

**South Asian Enterprises Limited**  
**Regd. off.:** - Mikky House, K-Block, Kidwai Nagar,  
Kanpur -208 011 (U.P.) Phone: 0512-2606859  
**Corp. off.:** 90, Okhla Industrial Estate, Phase-III, New Delhi-110 020  
Ph: 011-4665 6666, Fax: 011-4665 6699

CIN: L91990UP1990PLC011753, E-mail: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), Website: [www.sael.co.in](http://www.sael.co.in)

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of South Asian Enterprises Limited will be held on Tuesday, 27<sup>th</sup> September 2022 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2022, the Statement of Profit & Loss for the year ended on that date with enclosures thereto together with the Report of Auditors and Directors thereon and the Consolidated Financial Statements for the period ended on that date.
2. To appoint a Director in place of Shri Anupam Mehrotra (DIN: 08608345) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors for their 2<sup>nd</sup> term of 5 (Five) years 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, 142 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 re-appointed as Statutory Auditors of the Company for their 2<sup>nd</sup> term of 5 (Five) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38<sup>th</sup> Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration on yearly basis or as mutually agreed between the Board of Directors/ Committee/ person(s) authorized for this purpose and the Auditors."

**SPECIAL BUSINESS:**

4. **Approval for re-appointment of Shri Anupam Mehrotra (DIN: 08608345) as Whole Time Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the relevant provisions of the Articles of Association of the Company, subject to other approvals as may be required, the consent of the members of the Company be and is hereby accorded for re-appointment of Shri Anupam Mehrotra (DIN:08608345), as a Whole Time Director of the Company designated as Executive - Director for a period of three years and ten months w.e.f. 13<sup>th</sup> November, 2022, on such remuneration and other terms and conditions as are expressed and contained in the agreement dated 30/05/2022 entered into for this purpose between the Company and the Executive Director.



**RESOLVED FURTHER THAT** Shri Anupam Mehrotra 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 Executive Director within the permissible limits under the provisions of the Act 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 the end and intent then it shall be deemed to have been accorded expressly by authority of this resolution.”

5. **Approval for appointment of Shri Prem Narain Parashar (DIN: 09691343) as a Director in the category of Non-Executive, Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with applicable Rules, relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Shri Prem Narain Parashar (DIN: 09691343) aged about 76 years, who was appointed as Additional Director in the category of Independent Director in terms of Section 161(1) of the Act and the Articles of Association of the Company, by the Board of Directors concurring to the recommendation of Nomination and Remuneration Committee and who in the opinion of the Board fulfills the criteria given under Section 149(6) of the Act for an Independent Director of the Company and in respect of whom a notice under Section 160 of the Act has been received from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non – Executive Director in the category of Independent Director not liable to retire by rotation, for the first term of five consecutive years commencing from 6/08/2022 to 05/08/2027 or such earlier date to conform with the policy on retirement as may be determined by the Board of Directors or statute(s), as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to aforesaid resolution.”

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



(R. C. Pandey)  
Company Secretary  
PAN : AJRPP6072H

Place : New Delhi  
Date : 06/08/2022

## NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto and form part of this notice. The Board of Directors have decided to include items no. 4 and 5 as special business as they are unavoidable in nature. The details pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this notice.
2. In view of the continuing restrictions on the movement of people due to COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 02/2022 dated 05/05/2022 read with Circular No. 21/2021 dated 14/12/2021; Circular No. 19/2021 dated 08/12/2021; Circular No. 02/2021 dated 13/01/2021, Circular no. 20/2020 dated 5th May, 2020 respectively and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021, and May 13, 2022 respectively, issued by the Securities and Exchange Board of India ('SEBI'), collectively referred to as the Circulars, hereinafter and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of members at common venue during the calendar year 2022. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 33<sup>rd</sup> AGM of the Company shall be conducted through VC / OAVM. The National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. Hence, the members can participate in AGM through VC/OAVM only. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 8 herein.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In accordance with Secretarial Standard - 2 on General Meetings issued by ICSI read with clarification / guidance thereon, the proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue for the AGM. The term 'member' or 'shareholder' appearing anywhere herein refers to person whose name stands in register of members of the Company on the relevant date.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 20/09/2022 to Tuesday, 27/09/2022 (both days inclusive).

