

SOUTH ASIAN ENTERPRISES LTD.

Regd. Office: Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.), Phone : 0512-2606859
Corp. Off. : 2ndFloor, 13, Sant Nagar, East of Kailash, New Delhi-110065
Phone: 011-46656666, FAX: 011-46656699
CIN: L91990UP1990PLC011753, email: southasianenterprises@gmail.com, website: www.sael.co.in

NOTICE OF ANNUAL GENERAL MEETING ("AGM")

NOTICE is hereby given that the 29th 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 Saturday, the 15th September, 2018 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 31st March, 2018, 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 Dr. (Mrs.) Neeraj Arora – Director (DIN:07191167) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a director in place of Shri Mahesh Prasad Mehrotra – Director (DIN:00016768) who retires by rotation and being eligible, offers himself for re-appointment and in this connection to consider and, if thought fit, to pass following resolution as a **Special Resolution**:
“**RESOLVED THAT** Shri Mahesh Prasad Mehrotra (DIN:00016768) – Director, who has attained the age of seventy five years and who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”
4. To fix the remuneration of Statutory Auditors and in this connection to consider and, if thought fit, to pass following resolution, as an **Ordinary Resolution**:
“**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of M/s. Agiwal & Associates, Chartered Accountants (FRN:000181N), who had been appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 33rd Annual General Meeting of the Company to be held in 2022, shall be as determined by the Board of Directors of the Company in consultation with the audit committee for each year of the remaining tenure of auditors and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the audit committee / Board of Directors.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass following resolution to approve fees to be paid by Members of the Company for service of documents through a particular mode, as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 (“the Act”) read with relevant Rules made thereunder and all other applicable provisions of the Act and the Rules, if any, (including any statutory modification thereof, for the time being in force), consent of the Company, be and is hereby accorded to charge, from any member, the fee in advance, equivalent to the estimated actual expenses of delivery of any document(s) or Rs.100/- (Rupees One Hundred only) whichever is higher, pursuant to any specific request made by such member for delivery of any document(s) of the Company to him/ her, through any particular mode of service of document(s) as mentioned in Section 20 of the Act, provided, such request alongwith the requisite fee has been duly received by the Company, atleast one week in advance of the dispatch of such document(s).
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps in this regard in order to comply with all the legal, procedural and other formalities including determination of fee for aforesaid purpose and further to authorise any of its committees or any of its directors and/or any of the officers of Company to do all such acts, deeds or things to give effect to the aforesaid resolution.”
6. To consider, and if thought fit, to pass the following resolution as a **Special Resolution** for continuation of Shri Priya Brat (DIN: 00041859) as a Non – Executive Director of the Company:
“**RESOLVED THAT** pursuant to the provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded for continuation of the appointment of Shri Priya Brat (DIN: 00041859), who has attained the age of seventy five years as Non – Executive Director of the Company, up to the expiry of his present term as an Independent Director.”

7. To consider, and if thought fit, to pass the following resolution as a **Special Resolution** for continuation of Shri Rajinder Kumar Goswami (DIN: 00106911) as a Non – Executive Director of the Company:
“**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded for continuation of the appointment of Shri Rajinder Kumar Goswami (DIN: 00106911), who has attained the age of seventy five years as Non – Executive Director of the Company, up to the expiry of his present term as an Independent Director.”
8. To consider, and if thought fit, to pass the following resolution as a **Special Resolution** for continuation of Dr. Srinivasan Ramesh (DIN: 00126120) as a Non – Executive Director of the Company:
“**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded for continuation of the appointment of Dr. Srinivasan Ramesh (DIN: 00126120), who has attained the age of seventy five years, as Non – Executive Director of the Company up to the expiry of his present term as an Independent Director.”

By Order of the Board
For South Asian Enterprises Ltd.

Place: New Delhi
Date: 17/07/2018

R. C. Pandey
Company Secretary
PAN:AJRPP6072H

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 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

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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.

