

SOUTH ASIAN ENTERPRISES LIMITED

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

Corp. Off. : 2ndFloor, 13, Sant Nagar, East of Kailash, New Delhi-110065

Phone: 011-46656666, FAX: 011-46656699

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

NOTICE OF ANNUAL GENERAL MEETING ("AGM")

NOTICE is hereby given that the 30th Annual General Meeting of the Members of South Asian Enterprises Limited will be held at the registered office of the Company at Mikky House, K-Block, Kidwai Nagar, Kanpur - 208 011 (U.P.) on Saturday, the 7th September, 2019 at 12:30 p.m. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, the Statement of Profit & Loss for the year ended on that date together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Shri Kishan Kumar Soni- Director (DIN:00106037) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider, and if thought fit, to pass the following resolution as a Special Resolution for appointment of Shri Priya Brat (DIN: 00041859) as a Non – Executive Independent Director of the Company:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with applicable Rules, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), alongwith provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, based on recommendation of Nomination and Remuneration Committee which was approved by the Board of Directors, the consent of the Company be and is hereby accorded for appointment of Shri Priya Brat (DIN: 00041859) aged about 83 years, who has given notice in writing under section 160 of the Act proposing his candidature for office of Director and who fulfills the criteria given under Section 149 (6) of the Act for an Independent Director of the Company, as Non – Executive Director in the category of Independent Director not liable to retire by rotation, for the second term of five consecutive years commencing from the conclusion of this Annual General Meeting ('AGM') upto 06/09/2024 or till such earlier date to conform with the policy on retirement as may be determined by the Board of Directors or statutes, as the case may be."

4. **To consider, and if thought fit, to pass the following resolution as a Special Resolution for appointment of Shri Rajendra Kumar Goswami (DIN: 00106911) as a Non – Executive Independent Director of the Company:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with applicable Rules, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), alongwith provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, based on recommendation of Nomination and Remuneration Committee which was approved by the Board of Directors, the consent of the Company be and is hereby accorded for appointment of Shri Rajendra Kumar Goswami (DIN: 00106911) aged about 81 years, who has given notice in writing under section 160 of the Act proposing his candidature for office of Director and who fulfills the criteria given under Section 149 (6) of the Act for an Independent Director of the Company, as Non – Executive Director in the category of Independent Director not liable to retire by rotation, for the second term of five consecutive years commencing from the conclusion of this Annual General Meeting ('AGM') upto 06/09/2024 or till such earlier date to conform with the policy on

retirement as may be determined by the Board of Directors or statutes, as the case may be."

5. **To consider, and if thought fit, to pass the following resolution as a Special Resolution for appointment of Dr. Srinivasan Ramesh (DIN: 00126120) as a Non – Executive Independent Director of the Company:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with applicable Rules, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), alongwith provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, based on recommendation of Nomination and Remuneration Committee which was approved by the Board of Directors, the consent of the Company be and is hereby accorded for appointment of Dr. Srinivasan Ramesh (DIN: 00126120) aged about 83 years, who has given notice in writing under section 160 of the Act proposing his candidature for office of Director and who fulfills the criteria given under Section 149 (6) of the Act for an Independent Director of the Company, as Non – Executive Director in the category of Independent Director not liable to retire by rotation, for the second term of five consecutive years commencing from the conclusion of this Annual General Meeting ('AGM') upto 06/09/2024 or till such earlier date to conform with the policy on retirement as may be determined by the Board of Directors or statutes, as the case may be."

By Order of the Board
For South Asian Enterprises Ltd.

