SOUTH ASIAN ENTERPRISES LIMITED

***Regd. off.*: - Room No. 1, 4/25 Gagan Deep, Triveni Nagar, Meerpur Cantt, Kanpur, Uttar Pradesh, India, 208004**
Corp. off.: 90, Okhla Industrial Estate, Phase-III, New Delhi-110 020
Phone: 011-4665 6666
CIN: L91990UP1990PLC011753, E-mail: southasianenterprises@gmail.com, Website: www.sael.co.in

Notice of the Annual General Meeting ("AGM")

NOTICE is hereby given that the 37th Annual General Meeting of the Members of South Asian Enterprises Limited will be held on Friday, 25th September 2026 at 12.30 p.m., through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item no. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Board of Directors and Auditors thereon;

Item no. 2:

To appoint a Director in place of Shri Tej Bhan Gupta – Director (DIN: 00106181) who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3:

To appoint a Director in place of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) who retires by rotation and being eligible, offers herself for re-appointment.

Item no. 4:

SPECIAL BUSINESS:

Approval for re-appointment of Shri Tej Bhan Gupta (DIN:00106181) as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to Article No. 108 of the Articles of Association of the Company, 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 Tej Bhan Gupta (DIN: 00106181) aged about 85 years, who is also the Managing Director of VLS Capital Ltd., the holding company, as Managing Director of the Company for a period of 3 (three) years w.e.f. 30th September, 2026, on such remuneration and other terms and conditions as are expressed and contained in the agreement dated 21/05/2026 entered into for this purpose between the Company and the Managing Director.

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of the Managing Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory amendment/modification thereof, from time to time and to do all such things, deeds and acts including delegation of powers herein to any person/committee as may be necessary or expedient for giving effect to the said appointment and, if 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."

Item no. 5:

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) aged about 60 years, as Whole Time Director of the Company designated as Executive -Director for a period of 3 (three) years w.e.f. 13th September, 2026, on such remuneration and other terms and conditions as are expressed and contained in the agreement dated 21/05/2026 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 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 if 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."

Item no. 6:

To approve the appointment of Shri Rakesh Srivastava (DIN: 00321459) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an ***Ordinary 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 and relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Shri Rakesh Srivastava (DIN: 00321459) aged about 67 years, who was appointed as Additional Director in the category of Independent Director in terms of section 161(1) of the Act, 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 in writing 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 08/08/2026 till 07/08/2031 or till 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 of Directors be and is hereby authorised to do all such acts, deeds and things including delegation of powers herein to any person/committee, as may be considered necessary to give effect to aforesaid resolution."

By Order of the Board
for South Asian Enterprises Limited
sd/-
(Khushi Garg)
Company Secretary
M. No. A76147

Place: New Delhi
Date: 08/08/2026

NOTES:

1. An 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 considered and decided to include the Item No. 4, 5 and 6 as Special Business in the forthcoming AGM, as it is unavoidable in nature.

2. The Ministry of Corporate Affairs (MCA), vide General Circular Nos. 03/2025 dated 22.09.2025; Circular No. 09/2024 dated 19/09/2024; Circular No. 09/2023 dated 25/09/2023 read with Circular Nos. 10/2022 dated 28/12/2022, Circular No. 02/2022 dated 05/05/2022, 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 5/05/2020 and subsequent circulars issued in this regard, (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2024/4,SEBI/HO/CFD/CFD-Po2/P/CIR/2024/167 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 respectively issued by SEBI respectively ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations and has allowed the Listed Entities 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 2025. 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 37th 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. Further, the term 'PAN' or PAN Card means 'PAN' Linked to Aadhar, wherever applicable and copy of Aadhar refers to copy of masked Aadhar i.e. where its number has been masked except for 4 digits.

4. The Company has fixed Friday, 18th September, 2026 as the 'Record Date' which is also the cut-off date for the purpose of entire voting process at 37th AGM. Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for participating in voting process at aforesaid AGM.