5. In the case of joint holders all the holders may attend the meeting, however, the vote of the 1st holder shall be accepted to the exclusion of the vote of the other joint holders. In absence of 1st 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.
6. 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, therefore, required to be furnished to the Company/RTA for transfer/ transmission/ transposition of shares. Further, Members holding shares in physical form are again requested to promptly respond to Company's letter requesting them to provide PAN and Bank details besides other information. Members may also note that pursuant to SEBI's directive, the transfer of shares in physical form will not be entertained by the Company w.e.f. 05/12/2018.
7. The shares of the Company are traded in Demat segment only, w.e.f. 24th 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).
8. 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-13/ SH-14 as the case may be, 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.
9. The Company has retained M/s. **RCMC Share Registry Pvt. Ltd., as its Registrar & Transfer Agent** w.e.f. 01/04/2003 for entire shareholder services. All correspondence, therefore, may be addressed to the said Registrar & Transfer Agent at :

B-25/1 First Floor, Okhla Industrial Area Phase II, New Delhi-110 020 Email: investor.services@rcmcdelhi.com (Phone Nos. 011 – 26387320-21-23 and Fax 011-26387322)

However, for any further assistance in said matters, queries may be addressed to the Secretarial Department at Corporate Office at :

2nd floor, 13, Sant Nagar, East of Kailash, New Delhi-110065 Phone No. 011-4665 6666, Fax: 011- 4665 6699. Dedicated Investor Services e-mail: investordesk.sael@gmail.com
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10. 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**
11. 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 15/09/2018, 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 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:
 - (a) 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.
 - (b) Launch internet browser by typing the URL:<https://www.evoting.nsdl.com/> and click on 'Shareholder - Login'.
 - (c) Insert User ID and password as initial password stated in (a) above. Click on 'Login'.
 - (d) 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. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - (e) 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.
 - (f) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (g) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted.
 - (h) Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
 - (i) 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 with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in
- B. In case of members who receive the notice by post:
 - (a) User ID and initial password is provided in the separate slip.
 - (b) 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. You may also address your queries relating to e-voting to the e-mail ID southasianenterprises@gmail.com
- E. ***The period for e-voting will start at 9.00 a.m. on Wednesday, 12th September, 2018 and will end at 5.00 p.m. on Friday, the 14th September, 2018. E-voting shall be disabled by NSDL at 5.00 p.m. on 14th September, 2018.***
- F. General Information
 - (a) Every Client ID No./ Folio No. shall have one e-vote, irrespective of the number of joint holders.
 - (b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the **cutoff date viz. Saturday, 8th September, 2018**, and if amended, the date so notified. Persons who are not members as on cutoff date should treat this notice for information purposes only.
 - (c) 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

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of beneficial holders as on the cut-off date may view the notice of the 29th 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 the Scrutinizer so as to reach on or before conclusion of the AGM. In case of any difficulty Members may contact the Company or its Registrar and Transfer Agent.

- (d) E-voting right cannot be exercised by a proxy.
- (e) 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.
- (f) The results of e-voting alongwith the scrutinizer's report will be available on the Company's corporate website: 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.

12. The register of members of the Company shall remain closed **from 11th September, 2018 to 15th September, 2018** (both days inclusive).
13. 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.
14. 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.
15. 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.
16. 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.
17. 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 Company's Registrar and Transfer Agents.
18. 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.
19. Information regarding Director retiring by rotation and seeking re-appointment:

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 17/07/2018	Chairman/ Committees of other Companies as on 17/07/2018	Whether qualified u/s 164(2) of the Companies Act, 2013
				No. of Board meetings attended during the year			
1	Dr. (Mrs.) Neeraj Arora (DIN: 7191167)	26/04/1955	29/05/2015	She is a qualified medical practitioner having experience of more than 42 years in medical field, administration and allied areas. She has attended three out of four meetings of the Board held during the year.	VLS Finance Ltd.	Nomination and Remuneration - Member	Yes
2	Shri Mahesh Prasad Mehrotra (DIN:00016768)*	26/09/1940	07/11/2015	B.Com., FCA, LL. B. He is a Chartered Accountant by profession and a law graduate with over 55 years of rich experience in areas of taxation, administration and financial services besides being the promoter of the Company. Shri M. P. Mehrotra had been on Board earlier from 1992 to 2001 and then from 2007 to 2014. During the year Mr. M. P. Mehrotra has attended three out of four meetings of the Board held during the year.	1. Dhampur Sugar Mills Ltd. 2. VLS Commodities Pvt. Ltd. 3. VLS Capital Ltd. 4. Maxim Infracon Private Ltd. 5. Delton Cables Ltd. 6. Moonrock Hospitality (P) Ltd. 7. Baroda Pioneer AMC Ltd. 8. Vinu Promoters (P) Ltd. (Nominee of Moonrock Hospitality Pvt. Ltd.) 9. SBI Pension Funds (P) Ltd. 10. Jinhuvish Power Generations Pvt. Ltd. 11. Big Wong Hospitality (P) Ltd. 12. Mehrotra & Mehrotra, Chartered Accountants - (Sr. Partner) 13. VLS Finance Ltd. 14. Seamac Ltd.	1. Audit - Chairman 2. Nomination and Remuneration - Chairman 3. CSR - Member Nil 1. Audit - Chairman 2. Nomination and Remuneration - Member Nil 1. Audit - Member 2. Nomination and Remuneration - Member Nil Nil 1. Audit - Member 2. CSR - Member 3. Operations Management - Member 1. Audit - Chairman 2. Risk Management - Member	

* Please also refer the explanatory statement for item no. 3 of the notice.

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(B) Shareholding of above stated Directors as on 17/07/2018

S. No.	Name of Director	No. of Equity Shares held in the Company	Percentage of voting capital
1)	Dr. (Mrs.) Neeraj Arora	Nil	Nil
2)	Shri M. P. Mehrotra	Nil	Nil

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

ITEM NO.4

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

M/s. Agiwal and Associates -Chartered Accountants, (Firm's Registration No. 000181N) had been appointed as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of 28th AGM till the conclusion of 33rd AGM to be held in year 2022 subject to ratification in every Annual General Meeting in intervening period by the Members of the Company and any other applicable compliances.

With the enforcement of Section 40 of the Companies Amendment Act, 2017 w.e.f. 07/05/2018, the provision relating to ratification of appointment of Statutory Auditors in the intervening period as envisaged in Section 139 of the Companies Act, 2013 from Members had been done away with. The amendment in relevant rules to this effect have also been made from the same date. The ratification of appointment of Statutory Auditors by the Members is, therefore, no longer required. However, the remuneration of Statutory Auditors for each financial year during their tenure would continue to be fixed by Members for each financial year except where the Board of Directors have been authorised by the Members to fix their remuneration for the relevant year / remaining tenure.

Accordingly, approval of the members is sought for authorising Board of Directors to determine the remuneration of statutory auditors for each year in their remaining tenure to avoid repeated authorisation every year.

Your Board recommends the ordinary resolution set out at item no. 4 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. 5

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post/ Registered post/ Speed post/ Courier/ delivery by hand at his address/ by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. To enable the members to avail this facility, it is necessary for the Company to determine the fees in the manner approved by members in Annual General Meeting which may be charged for delivery of a document in a particular mode.

The criteria for determination of fee is proposed to be reimbursement of expenses. Since actual expenses may not be determinable at times, it is proposed that the Company may charge fee equivalent to estimated expenses as determined by the management at the time of request by the member. The

fee will therefore, vary depending upon mode requested by member and may increase over a period of time. It is also proposed to charge a minimum amount of Rs.100/- (Rupees One Hundred only) as fee in all cases, where estimated expenses would be less than Rs.100/- to cover overheads and incidentals. The tendering of fee one week in advance is intended to indicate a timeline for delivery of documents.

The proposed resolution is for the purpose of seeking approval of members of the Company for determination of such fees. The Board recommends the resolution set forth in Item No. 5 for approval of the Members. None of the Director(s) and/ or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, except to the extent of their equity holding in the Company, if any.

Item Nos. 3 and 6 to 8

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") vide notification no. [SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. According to the amended provisions i.e. Regulation 17(1A) of said regulations w.e.f 01/04/2019, a person who has attained the age of seventy five years can be appointed or if already appointed earlier would continue to be Non-Executive Director in a listed company only after the concerned listed company has taken the approval of its Members by way of a special resolution to this effect.