Place: New Delhi

Date: 03/08/2019

(R. C. Pandey)

Company Secretary

PAN:AJRPP6072H

NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE APPOINTMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, IN THE FORM ENCLOSED HERETO, DULY FILLED AND AUTHENTICATED. PROXY HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING. A PROXY FORM WHICH DOES NOT STATE THE NAME OF THE PROXY SHALL BE CONSIDERED INVALID. A PROXY SHALL NOT VOTE EXCEPT ON A POLL.
2. Pursuant to section 105 of Companies Act, 2013 and rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a Proxy for members not exceeding 50 and holding in aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. If a person is appointed as proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. The submission of form of proxy by a member does not preclude such member from attending and voting at the meeting. The proxy in such event shall not be eligible to attend the meeting. Only bonafide members of the Company whose names appear on the register of members/ proxy

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holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

5. In the case of joint holders all the holders may attend the meeting, however, the vote of the 1st holder shall be accepted to the exclusion of the vote of the other joint holders. In absence of 1st holder seniority shall be determined by the order in which the names stand in the Register of Members and the vote of senior most will be accepted. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
6. The 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
(Phone Nos. 011 – 26387320-21-23 and Fax 011-26387322)

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

2nd floor, 13, Sant Nagar, East of Kailash, New Delhi-110065
Phone No. 011-4665 6666, Fax: 011- 4665 6699.
Dedicated Investor Services e-mail: investordesk.sael@gmail.com

7. ***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 is 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. However, for such cases compulsory procurement of PAN by the Companies of both transferor and transferee is required to effect the share transfer in physical form of listed companies, whether off market or not. 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. Further, Members holding shares in physical form are again requested to promptly respond to Company's letter requesting them to provide PAN and Bank details besides other information. The format thereof is available on website of the Company. For further assistance, the Company or its Registrar & Transfer Agent may be contacted.***
8. The shares of the Company are traded in Demat segment only, w.e.f. 24th July, 2000 in Stock Exchange. **The ISIN allotted to Company is INE118B01010** for both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
9. 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. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in prescribed Form no. SH-13/ SH-14, as the case may be, duly filled in, to the RTA of Company. Members are also requested to intimate change in address, if any, to the Company's RTA or to the Company at its corporate office for shares held in physical mode. Members holding shares in Demat (electronic) form are requested to notify any change in address, mandate/

bank details/nominations to their depository participants.

10. Members who wish to obtain information about the Company or view the financials of Company, may visit the **Company's website viz www.sael.co.in**
11. In terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI listing regulations for votes cast through e-voting and by poll at AGM on the business to be transacted in AGM of the Company on 07/09/2019, the Board of Directors of the Company has appointed Mr. Ashutosh Aggarwal - Practicing Company Secretary (M.No. A-9972, CoP no. 7467), as the scrutinizer. Shri Ashutosh Aggarwal has consented to act as Scrutinizer for the aforesaid purpose. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

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

- A. In case of members who receive the notice in electronic mode:
 - (a) Open e-mail and open PDF file viz. 'SAEL e-voting.pdf' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder - Login'.
 - (c) Insert User ID and password as initial password stated in (a) above. Click on 'Login'.
 - (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
 - (e) Home page of e-voting opens, Click on 'e-voting: Active E-voting Cycles' and select the Electronic Voting Event Number (EVEN) of South Asian Enterprises Limited.
 - (f) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (g) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted.
 - (h) Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
 - (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/ JPG format) of the relevant board resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at aaggarwal_cs@yahoo.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in
- B. In case of members who receive the notice by post:
 - (a) User ID and initial password is provided in the separate slip.
 - (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (A) above, to cast your vote.
- C. Members already registered with NSDL for e-voting can use their

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existing User Id and password for Login. Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (A) above, to cast your vote.

D. In case of any queries, you may refer to the 'Frequently Asked Questions for Shareholders' and e-voting user manual for shareholders available under the downloads section of NSDL's e-voting website www.evoting.nsdl.com. You may also address your queries relating to e-voting to the e-mail ID southasianenterprises@gmail.com

E. **The period for e-voting will start at 9.00 A.M. on Wednesday, 4th September, 2019 and will end at 5.00 P.M. on Friday, the 6th September, 2019. E-voting shall be disabled by NSDL at 5.00 P.M. on 6th September, 2019.**

F. General Information

(a) Every Client ID No./ Folio No. shall have one e-vote, irrespective of the number of joint holders.