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

5. Continuing with relaxation given vide Circular Nos. 03/2025 dated 22.09.2025; Circular No. 09/2024 dated 19/09/2024; Circular No. 09/2023 dated 25/09/2023 read with Circular No. 10/2022 dated 28/12/2022, Circular No. 02/2022 dated 05/05/2022, 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 05/05/2020 issued by MCA and Circular Nos.SEBI/HO/CFD/CMD1/CIR/P/2020/79,SEBI/HO/CFD/CMD2/ CIR/P/2021/11,SEBI/HO/CFD/CMD2/CIR/P/2022/6, SEBI/HO/CFD/PoD-2/P/CIR/2023/4,SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2024/167and SEBI/HO/CFD/CFD-PoD-/P/CIR/ 2024/133 dated May 12, 2020, January 15, 2021, May13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 respectively issued by SEBI, the 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 2025-26, had been dispensed with and 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. In accordance with Regulation 36(1)(b) of the Listing Regulations, a letter containing the weblink and the path for accessing the Annual Report for financial year 2025-26 is being sent to those members who have not registered their email address with the Company / RTA / Depository Participants.

   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 followed by physical copy of the signed request in Form ISR-1 besides updating other information as per SEBI's Master Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23/06/2025, if not done already. Please refer clause no. 31 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 Members may write to investordesk.sael@gmail.com.

7. This Notice of AGM along with Annual Report for the financial year 2025-26, is available under the head: Investor Relation on the website of the Company at www.sael.co.in (weblink: https://www.sael.co.in/Annual_Reports.html), on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at 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 or use Toll free no.: 1800-1020-990, 022-48867000;

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 or investor.services@rcmcdelhi.com. 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 aaggarwal_cs@yahoo.com or southasianenterprises@gmail.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in.

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 Friday, 18th September, 2026 being the record date or 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 Friday, 18th September, 2026, being the record date/ 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 record date/ 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. Questions / queries received by the Company between 9:00 a.m. on Saturday, 19th September, 2026 to Tuesday, 22nd September, 2026 till 5.00 p.m. 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 between 9.00 a.m. on Saturday, 19th September, 2026 to Tuesday, 22nd September, 2026 till 5.00 p.m. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members will be provided a queue number/speaker number before the meeting. Members are requested to wait for their turn to be called by Chairman of the meeting during Question and Answer session and adhere to time limit announced at the meeting. Due to limitation of time for transmission and coordination at AGM, the Question and Answer session may be curtailed by the Chairman of 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 Tuesday, 22nd September, 2026 to Thursday, 24th September 2026 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	1. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** 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 **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. 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 **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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.
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 Forgot User ID and Forgot 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625; 022-62343626; 022-62343259

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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. 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.**

7. 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

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on 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 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.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. 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. Voting has to be done for each item of Notice separately. If you do not desire to cast your vote on specific item and leave it without marking choice i.e. 'For' or 'Against' then it will be treated as abstained. The option for choosing enblock 'Assent' or 'Dissent' will also be available.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. Members holding multiple folios/securities (demat) account shall choose the voting process separately for each folio/securities account.

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 aaggarwal_cs@yahoo.com or southasianenterprises@gmail.com with a copy marked to evoting@nsdl.co.in. The Copy of Board Resolution/ Authority letter can also be uploaded by clicking " upload Board Resolution/ Authority Letter " displayed under e-voting tab in the login.
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 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

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 masked Aadhar Card) by email to 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 masked Aadhar Card) to 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 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. Members 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 to reset the password.

23. In the 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 by any of the joint holders.

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 25/09/2026, 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 2 (Two) working days of conclusion of AGM as per extant regulations. The resolutions set out in this notice shall be deemed to have been passed on the date of AGM subject to requisite number of votes in favour of resolution.

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 and at the registered office of the Company.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

26. All the documents referred to in the accompanying Notice 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

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. 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 37th 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.

29. 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**

30. 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 Website: www.rcmcdelhi.com *(Phone Nos. 011 – 26387320-21, 35020465-66, Mobile: 8527695125)*

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, Dedicated Investor Services e-mail: southasianenterprises@gmail.com Website: www.sael.co.in

The shares of the Company are traded in Demat segment only, w.e.f. 24th 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).

