

**SOUTH ASIAN ENTERPRISES LIMITED**

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

**Corp. off.:** 2<sup>nd</sup> Floor, 13, Sant Nagar, East of Kailash, New Delhi-110 065

**Ph:** 011-4665 6666, **Fax:** 011-4665 6699

**CIN:** L91990UP1990PLC011753, **email:** [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), **website:** [www.sael.co.in](http://www.sael.co.in)

**Notice of Annual General Meeting ("AGM")**

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of South Asian Enterprises Limited will be held on Saturday, 20<sup>th</sup> November, 2021 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2021, the Statement of Profit & Loss for the year ended on that date with enclosures thereto together with the Report of Auditors and Directors thereon.
2. To appoint a director in place of Shri Mahesh Prasad Mehrotra (DIN:00016768) who retires by rotation and being eligible, offers himself for re-appointment and in this connection to consider and, if thought fit, to pass following resolution as a **Special Resolution:**  
"RESOLVED THAT Shri Mahesh Prasad Mehrotra (DIN:00016768) – Director, who has attained the age of seventy five years and who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."
3. To appoint a Director in place of Shri Kishan Kumar Soni (DIN:00106037) who retires by rotation and being eligible, offers himself for re-appointment.

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

Place: New Delhi  
Date: 13/08/2021

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

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") relating to the Special Resolution to be transacted at the Annual General Meeting ('AGM') is annexed hereto and form part of this notice.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to global outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 02/2021 dated 13/01/2021 read with Circular no. 20/2020 dated 5th May, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 14/2020 dated 8th April, 2020 respectively and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, issued by the Securities and Exchange Board of India ('SEBI'), collectively referred to as the Circulars, hereinafter and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. 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 32<sup>nd</sup> AGM of the Company shall be conducted through VC / OAVM. 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. 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. The term 'member' or 'shareholder' appearing anywhere herein refers to person whose name stands in register of members of the Company on the relevant date.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 15/11/2021 to Saturday, 20/11/2021 (both days inclusive).

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

5. In accordance with, the General Circular No. 02/2021 dated 13th January, 2021 issued by MCA and Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) for the year 2020-21, such statements including the Notice of AGM are to be sent in electronic mode only, to Members whose e-mail address is registered with the Company or the depositories, as per records of the Company on the date of sending the documents. Attention of members is also invited to the Ministry of Corporate Affairs "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and it has been clarified through circulars that service of notice/ documents including Annual Report can be made by e-mail or other electronic means to its members for compliance of relevant provisions of the Act. To support this green initiative of the Government in full measure, members who have not registered their e-mail address so far are requested to register their email address as per procedure enumerated hereinafter.
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at its registered office or email at [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com) followed by physical copy of the signed request besides updating other information as per SEBI's directive dated 20/04/2018, if not done already. Please refer clause no. 32 herein for details.

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

7. This Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at [www.sael.co.in](http://www.sael.co.in), on the website of Stock Exchange i.e. BSE Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

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

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email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number +91-99202 64780; or

- Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91-75066 82281.
12. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. Any Institutional Member, facing issues for participating in AGM can write to [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com) or [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com).
  13. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

15. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, securities account number / folio number, email id, mobile number at [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com). Questions / queries received by the Company till 5.00 p.m. on Monday, 15th November, 2021 shall only be considered and responded during the AGM.
16. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request through email on [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com) between 9.00 a.m. on Monday, 15th November, 2021 and 5.00 p.m. on Wednesday, 17th November, 2021. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
17. 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:

18. The Members, whose names appear in the Register of Members / list of Beneficial Owners at the closing hours on Friday, 12th November, 2021 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
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 Wednesday, 17/11/2021 and end on Friday, 19/11/2021 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. The remote e-voting period begins on Wednesday, 17/11/2021 at 9:00 A.M. and ends on Friday, 19/11/2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 12th November, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

#### How do I vote electronically using NSDL e-Voting system?





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

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

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

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

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

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

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

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

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

| Login type                                                         | Helpdesk details                                                                                                                                                                                                                |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

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

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

- 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 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.*
- 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<br>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<br>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<br>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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

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

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

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

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

#### **General Guidelines for shareholders**

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

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

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

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

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

#### **GENERAL INFORMATION:**

21. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
22. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
23. The voting rights shall be reckoned on paid-up value of equity shares held by the Member(s) as on Friday, 12/11/2021, being the cut-off date. Members

## SOUTH ASIAN ENTERPRISES LTD.

are eligible to cast vote electronically only if they are holding shares as on that date. 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 [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com) with a copy marked to NSDL's e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of joint holders, any or all of the holders may attend the meeting though the login provided for relevant folio/ securities account because separate login for each joint holder is not permitted. The voting can also be done only once i.e. one time irrespective of number of joint holders for such folio/ securities account.