(b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the **cut-off date viz. Saturday, 31st August, 2019**, and if amended, the date so notified. Persons who are not members as on cut-off date should treat this notice for information purposes only.

(c) Those persons, who become members of the Company after the dispatch of this notice of the AGM by the Company and whose names appear in the register of members or register of beneficial holders as on the cut-off date may view the notice of the 30th AGM on the Company's website or on the website of NSDL. Such members may exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM. In case of any difficulty Members may contact the Company or its Registrar and Transfer Agent.

(d) E-voting right cannot be exercised by a proxy.

(e) The members may cast their vote either by of e-voting facility or in the poll at the general meeting. In case vote is cast by both means then vote cast by e-voting will be counted and vote by other means will be treated as invalid.

(f) The results of e-voting alongwith the scrutinizer's report will be available on the Company's corporate website: www.sael.co.in under the section 'Investor Relations' and on the website of NSDL within three days of conclusion of the AGM. Such results will also be forwarded to the stock exchange where the Company's shares are listed.

12. The register of members of the Company shall remain closed **from 1st September, 2019 to 7th September, 2019** (both days inclusive).

13. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all days between 11:00 A.M. and 1:00 P.M. up to the date of AGM.

14. Explanatory statement, pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at this AGM is annexed hereto and forms part of this notice.

15. Member/Proxies are requested to bring their copies of the annual report along with admission slips to the meeting. As a measure of economy, copies of annual report and admission slips will not be distributed at the AGM. A route map showing directions to reach the venue of 30th AGM is given at the end of this notice.

16. The unclaimed & unpaid dividend upto financial year 1994-95 had been

transferred to General Revenue Account of Central Government and can be claimed from Central Government, through Registrar of Companies, U. P. & Uttarakhand. The unclaimed & unpaid dividend for the period from 1995-96 to 1997-98 was transferred in time, to the Investor Education and Protection Fund (IEPF) of Central Government in accordance with Section 205A and 205C of the Companies Act, 1956. Since no dividend had been declared for the year 1998-99 and in subsequent years till date, hence no unclaimed & unpaid dividend remains to be transferred to IEPF.

17. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its member. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their Depository Participant. Members holding shares in physical form are requested to send their e-mail address to the Company's Registrar and Transfer Agent.

18. The Company in adherence to its policy to provide par excellence investor service, periodically undertakes to locate members whose share certificate are lying undelivered and promptly sends share certificates upon identification of members. In terms of regulation 39 of SEBI listing regulations, the undelivered shares are required be credited to "Unclaimed Suspense Account" with a depository participant after procedural compliance in this regard. As a consequence inter-alia, the voting rights in respect of such shares shall be stand frozen till shares are restored to members. Further, such shares if remain unclaimed, alongwith dividend for seven years, are liable to be transferred to 'IEPF' alongwith first such unclaimed/unpaid dividend. At present, there are no shares lying undelivered with the Company.

19. Information regarding Directors pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015:

(A)

Sl. No.	Name of the Director	Date of Birth	Date of Appointment	Qualifications and Expertise in specific functional areas	List of Companies in which Directorship held as on 25/07/2019	Chairman/member of the committee of other Companies as on 25/07/2019	Whether qualified u/s 164(2) of the Companies Act, 2013
				No. of Board meetings attended during the year			
				Relationship between Directors Inter-se			
1	Shri K.K. Soni	14/09/1953	30/01/2006	B.Com., FCA, FCS He is a qualified Chartered Accountant and Company Secretary with more than 40 years experience in the area of Finance, Taxation, Corporate Planning and other corporate affairs. 4 of 4 Shri K. K. Soni is not related to any other Directors of the Company.	a) VLS Capital Ltd. b) VLS Securities Ltd. c) VLS Asset Management Ltd. d) Om Sai Sports Ltd. (Under process of striking off) e) VLS Finance Ltd.	• Nomination and Remuneration - Member • Audit - Member • Nomination and Remuneration - Chairman Nil Nil • Stakeholders Relationship - Member • Operations management -member	Yes