31. a) The extant of SEBI listing regulations mandate that no transfer of securities of listed Companies be effected in physical form after 31/03/2019 except as stated in sub-clause (b) hereof. However, transmission and transposition of physical shares is allowed as detailed in note no. 33. 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, or SH-13 for prompt action. The formats thereof are available on the website of the Company and its RTA. For further assistance, the Company or its RTA may be contacted. Please note that as per recent SEBI directive any benefit to member, be it dividend or otherwise will not be released to members whose KYC details viz. PAN, Mobile number, e-mail address, Bank account details, Contact details, Nomination are not updated with the Depository or Company, as the case may be till relevant details are updated.

b) The Company, as a participant in the "Second 100 Days Campaign – Saksham Niveshak" launched by the Investor Education and Protection Fund Authority ("IEPFA"), Ministry of Corporate Affairs, Government of India, from April 01, 2026 to July 09, 2026, continues to encourage shareholders to update their KYC details, PAN, nomination, bank account details, email address, mobile number and other relevant particulars with the Company's Registrar and Share Transfer Agent ("RTA") / Depository Participants, as applicable.

c) In accordance with SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, the Company has opened a special window for re-lodgment /transfer and dematerialization of physical securities, which were sold/purchased prior to April 01, 2019 and were rejected, returned or not attended due to deficiency in the documents, process or otherwise. The said window will be open for a period of one year from February 05, 2026, till February 04, 2027.

All the eligible shareholders / Investors who wish to avail this opportunity may furnish the share certificates and the transfer deed executed prior to April 01, 2019 in original failing which the request will not be processed. All the Investor / Transferee who wish to avail this opportunity shall be required to submit the documents as listed in the circular to Company's Registrar and Transfer Agent (RTA) i.e. M/s. RCMC Share Registry Private Limited, B-25/1 First Floor, Okhla Industrial Area Phase II, New Delhi-110 020, Email: **investor.services@rcmcdelhi.com**, Phone Nos.011– 26387320-21, 35020465-66, Mobile-8527695125.

During this period, the transferred securities will be credited only in demat mode upon submission of complete and valid documents and subject to verification of the same by RTA/Company. The transferee must have a demat account and provide his/her Client Master List (CML), along with other documents, to the Company's RTA. No requests will be accepted after February 04, 2027.

32. 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. Registration of Nomination in accordance with the provisions of Section 72 of the Companies Act, 2013 or declaration for no nomination is mandatory in respect of shares held by individuals in physical form as per SEBI's directive dated 16/03/2023. Members may send their nomination in prescribed Form no. SH-13 or no nomination in ISR-3, as the case may be, duly filled in, to the *RTA* of Company. Attention of members is also invited to amendment in Listing Regulations w.e.f. 24/01/2022 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25/01/2022 mandating for issue of securities in dematerialized form only in case of services requests covered in Form ISR-4 and ISR-5 relating to transmission/transposition/duplicate share certificate amongst others specified therein.

Accordingly, upon processing and approval of investor service requests, the securities shall be issued/transferred in dematerialized form only and credited directly to the demat account of the investor, in accordance with applicable SEBI Circulars issued from time to time. No physical certificate will be issued after transmission/folio consolidation and other requests aforesaid are approved and physical certificate, if any tendered, will be destroyed. The process will not only facilitate updation of information with the Company from single point i.e. depository in future but will also save time and resources of investor from spending on separate updation of information with each company by investor, in case the securities are held in physical form. For securities held in electronic (demat) form, all service requests i.e. transfer/transmission/nomination or updation of PAN, address, email etc. will be dealt with by concerned depository participant with which securities account is maintained.

33. The unclaimed & unpaid dividend upto financial year 1994-95 had been transferred to the 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, no unclaimed & unpaid dividend remains to be transferred to IEPF.

34. 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 alongwith fee specified by the Authority.

35. 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 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.