24. In terms of provisions of sections 108 and 109 of the Companies Act, 2013 ('the Act') read with rules 20 and 21 of Companies (Management and Administration) Rules, 2014 and regulation 44 of the listing regulations for votes cast through remote e-voting and by e-voting at AGM on the business to be transacted in AGM of the Company on 20/11/2021, 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 items of notice to the chairman of the meeting or in his absence to the Managing Director of the Company who shall countersign the same and declare the result not later than Two working days of conclusion of AGM. The Members desiring to vote through remote e-voting/e-voting at AGM are requested to refer to the detailed procedure given hereinbefore.
25. The results of the electronic voting upon declaration shall be disseminated forthwith to the concerned Stock Exchange. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.sael.co.in](http://www.sael.co.in).

### PROCEDURE FOR INSPECTION OF DOCUMENTS:

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

### OTHERS:

28. Members of the Company had approved the appointment of M/s. Agiwal & Associates, Chartered Accountants, (FRN: 000181N) as the Statutory Auditors for period of 5 years at the 28th AGM of the Company which is valid till conclusion of 33rd AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
29. Those persons, who become members of the Company after the dispatch of this notice of the AGM by the Company and whose names appear in the register of members or register of beneficial holders as on the cut-off date may view the notice of the 32nd AGM on the Company's website or on the website of NSDL or BSE Ltd. Such members may

exercise their e-voting rights either through remote e-voting by following the procedure as mentioned above or by e-voting at the AGM. In case of any difficulty Members may contact the Company or its Registrar and Transfer Agent.

30. Members who wish to obtain information about the Company or view the financials of Company may visit the Company's website viz. [www.sael.co.in](http://www.sael.co.in)
31. The Company has retained **M/s. RCMC Share Registry Pvt. Ltd., as its Registrar & Transfer Agent** ('RTA') w.e.f. 01/04/2003 for entire shareholder services. All correspondence, therefore, may be addressed to the said Registrar & Transfer Agent at:

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

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

**2<sup>nd</sup> floor, 13, Sant Nagar, East of Kailash, New Delhi-110065**  
**Phone No. 011-4665 6666, Fax: 011- 4665 6699.**  
Dedicated Investor Services e-mail: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com)

32. The extant SEBI listing regulations mandate that no transfer of securities of listed Companies be effected in physical form after 31/03/2019. However, transmission and transposition of physical shares are allowed. Exception was provided under SEBI Press Release No. 12/2019 dated 27/03/2019 only for those transfers of which transfer deed(s) were lodged prior to deadline and returned due to deficiency. The cutoff date for such re-lodgment was fixed as 31/03/2021 as per SEBI Circular No. SEBI/HOO/MIRSD/RTAMB/CIR/P/2020/166 dated 07/09/2020. Accordingly, after cutoff date, no request for transfer of share in physical form can be entertained. 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 and also appended to this notice. For further assistance, the Company or its RTA may be contacted.
33. 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).
34. 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.
35. The unclaimed & unpaid dividend upto financial year 1994-95 had been transferred to General Revenue Account of Central Government and can be claimed from Central Government, through Registrar of Companies, U. P. The unclaimed & unpaid dividend for the period from 1995-96 to 1997-98 was transferred in time, to the Investor Education and Protection Fund (IEPF) of Central Government in accordance with Section 205A and 205C of the Companies Act, 1956. Since no dividend had been declared for the year 1998-99 and in subsequent years till date, hence no unclaimed & unpaid dividend remains to be transferred to IEPF.

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36. The investors details of amount remaining unpaid /unclaimed of the dividend declared for the year 1995-96, 1996-97, 1997-98 and refund of unpaid amount belonging to the public issue in the year 1994 had been filed with the IEPF (MCA portal) in Excel format in compliance of Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Second amendment Rules 2019 effective from 20/08/2019. The list of Members whose dividend/refund for aforesaid years is unclaimed/unpaid is available inter alia on Company's website. Members are requested to claim the said Dividend/refund by making online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) alongwith fee specified by the Authority.
37. 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.