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(B) Shareholding of above Director(s) as on 25/07/2019

S. No.	Name	No. of Shares held in the Company	Percentage
1)	Shri K.K. Soni	Nil	Nil

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

Item Nos. 3, 4 and 5

The Members of the Company at the 25th Annual General Meeting ('AGM') of the Company held on September 25, 2014 had inter alia appointed Shri Priya Brat, Shri Rajendra Kumar Goswami and Dr. Srinivasan Ramesh as Independent Directors of the Company for a period of five consecutive years with effect from September 25, 2014 subject to that the tenure of aforesaid Directors would end on the conclusion of the 30th Annual General Meeting of the Company ('AGM') i.e. the forthcoming Annual General Meeting. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but can be re-appointed as Independent Director on the Board of a Company on passing a Special Resolution by the Company for another term of upto five consecutive years. The Nomination and Remuneration Committee ("NRC") on the basis of performance evaluation of Directors have recommended reappointment of Shri Priya Brat (DIN : 00041859) aged about 83 years, Shri Rajendra Kumar Goswami (DIN : 00106911) aged about 81 years and Dr. Srinivasan Ramesh (DIN : 00126120) aged about 83 years as Independent Directors for second term of five years subject to applicable regulations which has been accepted by the Board. 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. The Special Resolution passed under item no. 3, 4 and 5 shall also be deemed as your approval under the Listing Regulations, for appointment of Shri Priya Brat, Shri Rajendra Kumar Goswami and Dr. Srinivasan Ramesh as Independent Directors. In order to have the continued guidance of the aforementioned persons in the management of the Company, your Board recommends their appointment for second term of five years through the Special Resolutions as set out at item nos. 3, 4 and 5 of the Notice for approval by the Members.

A copy of their draft letters of appointment as Independent Directors is available for inspection by the members of the Company at Registered office of the Company between 11:00 A.M. and 1:00 P.M. on all working days till the date of the Annual General Meeting except on Saturdays, Sundays and Holidays. Further, none of the Directors apart from the persons mentioned above or Key Managerial Personnel of the Company is, in any way, concerned or interested in the concerned resolutions.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting.

Name of Director	Shri Priya Brat DIN: 00041859	Shri Rajendra Kumar Goswami DIN: 00106911	Dr. Srinivasan Ramesh IAS (Retd.) DIN: 00126120
Age/Date of Birth	84 years 26/08/1936	81 years 18/04/1938	83 years 28/10/1936
Qualification	M. Sc. (Physics), CAIIB, Diploma in International Finance	MBA, Diploma in Business Management, Diploma-Industrial Management, Diploma- Labour Laws	M.A., M.P.A. (Harvard), Ph.d
Date of initial appointment	23/01/2009	27/07/2005	23/03/1995
Expertise	He is former Deputy Managing Director of State Bank of India, with over 5 decades experience in the field of Banking, Finance and Administration. The wide spectrum of experience of Shri Priya Brat encompasses managing industrial credit, forex management, project appraisal, loan syndication, merchant banking besides international operations and similar assignments.	He is a retired banker with over 5 decades of experience in Banking, Finance, Administration and allied areas.	He is former Secretary to the Govt. of U.P. having over 5 decades experience in administration, planning and govt. affairs.
Directorship as on 31/03/2019	a) Dhampur Sugar Mills Ltd. b) Dhanuka Agritech Ltd.	VLS Securities Ltd.	VLS Finance Ltd.
Chairman/ Member of Audit committee as on 31/03/2019	a) Dhampur Sugar Mills Ltd- Member b) Dhanuka Agritech Ltd.- Chairman	VLS Securities Ltd.- Member	VLS Finance Ltd.-Chairman
Chairman/ Member of Shareholders'/ Investors Grievance committee as on 31/03/2019	a) Dhampur Sugar Mills Ltd- Member	N. A.	NIL
Chairman/ Member of Remuneration committee as on 31/03/2019	a) Dhampur Sugar Mills Ltd- Member b) Dhanuka Agritech Ltd.- Chairman	VLS Securities Ltd.- Member	VLS Finance Ltd.-Member
Number of meeting attended during the year	4 of 4	3 of 4	3 of 4
Shareholding in the Company	NIL	NIL	NIL
Relationship between directors inter-se	NIL	NIL	NIL

By Order of the Board
For South Asian Enterprises Ltd.