The Members of the Company at the 25th Annual General Meeting ('AGM') of the Company held on September 27, 2014 had inter alia appointed Shri Priya Brat (DIN:00041859), Shri Rajinder Kumar Goswami (DIN:00106911), Dr. Srinivasan Ramesh (DIN:00126120) as Independent Directors of the Company for a period of five consecutive years with effect from September 27, 2014. Shri Mahesh Prasad Mehrotra (DIN:00016768) was appointed as a Non-Executive Director, liable to retire by rotation by the members in the 27th AGM of the Company held on 10/09/2016. He would retire by rotation at ensuing Annual General Meeting and being eligible, has offered himself for reappointment. Since Shri Priya Brat, Shri Rajinder Kumar Goswami, Dr. Srinivasan Ramesh -Independent Directors and Shri Mahesh Prasad Mehrotra - Non-Executive Director of the Company have attained seventy five years of age, they can continue as Director of the Company from April 1, 2019 onwards till the end of their term, if the Company has obtained the approval of its Members by way of a special resolution in each case, on or before March 31, 2019. In order to have the continued guidance of the aforementioned persons in the management of the Company, your Board recommends the special resolutions set out at item nos. 3 and 6 to 8 of the Notice for approval by the Members. Further, none of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the concerned resolutions apart from the persons mentioned above and Dr. (Mrs.) Neeraj Arora who is related to Shri Mahesh Prasad Mehrotra.

By Order of the Board
For South Asian Enterprises Ltd.

Place: New Delhi
Date: 17/07/2018

(R. C. Pandey)
Company Secretary

SOUTH ASIAN ENTERPRISES LIMITED

Regd. Office: Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.), Phone : 0512-2606859

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

Phone: 011-46656666, FAX: 011-46656699

CIN: L91990UP1990PLC011753, email: southasianenterprises@gmail.com, website: www.sael.co.in

Re : 29th Annual General Meeting on Saturday, the 15th day of September, 2018

BALLOT FORM

- Name of the Member:
(1st holder in case of Joint holding)
- Registered address of sole /first named Member.
- Registered folio No./DP ID No. and Client ID No.*
(* Applicable to investors holding shares in dematerialized form)
- Number of Shares held
- Name of the Jointholder(s)
- 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 31st March, 2018, 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 Dr. (Mrs.) Neeraj Arora – Director (DIN:07191167), who retires by rotation and being eligible, offers herself for re-appointment.			
3	To appoint a director in place of Shri Mahesh Prasad Mehrotra–Director (DIN:00016768), who retires by rotation and being eligible, offers himself for re-appointment by a Special Resolution .			
4	To fix the remuneration of Statutory Auditors.			
5	To approve fees to be paid by Members of the Company for service of documents through a particular mode.			
6	Special resolution for continuation of appointment of Shri Priya Brat (DIN: 00041859) as Non Executive Director of the Company.			
7	Special Resolution for continuation of appointment of Shri Rajinder Kumar Goswami (DIN: 00106911) as Non Executive Director of the Company.			
8	Special Resolution for continuation of appointment of Dr. Srinivasan Ramesh (DIN: 00126120) as Non Executive Director of the Company.			

Place:

Date:

Note: Please read the instructions overleaf.

Signature of the Member (s)

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 scrutinizer at the corporate office of the Company. Envelopes, 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 Saturday, the 15th day of September, 2018. 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. 08/09/2018 and if amended, the date notified as amended date.
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 scrutinizer on the validity of ballot form will be final.

SOUTH ASIAN ENTERPRISES LIMITED

CIN: L91990UP1990PLC011753

Regd. Office: Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.), Phone : 0512-2606859

Corporate Office: 2ndFloor, 13, Sant Nagar , East of Kailash, New Delhi-110065.

email: southasianenterprises@gmail.com, website: www.sael.co.in, Phone: 011-46656666, FAX: 011-46656699