38. Information regarding Director retiring by rotation and seeking re-appointment, as required under secretarial standard -2 and Regulation 36(3) of SEBI (Listing regulations and disclosure requirements) Regulation, 2015:

(A)

| Sl. No. | Name of the Director                       | Date of Birth | Date of Appointment | Qualifications and Expertise in specific functional areas                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | List of Companies in which Directorship held as on 13/08/2021.                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Chairman/ Member of the Committees of other companies as on 13/08/2021.                                                                                                                                                                                                                                                                                                                                                                                           | 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 Mahesh Prasad Mehrotra (DIN:00016768) | 26/09/1940    | 07/11/2015          | <p>B.Com., FCA, LL. B. He is a Chartered Accountant by profession and a law graduate with over 58 years of rich experience in areas of taxation, administration and financial services besides being the promoter of the Company. Shri M. P. Mehrotra had been on Board earlier from 1992 to 2001 and then from 2007 to 2014. He was again appointed on the Board w.e.f. 07/11/2015.</p> <p>During the year Shri M.P. Mehrotra has attended five out of five meetings of the Board held during the year.</p> <p>Shri M.P. Mehrotra is related to Dr. (Mrs.) Neeraj Arora, Director of the Company.</p> | <p>1. Dhampur Sugar Mills Ltd.</p> <p>2. VLS Commodities Pvt. Ltd.</p> <p>3. VLS Capital Ltd.</p> <p>4. Maxim Infracon Private Ltd.</p> <p>5. Delton Cables Ltd.</p> <p>6. Moonrock Hospitality (P) Ltd.</p> <p>7. Vinu Promoters (P) Ltd. (Nominee of Moonrock Hospitality Pvt. Ltd.)</p> <p>8. Pragati Moulders Pvt. Ltd.</p> <p>9. VLS Real Estate Ltd..</p> <p>10. Big Wong Hospitality (P) Ltd.</p> <p>11. Mehrotra &amp; Mehrotra, Chartered Accountants - (Sr. Partner)</p> <p>12. VLS Finance Ltd.</p> | <p>1 Audit - Chairman</p> <p>2 Nomination and Remuneration – Chairman</p> <p>3 CSR- Member</p> <p>4 Finance sub Committee- Member Nil</p> <p>1 Audit - Member</p> <p>2 Nomination and Remuneration – Member</p> <p>3 CSR- Member Nil</p> <p>1 Audit - Chairman</p> <p>2 Nomination and Remuneration - Member Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>1 Audit - Member</p> <p>2 CSR - Member</p> <p>3 Operations Management – Member</p> | Yes                                                      |

\* Please also refer the explanatory statement for item no. 2 of the notice.

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| 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 13/08/2021.                                                   | Chairman/ Member of the Committees of other companies as on 13/08/2021.                                                                                   | Whether qualified u/s 164(2) of the Companies Act, 2013. |
|---------|-----------------------------------|---------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
|         |                                   |               |                     | No. of Board meetings attended during the year                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                  |                                                                                                                                                           |                                                          |
|         |                                   |               |                     | Relationship between Directors inter-se                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                  |                                                                                                                                                           |                                                          |
| 2       | Shri K. K. Soni<br>(DIN:00106037) | 14/09/1953    | 30/01/2006          | B.Com., FCA, FCS<br>He is a qualified Chartered Accountant and Company Secretary with more than 40 year experience in the area of Finance, Taxation, Corporate Planning and other corporate affairs.<br><br>During the year Shri K. K. Soni has attended five out of five meetings of the Board held during the year.<br><br>Shri K. K. Soni is not related to any other Director of the Company. | 1. VLS Securities Ltd.<br><br>2. VLS Asset Management Ltd.<br>3. VLS Finance Ltd.<br><br>4. VLS Real Estate Ltd. | 1 Audit - Member<br>2 Nomination and Remuneration – Chairman<br>Nil<br><br>1 Stakeholders Relationship - Member<br>2 Operations management –member<br>Nil | Yes                                                      |

