
3. For convenience of members, persons other than member/proxy will not be allowed inside the venue.