## **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

5. In accordance with, the General Circular No. 02/2022 dated 05/05/2022 read with General Circular No. 20/2020 dated 05/05/2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15/01/2021 read with SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated 13/05/2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) for the year 2021- 22, such statements including the Notice of AGM are to be sent in electronic mode only, to Members whose e-mail address is registered with the Company or the depositories, as per records of the Company on the date of sending the documents. Attention of members is also invited to the Ministry of Corporate Affairs "Green Initiative

in the Corporate Governance” by allowing paperless compliances by the Companies and it has been clarified through circulars that service of notice/ documents including Annual Report can be made by e-mail or other electronic means to its members for compliance of relevant provisions of the Act. To support this green initiative of the Government in full measure, members who have not registered their e-mail address so far are requested to register their email address as per procedure enumerated hereinafter.

6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at its registered office or email at [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com) followed by physical copy of the signed request in Form ISR-1 besides updating other information as per SEBI's directive dated 03/11/2021, if not done already. Please refer clause no. 32 herein for details.

Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulty in registering the e-mail address, Members may write to [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com).

7. This Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at [www.sael.co.in](http://www.sael.co.in), on the website of Stock Exchange i.e. BSE Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

8. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in note no. 20 herein. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
9. For convenience of the Members and proper conduct of AGM, Members can login and join 15 (Fifteen) minutes before the time scheduled for the AGM and facility to join shall be kept open throughout the proceedings of AGM.
10. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Members who need assistance before or during the AGM with use of technology, can:
  - Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800-222-990; or
  - Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number +91-99202 64780; or
  - Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91-75066 82281.



12. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. Any Institutional Member, facing issues for participating in AGM can write to [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com) or [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com).
13. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

15. The Members, whose names appear in the Register of Members / list of Beneficial Owners at the closing hours on Monday, 19<sup>th</sup> September 2022 being the cut-off date, are entitled to attend the AGM and vote on the Resolutions set forth in this Notice. The voting rights shall be reckoned on paid-up value of equity shares held by the Member(s) as on Monday, 19<sup>th</sup> September 2022, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
16. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members holding shares as on cut-off date are encouraged to express their views / send their queries in advance mentioning their name securities account number / folio number, email id, mobile number at [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com) Questions / queries received by the Company between Tuesday, 20<sup>th</sup> September, 2022 till 5 p.m. on Friday, 23<sup>rd</sup> September, 2022 shall only be considered and responded during the AGM.
17. Members holding shares as on cut-off date who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request through email on [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com) between 9.00 a.m. on Wednesday, 21<sup>st</sup> September 2022 to 5.00 p.m. on Friday, 23<sup>rd</sup> September 2022. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
18. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

19. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Saturday, 24/09/2022 and end on Monday, 26/09/2022 at 5.00 p.m. The remote e-voting facility will be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>. The e-voting module on the day of the AGM shall be disabled by NSDL for voting, 15 minutes after the conclusion of the meeting.



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

**20. How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 2305-8738-8640 or 022-23058542-43



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to any of the officials as per note no. 11 herein at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**GENERAL INFORMATION:**

21. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
22. It is strongly recommended not to 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](http://www.evoting.nsdl.com) to reset the password.



23. 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 authorized signatory (ies) duly attested, to the Scrutinizer through e-mail at [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com) with a copy marked to NSDL's e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of joint holders, any or all of the holders may attend the meeting though the login provided for relevant folio/ securities account because separate login for each joint holder is not permitted. The voting can also be done only once i.e. one time irrespective of number of joint holders for such folio/ securities account.
24. In terms of provisions of Sections 108 and 109 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations for votes cast through remote e-voting and by e-voting at AGM on the business to be transacted in AGM of the Company on 27/09/2022, the Board of Directors of the Company has appointed Shri Ashutosh Aggarwal (M. No. A9972 and CoP No. 7467) of A. Aggarwal & Associates - Company Secretaries to act as the scrutinizer. Shri Ashutosh Aggarwal has consented to act as Scrutinizer for conducting voting process in fair and transparent manner. 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 scrutinizer after completion of scrutiny of the voting (Votes casted through remote e-voting prior to AGM and votes casted during AGM) shall submit a consolidated scrutinizer report of votes cast in favour or against for each item of notice to the chairman of the meeting or in his absence to the Managing Director of the Company who shall countersign the same and declare the result not later than Two working days of conclusion of AGM.
25. The results of the electronic voting upon declaration shall be disseminated forthwith to the concerned Stock Exchange. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.sael.co.in](http://www.sael.co.in).