**(B) Shareholding of above Directors as on 13/08/2021**

| S. No. | Name                | No. of shares held in the Company | Percentage |
|--------|---------------------|-----------------------------------|------------|
| 1      | Shri M. P. Mehrotra | 1                                 | 0.00       |
| 2      | Shri K. K. Soni     | 1                                 | 0.00       |

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

**Item Nos. 2**

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

Shri Mahesh Prasad Mehrotra (DIN:00016768) was appointed as a Non-Executive Director, liable to retire by rotation by the members in the 29<sup>th</sup> AGM of the Company held on 10/09/2016 through special resolution in compliance with subjected regulation. He would retire by rotation at ensuing Annual General Meeting and being eligible, has offered himself for reappointment. Shri Mahesh Prasad Mehrotra - Non-Executive Director of the Company has attained seventy five years of age, he can be appointed as Director of the Company, if the Company has obtained the approval of its Members by way of a special resolution for such appointment. In order to have the continued guidance of Shri Mahesh Prasad Mehrotra in the management of the Company, your Board recommends the special resolution set out at item nos. 2 of the Notice for approval by the Members. Further, none of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the concerned resolution apart from Shri Mahesh Prasad Mehrotra and his relatives. Dr. (Mrs.) Neeraj Arora is related to Shri Mahesh Prasad Mehrotra.

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

Place: New Delhi  
Date: 13/08/2021

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

**SOUTH ASIAN ENTERPRISES LIMITED**  
 Regd. office: - Mikky House, K-Block, Kidwai Nagar, Kanpur -208 011 (U.P.)  
 Phone: 0512-2606 859

Corp. off.: 2<sup>nd</sup> Floor, 13, Sant Nagar , East of Kailash, New Delhi-110 065  
 Phone: 011-4665 6666, Fax: 011-4665 6699,  
 CIN: L91990UP1990PLC011753,  
 email: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), Website: [www.sael.co.in](http://www.sael.co.in)  
 (Dedicated investor email ID: [investordesk.sael@gmail.com](mailto:investordesk.sael@gmail.com))

**Form for furnishing the Contact, PAN and Bank Details  
 By the Members holding shares in physical form**

Inward Sr No. : .....

RCMC Share Registry Pvt. Ltd.,  
 B-25/1, First Floor,  
 Okhla Industrial Area Phase – II,  
 New Delhi – 110 020.

Dear Sir/Madam,

We hereby request you to incorporate following information furnished by us herein below in your records The relevant documents required to be tendered for this purpose are enclosed.

|                     |                                        |
|---------------------|----------------------------------------|
| Name of the Company | <b>South Asian Enterprises Limited</b> |
| Folio Number        |                                        |

|                    | Name | PAN # |
|--------------------|------|-------|
| First /Sole Holder |      |       |
| Joint Holder 1     |      |       |
| Joint Holder 2     |      |       |

**# Please attach self-attested copy of PAN Card of each holder.**

|                                  |  |
|----------------------------------|--|
| E-mail ID for communication      |  |
| Contact number for communication |  |

Bank Details of Sole / First Holder

|                       |                            |
|-----------------------|----------------------------|
| Bank Name *           |                            |
| Branch Address        |                            |
| Bank Account No.      |                            |
| Account type          | Saving/Current/Cash Credit |
| MICR Code (9 digits)  |                            |
| IFSC Code (11 digits) |                            |

\* It is mandatory to enclose a self attested copy of cancelled cheque bearing name of Sole / first holder. In case cancelled cheque does not have name of such holder printed on it, it is mandatory to enclose a copy of the relevant passbook/bank statement duly attested by bank.

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information or the said facility is not available at my location, I / We would not hold South Asian Enterprises Limited and /or its agents or associates responsible for any loss/damage etc. resulting therefrom.

\_\_\_\_\_  
 Signature of First/Sole Holder

\_\_\_\_\_  
 Signature of Joint Holder 1  
 (As appearing in Company's Record)

\_\_\_\_\_  
 Signature of Joint Holder 2

Place :  
 Date :

**This form needs to be submitted by Member(s) holding shares in physical form. Members holding shares in electronic form (in demat account) are advised to update their PAN, bank details and email id with their respective depository participant ('DP'). Post updation with DP, no further action is required from member's side as Company will get these details automatically through depositories.**

**For Office Use Only**

|              |              |
|--------------|--------------|
| Entered on : | Checked By : |
| Entered by : | Remarks :    |
| Signature :  | Signature :  |