Re : 29th Annual General Meeting on Saturday, the 15th day of September, 2018

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 29th Annual General Meeting of the Company, to be held on the 15th day of September, 2018 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
Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2018, 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 Dr. (Mrs.) Neeraj Arora- Director (DIN:07191167) who retires by rotation and being eligible, offers herself for re-appointment.		
3	To appoint a director in place of Shri Mahesh Prasad Mehrotra- Director (DIN:00016768) who retires by rotation and being eligible, offers himself for re-appointment by a Special Resolution .		
4	To fix the remuneration of Statutory Auditors.		
Special Business			
5	To approve fees to be paid by Members of the Company for service of documents through a particular mode.		
6	Special resolution for continuation of appointment of Shri Priya Brat (DIN: 00041859) as Non Executive Director of the company .		
7	Special Resolution for continuation of appointment of Shri Rajinder Kumar Goswami (DIN: 00106911) as Non Executive Director of the company.		
8	Special Resolution for continuation of appointment of Dr. Srinivasan Ramesh (DIN: 00126120) as Non Executive Director of the company.		

Signed this _____ day of _____ 2018

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.

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CIN: L91990UP1990PLC011753

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ATTENDANCE CARD

29th Annual GENERAL MEETING
Saturday, the 15th day of September, 2018

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 29th Annual General Meeting of the Company at Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.) at 12.30 p.m. on Saturday, the 15th day of September, 2018.

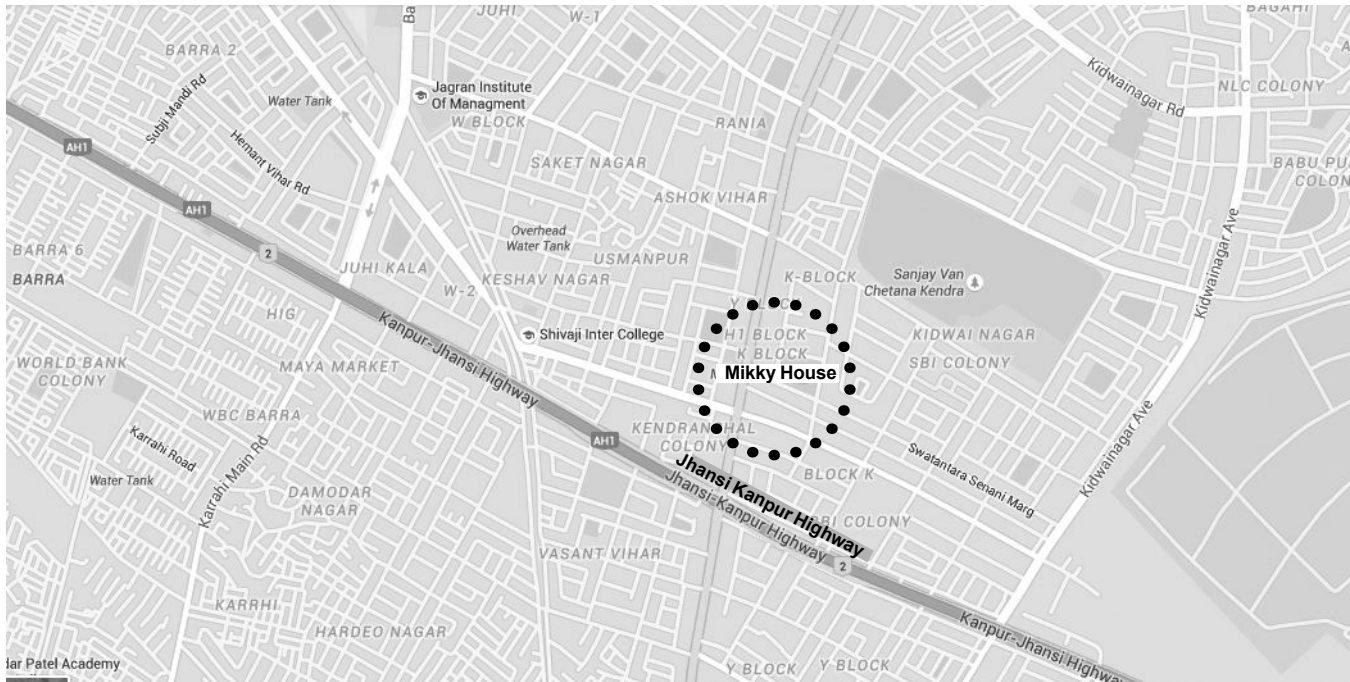
* Applicable in case of shares held in physical form.

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.

Route map of AGM Venue



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