#### PROCEDURE FOR INSPECTION OF DOCUMENTS:

26. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode or at the registered office of the Company on all working days between 11.00 A.M. to 1.00 P.M. upto the date of AGM. Request for inspection may be sent on [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com).
27. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection electronically upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

#### OTHERS:

28. The shares of the Company are traded in Demat segment only, w.e.f. 24<sup>th</sup> July 2000 for all categories of investors 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).
29. 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 may view the notice of the 33<sup>rd</sup> AGM on the Company's website or on the website of NSDL or BSE Ltd. Such members may exercise their e-voting rights either through remote e-voting by following the procedure as mentioned above or by e-voting at the AGM. In case of any difficulty Members may contact the Company or its Registrar and Transfer Agent.
30. 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)



31. The Company has retained **M/s. RCMC Share Registry Pvt. Ltd., as its Registrar & Transfer Agent ('RTA')** 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](mailto:investor.services@rcmcdelhi.com) Website: [www.rcmcdelhi.com](http://www.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 Company Secretary at its Corporate Office at:

90, Okhla Industrial Estate, Phase - III, New Delhi – 110 020  
Phone No. 011-4665 6666,  
Fax: 011- 4665 6699.  
Dedicated Investor Services e-mail: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com) Website: [www.sael.co.in](http://www.sael.co.in)

32. The extant SEBI listing regulations mandate that no transfer of securities of listed Companies be effected in physical form after 31/03/2019. However, transmission and transposition of physical shares are allowed. Exception was provided under SEBI Press Release No. 12/2019 dated 27/03/2019 only for those transfers of which transfer deed(s) were lodged prior to deadline and returned due to deficiency. The cutoff date for such re-lodgment was fixed as 31/03/2021 as per SEBI Circular No. SEBI/HOO/MIRSD/RTAMB/CIR/P/2020/166 dated 07/09/2020. Accordingly, after cutoff date, no request for transfer of share in physical form can be entertained. Further, Members holding shares in physical form are again requested to provide PAN and Bank details besides other information in Form ISR-1. Please use correct form for specific request viz. ISR-1, ISR-2, ISR-3, ISR-4 or SH-13 for prompt action. The formats thereof are available on website of the Company and its RTA. For further assistance, the Company or its RTA may be contacted.
33. 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 *RTA* of the Company or the Company at its corporate office, to enable the Company to consolidate their holding under one Folio. Copy of PAN card of all holders is required to be furnished to the Company/RTAs for transposition of shares and in case of transmission the PAN details of claimant is mandatory. Nomination is mandatory in respect of shares held by individuals in physical form in accordance with the provisions of Section 72 of the Companies Act, 2013 as per SEBI's directive dated 03/11/2021. Members may send their nomination in prescribed Form no. SH-13/ SH-14/ISR-3, as the case may be, duly filled in, to the *RTA* of Company. Attention of members is also invited to SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25/01/2022 for issue of securities in dematerialize form only in case of services requests covered in Form ISR-6 relating to transmission/transposition/duplicate share certificate amongst others specified therein.
34. 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. 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.
35. The investors details of amount remaining unpaid /unclaimed of the dividend declared for the year 1995-96, 1996-97, 1997-98 and refund of unpaid amount belonging to the public issue in the year 1994 had been filed with the IEPF (MCA portal) in Excel format in compliance of Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Second amendment Rules 2019 effective from 20/08/2019. The list of Members whose dividend/refund for aforesaid years is unclaimed/unpaid is available inter alia on Company's website. Members are requested to claim the said Dividend/refund by making online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) alongwith fee specified by the Authority.

36. 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.
37. Information regarding Director retiring by rotation or otherwise seeking appointment/ re-appointment, as required under Secretarial Standard -2 and Regulation 36(3) of SEBI (Listing Regulations and Disclosure Requirements) Regulation, 2015:

(A)

Sl. No.	Name of the Director & DIN	Date of Birth	Date of First Appointment on the Board.	Qualifications and Expertise in specific functional areas	List of Companies in which Directorship held as on 31/03/2022.	Chairman/ Member of the Committees of other companies as on 31/03/2022.	Listed entities from which director has resigned in past 3 years as on 31/03/2022.
	Whether qualified u/s 164(2) of the Companies Act, 2013			No. of Board meetings attended during the year			
1.	Shri Anupam Mehrotra * (DIN: 08608345)	22/12/1965	13/11/2019	He is a Commerce Graduate and having vast experience in Industrial production, administration etc. and has held senior positions with various public and private sector undertakings.	NIL	NIL	None
	Yes			5 of 5			
				Shri Anupam Mehrotra is not related to any of the Directors of the Company.			

\* Please also refer the explanatory statement for item no. 4 of the notice.

(B) Shareholding including shareholding as beneficial owner of above Director(s) as on 31/03/2022

S. No.	Name	No. of shares held in the Company	Percentage
1	Shri Anupam Mehrotra	Nil	Nil

**EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO.3**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Companies Act, 2013 and rules thereunder.