36. 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 Obligations and Disclosure Requirements) Regulations, 2015:

(A)

Sl. No.	Name of the Director / DIN Whether qualified u/s 164(2) of the Companies Act, 2013	Date of Birth	Date of Appointment	Qualifications and Expertise in specific functional areas No. of Board meetings attended during the year Relationship between Directors inter-se	List of Companies in which Directorship held as on 08/08/2026.	Chairman/ Member of the Committees of other companies as on 08/08/2026. Chairman/ Member of Committee in South Asian Enterprises Ltd.	Listed entities from which director has resigned in past 3 years as on 08/08/2026
1	Shri Tej Bhan Gupta (DIN:00106181) Yes	20/10/1940 (85 years)	05/10/1991	He is an M. Tech. from IIT, Kharagpur. He has over 58 years of experience in Electrical & Amusement Industry, securities market and financial services and has held senior positions with various public and private sector undertakings. 4 of 4 Shri Tej Bhan Gupta is not related to any other Director of the Company.	a) VLS Capital Ltd. b) VLS Securities Ltd.	Nil Nil Nil Member-Stakeholders Relationship Committee Member-Audit Committee	None
2	Dr. (Mrs.) Neeraj Arora (DIN:07191167) Yes	26/04/1955 (71 years)	29/05/2015	She is a qualified medical practitioner having experience of more than 47 years in medical field, administration and allied areas. 4 of 4 She is not related to any other Director of the Company.	NIL	NIL Member-Nomination and Remuneration Committee	None

(B) Shareholding of above Director(s) as on 08/08/2026.

S. No.	Name	No. of shares held in the Company	Percentage
1	Shri Tej Bhan Gupta	2	Negligible
2	Dr. (Mrs.) Neeraj Arora	Nil	Nil

(C) Terms and Conditions of Reappointment along with remuneration to be paid and last drawn by such person, if any:

S. No.	Name	Terms and Conditions of appointment/ reappointment	Details of Remuneration last drawn/ sought to be paid
1	Shri Tej Bhan Gupta	Reappointment pursuant to Section 152 of the Companies Act, 2013	Please refer to Para 5 of Directors' Report for past remuneration and explanatory statement for item no. 4 annexed hereto regarding remuneration sought to be paid.
2	Dr. (Mrs.) Neeraj Arora	Reappointment pursuant to Section 152 of the Companies Act, 2013	Please refer to Para 5 of Directors' Report for past remuneration. Upon appointment, Dr. (Mrs.) Neeraj Arora will be entitled to sitting fee for attending the meeting of Board/ Committee and reimbursement of expenses incurred for attending the meetings subject to remuneration policy of Company for Non- Executive Directors from time to time

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

Information as required under Regulation 36(5) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

ITEM NO. 4 Appointment of Shri Tej Bhan Gupta (DIN:00106181) as Managing Director of the Company.

The Board had re-appointed Shri Tej Bhan Gupta (DIN: 00106181) aged about 85 years, as the Managing Director of the Company in its meeting held on 21/05/2026 concurring to the recommendation of Nomination and Remuneration Committee, subject to approval of members and other permissions as may be required, if any, for 3 (three) years effective from 30/09/2026. The present term of Shri Tej Bhan Gupta as Managing Director will expire on 29/09/2026. His next term as Managing Director will be from 30/09/2026 to 29/09/2029. He has been associated with the Company since 05/10/1991 and was earlier also the Managing Director from October 1991 till October 1999 where after he continued as non-executive Director. He was again appointed as Managing Director w.e.f. 30/01/2006 and is continuing till date. Considering the experience and fitness of Shri Tej Bhan Gupta besides long association with the Company it is considered that he will be able to guide the management team for Company's betterment in future. Other details of Shri Tej Bhan Gupta have been given under note no. 36 of accompanying notice convening this meeting and not reproduced here for sake of brevity. Shri Tej Bhan Gupta is also the Managing Director of VLS Capital Ltd., the holding company and continues to hold that position. Accordingly, specific notice in terms of section 203 of the Companies Act, 2013 was given to all the directors and his reappointment as Managing Director was approved with unanimous consent of Directors in the Board meeting held on 21/05/2026, subject to other approvals.

Shri Tej Bhan Gupta's re-appointment as Managing Director w.e.f. 30/09/2026 has been made in accordance with the conditions specified in Part I of Schedule V of the Companies Act, 2013 and the remuneration payable including remuneration drawn from VLS Capital Ltd. is within the ceilings laid down in Part II thereof and the requirements of Part III thereof are being complied alongwith Nomination and Remuneration policy of the Company.