Place: New Delhi
Date: 03/08/2019

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

SOUTH ASIAN ENTERPRISES LIMITED

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Phone: 011-46656666, FAX: 011-46656699

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

Re : 30th Annual General Meeting on Saturday, the 7th day of September, 2019

BALLOT FORM (POLL PAPER)

(For casting vote at 30th AGM in lieu of evoting)

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

Serial No.	Particulars	No. of Shares held by me/us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, the Statement of Profit & Loss for the year ended on that date together with the Report of Auditors and Directors thereon.			
2	To appoint a Director in place of Shri Kishan Kumar Soni- Director (DIN:00106037) who retires by rotation and being eligible, offers himself for re-appointment.			
3	Special Resolution for appointment of Shri Priya Brat (DIN: 00041859) as an Independent Director of the Company for the 2nd term of five consecutive years.			
4	Special Resolution for appointment of Shri Rajendra Kumar Goswami (DIN: 00106911) as an Independent Director of the Company for the 2nd term of five consecutive years.			
5	Special Resolution for appointment of Dr. Srinivasan Ramesh (DIN: 00126120) as an Independent Director of the Company for the 2nd term of five consecutive years.			

Place:

Date:

Note: Please read the enclosed instructions before filling the form.

Signature of the Member (s)

INSTRUCTIONS FOR FILLING THE BALLOT FORM

- 1 The member may choose to tender the ballot form at the time of Annual General Meeting in the ballot box kept at the venue.
- 2 Vote can be exercised by e-voting facility provided for this purpose and details thereof has been provided in accompanying notice. Members are requested to exercise vote either by ballot or e-voting. In case voting is exercised both through e-voting and ballot, the vote through e-voting will supersede ballot in all cases i.e. voting by ballot will be rendered invalid.
- 3 This form should be completed and signed by the member (as per the specimen signature registered with the Company). In case of jointholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
- 4 Incomplete/Unsigned Postal Ballot Form will be rejected. Vote exercised through multiple forms i.e. more than one form will render the vote invalid and all ballot forms will be treated as invalid.
- 5 Voting rights for ballot shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. 31/08/2019 and if amended, the date notified as amended date.
- 6 The ballot shall not be exercised by a duly appointed proxy except in annual general meeting.
- 7 In case of shares held by companies, trusts, societies etc. the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/ Authority letter together with attested specimen signature(s).
- 8 The decision of scrutiner on the validity of ballot form will be final.

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CIN: L91990UP1990PLC011753

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

Re : 30th Annual General Meeting on Saturday, the 7th day of September, 2019

Form of Proxy

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on the 7th day of September, 2019 at 12:30 P.M. at Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description	(Optional)	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2019, the Statement of Profit & Loss for the year ended on that date together with the Report of Auditors and Directors thereon.		
2	To appoint a Director in place of Shri Kishan Kumar Soni– Director (DIN:00106037) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3	Special Resolution for appointment of Shri Priya Brat (DIN: 00041859) as an Independent Director of the Company for the 2 nd term of five consecutive years.		
4	Special Resolution for appointment of Shri Rajendra Kumar Goswami (DIN: 00106911) as an Independent Director of the Company for the 2 nd term of five consecutive years.		
5	Special Resolution for appointment of Dr. Srinivasan Ramesh (DIN: 00126120) as an Independent Director of the Company for the 2 nd term of five consecutive years.		

