

# SOUTH ASIAN ENTERPRISES LTD

Corp. Office: 90, Okhla Industrial Estate Phase-III, New Delhi-110020  
Tel. : +91-11-46656666, Fax : +91-11-46656699  
Our Email Address : For investor Services : investordesk.sael@gmail.com  
Other than above : southasianenterprises@gmail.com, info@sael.co.in  
elec.earthing.sael@gmail.com Website : www.sael.co.in  
CIN NO.: L91990UP1990PLC011753



February 24, 2025

Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Scrip Code: 526477**

**Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Madam,

In terms of regulation 30 read with part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Members by way of remote e-voting process.

Please note that the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, February 14, 2025 and whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period commences at 9 a.m. (IST) on Tuesday, February 25, 2025 and ends at 5 p.m. (IST) on Wednesday, March 26, 2025. The results of the postal ballot will be declared on or before Friday, March 28, 2025.

The Postal Ballot Notice is also available on the Company's website at [www.sael.co.in](http://www.sael.co.in).

Kindly acknowledge the receipt.

Thanking you,  
for South Asian Enterprises Limited

Tej Bhan Gupta  
Managing Director  
DIN: 00106181



**SOUTH ASIAN ENTERPRISES LIMITED**  
**Regd. Off: Room No. 1, 4/25 Gagan Deep, Triveni Nagar, Meerpur Cantt, Kanpur Nagar,**  
**Uttar Pradesh, India, 208004**  
**Corp. Off.: 90, Okhla Industrial Estate, Phase-III, New Delhi- 110020**  
**CIN: L91990UP1990PLC011753 Phone: 011-46656666**  
**Email: [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com); Website: [www.sael.co.in](http://www.sael.co.in)**

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "listing regulations"), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 9/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out below are proposed to be passed by the Members of South Asian Enterprises Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolution(s) and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the listing regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri Ashutosh Aggarwal -Practicing Company Secretary (COP: 7467) as the Scrutinizer for conducting the postal ballot (via e-voting) in a fair and transparent manner. The remote e-voting commences from 9 A.M. (IST) on Tuesday, February 25, 2025 and will end on Wednesday, March 26, 2025 at 5 P.M. The members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Wednesday, March 26, 2025, failing which it will be considered that no reply has been received from the Member. The postal ballot results will be submitted within 2 (two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the listing regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company after completion of the scrutiny of the e-voting. Accordingly, the results shall be declared on or before Friday, March 28, 2025 and shall be communicated to BSE Limited ("BSE"), where the equity shares of the Company are listed. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.sael.co.in](http://www.sael.co.in) and on the website of NSDL at [www.evotingindia.com](http://www.evotingindia.com).

The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with RCMC Share Registry Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address

are requested to register the same by following the procedure set out in this Notice.

The proposed resolution(s), if approved, will be taken as having been duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Wednesday, March 26, 2025.

**SPECIAL BUSINESS:**

**Item No. 1:**

**To consider waiver of loan given to Chai Thela Private Limited ('CTPL') and unpaid interest thereon.**

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions the Companies Act, 2013 read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of the Company and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being in force and the Rules made thereunder and such other approval(s), permission(s) and sanction(s) as may be required, the consent of Members of the Company be and is hereby accorded to write off the entire loan given to Chai Thela Private Limited ('CTPL') the subsidiary and a related party in terms of applicable regulations, aggregating to Rs. 2.65 crores and unrealised interest till date.