The agreement entered into by the Company with Shri Tej Bhan Gupta inter-alia contains the following terms and conditions: -

a. Salary

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

b. Perquisites

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

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

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

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

The Board may also be authorised that it may from time to time, review and if deemed fit, revise the remuneration payable to the Managing Director within the limits permissible and in the manner permitted under the Companies Act, 2013 or any other applicable law, in force, for the time being. The other terms and conditions of Shri Tej Bhan Gupta's re-appointment as Managing Director may be varied, altered or otherwise revised from time to time by the Board as it may in its discretion deem fit, subject to the provisions of the Companies Act, 2013 and other applicable laws, for the time being in force.

The re-appointment of Shri Tej Bhan Gupta as Managing Director on the terms and conditions as set out in the agreement entered into between Shri Tej Bhan Gupta and the Company is subject to the approval of the members by **special resolution** in terms of clause (c) of part I of schedule V of the Companies Act, 2013 because he is aged over 70 years. The reappointment of Shri Tej Bhan Gupta as Director liable to retire by rotation as set out in item no. 2 of accompanying notice as an ordinary resolution the relevant disclosures wherefor have been given under clause 36 of accompanying notice is also recommended by the Board. The Board thus recommends his appointment as set out in Item nos. 2 and 4 of the accompanying Notice.

A copy of agreement entered into between the Company and Shri Tej Bhan Gupta 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.

Shri Tej Bhan Gupta holds two equity shares of the Company. Except Shri Tej Bhan Gupta and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested directly or indirectly in the resolution.

ITEM NO. 5: Appointment of Shri Anupam Mehrotra (DIN: 08608345) as Whole Time Director of the Company.

The Board had re-appointed Shri Anupam Mehrotra (DIN:08608345), aged about 60 years, as Executive Director of the Company in its meeting held on 21/05/2026 concurring to the recommendation of Nomination and Remuneration Committee, subject to approval of members and other permissions as may be required, if any, for 3 (three) years effective from 13/09/2026 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.

Other information as required under Secretarial Standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Sl. No.	Name of the Director & DIN / Whether qualified u/s 164(2) of the Companies Act, 2013	Date of Birth	Date of First Appointment on the Board.	Qualifications and Expertise in specific functional areas / No. of Board meetings attended during the year / Relationship between Directors inter-se	List of Companies in which Directorship held as on 08/08/2026.	Chairman/ Member of the Committees of other companies as on 08/08/2026.	Listed entities from which director has resigned in past 3 years as on 08/08/2026.
1.	Shri Anupam Mehrotra (DIN: 08608345) / Yes	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. / 4 of 4 / Shri Anupam Mehrotra is not related to any of the Directors of the Company.	NIL	NIL	None

(B) Shareholding including shareholding as beneficial owner of above Director(s) as on 08/08/2026

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

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.

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. 5 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 NO. 6

Appointment of Shri Rakesh Srivastava (DIN: 00321459) as Independent Director for his first term of five years.

Shri Prem Narain Parashar (DIN: 09691343) - Independent Director, left for his heavenly abode on 24/07/2026 and ceased to be director of the Company from the same date. The consequent causal vacancy was required to be filled within 3 months as per applicable regulations. The Board in place of filling the casual vacancy for residual period of tenure of Shri Prem Narain Parashar had decided that fresh appointment for full 5 year tenure be made. Accordingly, the Board, in its meeting held on 08/08/2026, concurring to the recommendation of the Nomination and Remuneration Committee had appointed Shri Rakesh Srivastava (DIN: 00321459) aged about 67 years, as an Additional Director of the Company in the category of Independent Director subject to requisite approvals. He has attended 1 (One) Meeting of the Board held during the financial year 2026-2027. As an Additional Director, Shri Rakesh Srivastava would hold office till the date of ensuing Annual General Meeting according to provisions of section 161 (1) of the Companies Act, 2013 until the appointment is approved by the members.

The Company has received notice under section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri Rakesh Srivastava as an Independent Director of the Company. In the opinion of the Board, Shri Rakesh Srivastava fulfils the conditions prescribed in the Companies Act, 2013 and other applicable regulations for appointment as Independent Director. Shri Rakesh Srivastava has consented to the said appointment. Having regard to his expertise and experience, it will be in the interest of the Company to appoint him as Independent Director.