Signed this _____ day of _____ 2019

Signature of Shareholder _____ Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp

NOTE :

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

SOUTH ASIAN ENTERPRISES LIMITED

CIN: L91990UP1990PLC011753

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

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

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

ATTENDANCE SLIP

30th Annual General Meeting
Saturday, the 7th day of September, 2019

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

I hereby record my presence at the 30th Annual General Meeting of the Company at Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.) at 12.30 p.m. on Saturday, the 7th day of September, 2019.

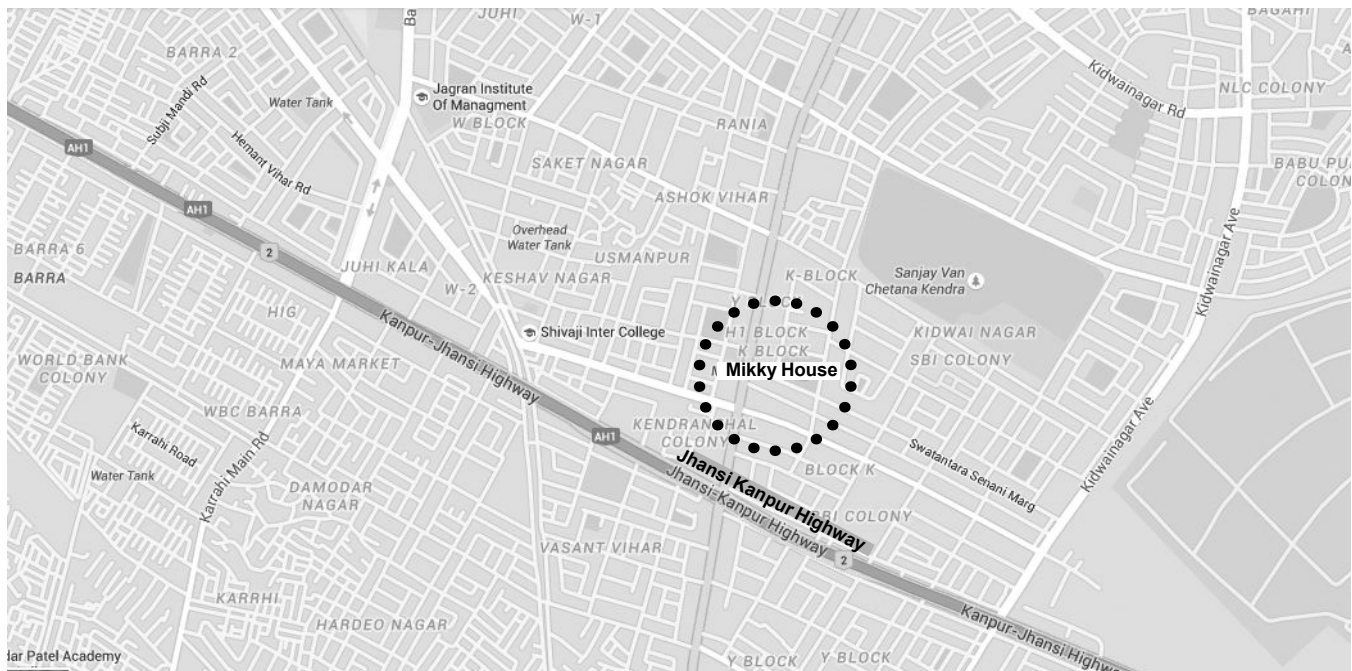
* Applicable in case of shares held in physical form.

Member/ Proxy Signature

NOTES:

1. Member/Proxy wishing to attend the meeting must present this slip filled in at the Entrance of the Venue.
2. No Gift/Coupon or equivalent will be given to members who are attending in the meeting.
3. For convenience of members, persons other than member/proxy will not be allowed inside the venue.
4. Shareholders/proxy holders desiring to attend the meeting should bring his/her copy of Annual Report for reference at the Meeting.

Route map of AGM Venue



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