The Members at the 28<sup>th</sup> Annual General Meeting ('AGM') of the Company held on September 22, 2017, had approved appointment of M/s. Agiwal & Associates, Chartered Accountants (FRN: 000181N), as the Statutory Auditors of the Company to hold office from the conclusion of the 28<sup>th</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2022. The first term of five years of M/s. Agiwal & Associates - Chartered Accountants shall terminate on the conclusion of 33<sup>rd</sup> AGM to be held on September 27, 2022.

M/s. Agiwal & Associates, Chartered Accountants (FRN: 000181N) have shown interest to be appointed as Statutory Auditors for 2<sup>nd</sup> term and have given their consent for their appointment as Statutory Auditors of the Company besides certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. Further, they have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 besides holding valid certificate for Peer Review issued by ICAI.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Agiwal & Associates, Chartered Accountants having ICAI Firm Registration No. 000181N as the Statutory Auditor of the Company for 2<sup>nd</sup> term of 5 years from the conclusion of the 33<sup>rd</sup> AGM of the Company till the conclusion of the 38<sup>th</sup> AGM tentatively to be held in the year 2027. The remuneration of Statutory Auditors as per past practice is fixed by the Board after their appointment / reappointment as the case may be is based on authorization made by members in the General Meeting. Accordingly, the remuneration for the year 2022-23 for the Statutory Auditors will be fixed after their appointment in forthcoming AGM. Since there would not be any change in Statutory Auditor, the explanation for any material change in remuneration to be paid to Statutory Auditor is not applicable. The remuneration fixed for Statutory Auditors shall be excluding applicable taxes and out of pocket expenses unless agreed otherwise. The remuneration proposed to be paid to the Statutory Auditors during their second term shall be commensurate with the services to be rendered by them during the said tenure. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.



Besides the audit, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

**The Brief profile of the proposed Statutory Auditor is as under:**

M/s. Agiwal & Associates was founded in 1968 by CA. D. C. Maheshwari. The firm is managed by twelve partners including CA. Prakash Chand Agiwal, CA. Prakash Gurbuxani, CA. G. D. Chaudhary and CA. R. K. Agarwal as senior partners each having experience of over 4 decades. The firm has a team of chartered accountants, semi qualified and article assistants commensurate with its area of activities. The partners have extensive experience in the field of Audit & Assurance, Tax Advisory, Accounting Services including Ind AS and allied areas and has handled audit of large listed and non-listed companies in private sector as well as public sector.

None of the Director/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution set out at item No. 3 for the approval of members.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item Nos. 2 and 4**

Shri Anupam Mehrotra's re-appointment as Executive Director w.e.f. 13/11/2022 has been made in accordance with the conditions specified in Part I of Schedule V of the Companies Act, 2013 and the remuneration payable 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 Anupam Mehrotra inter-alia contains the following terms and conditions: -

**A. Salary**

Basic salary of Rs. 27,985 /- (Rupees Twenty-Seven Thousand Nine Hundred Eighty-Five Only) per month.

**B. Perquisites**

In addition to the aforesaid salary, the Executive Director will be entitled to the following Perquisites:

- i. HRA/ Leased Accommodation: Rs. 18,657/- (Rupees Eighteen Thousand Six Hundred Fifty-Seven Only) per Month.
- ii. Reimbursement of fuel and other expenses of own vehicle used for official purpose as per rules of the Company.
- iii. Facility of Telephones or provision of similar equipment/facilities for official purpose will be free & not to be considered as perquisites except that the charges for personal long-distance calls will be billed by Company to Executive Director.

iv. Provident Fund, Gratuity payable, entitlement & encashment of leave, bonus and other benefits as per rules of the Company.

**C. Sitting Fees:** The Executive Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.

The Board may also be authorised that it may from time to time, review and if deemed fit, revise the remuneration payable to the Executive 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 Anupam Mehrotra's appointment as Executive 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.

Shri Anupam Mehrotra being Executive 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 the contrary in Articles of Association of the Company. Shri Anupam Mehrotra will be liable to rotation at the forthcoming Annual General Meeting as per existing terms of appointment and has sought reappointment as set out in item No. 2 of accompanying notice. The proposed tenure of Shri Anupam Mehrotra as Executive Director after approval will be in alignment with tenure of Managing Director which will facilitate process of review and reappointment in future. For profile and other relevant information please refer clause no. 37 of accompanying notice.