Other information as required under secretarial standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<table>
<tr><td>Name of Director/ DIN/ IDDB ID</td><td>Shri Rakesh Srivastava /(DIN: 00321459) / IDDB-DI-202106-036703</td><td>Other Details</td></tr>
<tr><td>Age/Occupation</td><td>23/03/1959/ 67 years/ Retired</td><td rowspan="10">The term would be 5 (five) consecutive years subject to applicable regulations.

No other remuneration except sitting fee for attending Board/ Committee meeting in accordance with applicable regulations besides reimbursement of expenses for attending the meetings

Not liable to retire by rotation.

Board meeting attended: 1 (One) i.e. on 08/08/2026.

Sitting fee paid for attending meetings of the Board and Committees thereof during the year: Rs. 24,000/-</td></tr>
<tr><td>Qualification</td><td>M. Sc. (Physics), M.B. A.</td></tr>
<tr><td>Date of appointment</td><td>08/08/2026</td></tr>
<tr><td>Brief profile</td><td>Shri Rakesh Srivastava is a retired IAS officer of Rajasthan cadre (1981 Batch) and has nearly forty years of experience in the wide range of public service.

Shri Rakesh Srivastava retired as Secretary in Ministry of Women & Child Development of Central Government. He served as Director and as Nominee Director in various Companies promoted by State or Central Government and having nearly forty years of experience in the whole range of public service. Presently he is not serving as Director in any Company.</td></tr>
<tr><td>Other Directorship as on 08/08/2026.</td><td>Nil</td></tr>
<tr><td>Chairman (‘C’)/ Member (‘M’) of Audit Committee of other Companies as on 08/08/2026.</td><td>Nil</td></tr>
<tr><td>Chairman (‘C’)/ Member (‘M’) of Stakeholders Relationship Committee of other Companies as on 08/08/2026.</td><td>Nil</td></tr>
<tr><td>Chairman (‘C’)/ Member (‘M’) of Nomination and Remuneration Committee of other Companies as on 08/08/2026.</td><td>Nil</td></tr>
<tr><td>Chairman (‘C’)/ Member (‘M’) of CSR Committee of other Companies as on 08/08/2026.</td><td>Nil</td></tr>
<tr><td>Committee Membership in South Asian Enterprises Limited as on 08/08/2026.</td><td>1. Audit Committee – Member
2. Nomination and Remuneration Committee – Member</td></tr>
<tr><td>Shareholding in the Company</td><td>Nil</td><td></td></tr>
<tr><td>Relationship between directors inter-se</td><td colspan="2">Shri Rakesh Srivastava is not related to any of the Directors of the Company.</td></tr>
</table>

Accordingly, it is proposed to appoint Shri Rakesh Srivastava as an Independent Director for a period of 5 years w.e.f. 08/08/2026 subject to stipulation for age of retirement if any, prescribed from time to time. Shri Rakesh Srivastava shall not be liable to retire by rotation during his tenure as independent director. In terms of exemption availed by the Company under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the provision of Regulation 25(2) requiring appointment of Independent Director by way of Special Resolution is not applicable and thus appointment is proposed to be made through Ordinary Resolution. Further, Shri Rakesh Srivastava would not attain the age of 75 years during his tenure and thus the provisions of Regulation 17(1)A) of the Listing Regulations requiring appointment of Non – Executive Director by Special Resolution where proposed candidate has or would attain age of 75 years during the tenure is also not applicable. Your Directors recommend his appointment as an Independent Director of the Company as set out in item no. 6 of the accompanying Notice.

The copy of notice received from member and other documents are 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 Shri Rakesh Srivastava and his relatives are directly or indirectly interested in the resolution.

By Order of the Board
for South Asian Enterprises Limited
sd/-
(Khushi Garg)
Company Secretary
M. No. A76147

Place: New Delhi
Date: 08/08/2026

Book Post

If undelivered please return to:

South Asian Enterprises Limited
***Corp. off.*: 90, Okhla Industrial Estate, Phase-III,**
New Delhi-110 020
Phone: 011-4665 6666