The appointment of Shri Anupam Mehrotra as Executive Director on the terms and conditions as set out in the agreement entered into between Shri Anupam Mehrotra and the Company is subject to the approval of the members. The Board recommends his appointment as set out in Item No. 2 and 4 of the accompanying Notice.

A copy of agreement entered into between the Company and Shri Anupam Mehrotra and other relevant documents is available for inspection by the members of the Company both electronically and at the 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.

Except Shri Anupam Mehrotra and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested directly or indirectly in the said resolutions.

#### **Item Nos. 5**

The Board of Directors of the Company ('the Board') at its meeting held on 6<sup>th</sup> August, 2022 on the recommendation of the Nomination & Remuneration Committee, had appointed Shri Prem Narain Parashar (DIN: 09691343) aged about 76 years as an Additional Director in the category of Independent Director subject to requisite approvals. He has attended 1 (One) meeting of the Board since appointment. As an Additional Director Shri P. N. Parashar will hold the office till the date of ensuing Annual General Meeting according to the provisions of Section 161(1) of the Companies Act, 2013 unless appointment is approved by members.

Other disclosures relating to proposed appointment as required under Secretarial Standard – 2 read with Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 are as under:



Name of Director/ DIN/ IDDB Reg. No.	Shri Prem Narain Parashar / (DIN: 09691343) / IDDB-NR-202208-043801	Other Details
DOB/Age/Occupation	28/07/1946/ 76 years/ Retired	Term would be 5 (five) consecutive years, subject to applicable regulations, from date of first appointment.  No other remuneration except sitting fee for attending Board/ Committee meeting unless in accordance with applicable regulations.  Not liable to retire by rotation.  Board meeting attended: 1 (One) i.e. on 06/08/2022.  Sitting fee paid for attending meeting of the Board: Rs. 10,000/-
Qualification	M.A. (Eng. Lit.) from Agra University, LL.B. (Hons.) (Gold Medallist) and LL.M. (Gold Medallist) from Aligarh Muslim University.	
Date of first appointment on the Board	06/08/2022	
Brief profile and expertise in specific functional areas	Shri Prem Narain Parashar has vast experience of judicial services of more than 35 years in Civil, Criminal, Constitutional, Matrimonial, Consumer Taxation, Service, Corporate Law and Competition Law matters.  A brief description of positions held by him is given below:  He has worked as Lecturer in Faculty of Law, Aligarh Muslim University. He has also worked as Judicial Member in Income Tax Appellate Tribunal and worked as M (J) at ITAT from December, 1997 - July, 2008. He has served as Judicial Member, Central Administrative Tribunal and M (J) at CAT, Ahmadabad. He has retired from the position of member- Competition Commission of India (CCI). He has also held the position of Secretary for Northern Region of I.C.A.D.R. (Lucknow) under the auspices of Ministry of Law, Justice and Company affairs, Union of India.	
Companies in which Directorship held as on 31/03/2022	Nil	
Chairman/ Member of the Committees of other Companies as on 31/03/2022	Nil	
Whether qualified u/s 164(2) of the Companies Act, 2013	Yes	
Shareholding including shareholding as beneficial owner in the Company	Nil	
Relationship between Directors inter-se	Shri Prem Narain Parashar is not related to any of the Directors of the Company.	
Listed entities from which director has resigned in past 3 years as on 31/03/2022	Nil	

Shri P. N. Parashar is independent of management and possess appropriate skills, experience and knowledge. Your Board is of the opinion that Shri Prem Narain Parashar fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as Independent Director. Notice under Section 160 of the Act has been received from a member proposing his appointment as Independent Director of the Company. Sh. P. N. Parashar has consented for said appointment. Accordingly, it is proposed to appoint Sh. P. N. Parashar as an Independent Director for a period of 5 (Five) Years w.e.f. 06/08/2022 subject to applicable regulations. Sh. P. N. Parashar shall not be liable to retire by rotation during his tenure as Independent Director. Further, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') consent of the members by way of **Special Resolution** is required for appointment of a Non-Executive Director aged over 75 years.



Having regard to his experience and expertise, your Board perceives that Shri Prem Narain Parashar's association with the Company as an Independent Director would benefit the Company in particular, for maintaining the good corporate governance practices. The Board recommends the Special Resolution for your approval as set out in item no. 5 of the accompanying notice.

A copy of notice received from member and other documents is available for inspection by the members of the Company both electronically and at the 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.

None of the Directors or Key Managerial Personnel or their relatives except Sh. P. N. Parashar and his relatives are directly or indirectly interested in the resolution.

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



(R. C. Pandey)  
Company Secretary  
PAN : AJRPP6072H

Place : New Delhi  
Date : 06/08/2022