**RESOLVED FURTHER THAT** the Board of Directors including Committee thereof be and are hereby authorized to take all steps to give effect to this resolution and to do all the acts, deeds and things as may be necessary, incidental or otherwise required for this purpose with power to further delegate to one or more officer(s) /Person for giving effect to foregoing approval.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

**Item No. 2:**

**To consider sale of investment in shares of Chai Thela Private Limited ('CTPL') the subsidiary of Company.**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 16, 24(5) and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies (Management and Administration) Rules, 2014 and the Memorandum and Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and the Rules made thereunder and such other approval(s), permission(s) and sanction(s) as may be required, the consent of Members of the Company be and is hereby accorded to dispose of the 7,359 equity shares i.e. 60.34% of the paid-up capital of Chai Thela Private Limited ('CTPL') by way of outright sale pursuant to the offer made by Mr. Ravender (Acquirer No.1) for 3680 equity shares at Rs.10/- per share and Mrs. Bharati (Acquirer No.2) (collectively referred as 'Acquirers') for 3679 shares at Rs.10/- per share aggregating to Rs.73,590/- and other terms and conditions as contained in agreement to be entered for share purchase between the Company and the Acquirers.

**RESOLVED FURTHER THAT** the Board of Directors including Committee thereof be and are hereby authorized and to execute, deliver and perform including amendment for clerical and minor modification in aforesaid agreement and other documents, file

applications and make representations in respect thereof and seek approval from relevant authorities if any, in this regard and to do all the acts, deeds and things as may be necessary, incidental or otherwise required for this purpose with power to further delegate to one or more officer(s) /Person and take steps for giving effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board  
for South Asian Enterprises Limited  
(R. C. Pandey)  
Company Secretary

Place: New Delhi  
Date: 19/02/2025

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 to 2 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the listing regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, February 14, 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, RCMC Share Registry Private Limited (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The physical copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the listing regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members holding shares in physical form who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may get their e-mail address registered alongwith other details with the Company’s RTA, RCMC Share Registry Private Limited.
6. It is clarified that for registration of e-mail address, the members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA to enable servicing of notices etc. electronically to their e-mail address.
7. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) or [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com).
8. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, February 14, 2025 being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
9. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
10. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [aaggarwal\\_cs@yahoo.com](mailto:aaggarwal_cs@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, the physical copy of documents can be sent to the corporate office of the Company addressed to the scrutinizer.
11. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
12. Postal Ballot (e-voting) period commences from Tuesday, February 25, 2025 (9.00 p.m. IST) and will end on Wednesday, March 26, 2025 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
13. The proposed resolution(s), if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be March 26, 2025. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
14. This Notice shall also be available on the website of the Company at [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com), websites of the stock exchanges where the equity shares of the Company are listed, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process and copy thereof will also be available at Corporate office of the Company during business hours. Members seeking to inspect such documents at corporate office can send an email to [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com) as prior intimation to facilitate inspection.
16. General information and instructions relating to e-voting:
  - i. The voting period begins on Tuesday, February 25, 2025 (9.00 a.m. IST) and ends on Wednesday, March 26, 2025 (5.00 p.m. IST). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., Friday, February 14, 2025 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  - ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 and under Regulation 44 of the listing regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. The member holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories. Members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
  - iii. In order to increase the efficiency of the voting process, as per SEBI’s directive e-voting process has been enabled for all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (‘ESPs’), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**17. 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 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.	<p>1. Existing IDEAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting.</p> <p>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <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.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. 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></p> <p>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. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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.: 022-4886 7000 or 022-2499 7000.
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 1800-225-533.

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**  
  
If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
      - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
      - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
      - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
      - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Voting has to be done for each item of Notice separately. If you do not desire to cast your vote on specific item and leave it without marking choice i.e. 'For' or 'Against' then it will be treated as abstained. The option for choosing enblock 'Assent' or 'Dissent' will also be available.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. Members holding multiple folios/securities (demat) account shall choose the voting process separately for each folio/securities account.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aagarwal\_cs@yahoo.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in); or Contact Mr. Amit Vishal, Assistant Vice President, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone number 022-24994360; or Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone number 022-24994545.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of masked Aadhar Card) by email to [southasianenterprises@gmail.com](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 masked 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 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.

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.

18. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
19. 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, the Board of Directors of the Company has appointed Shri Ashutosh Aggarwal (M. No.A9972 and CoP No. 7467) Practicing Company Secretary 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 cast through remote e-voting) shall submit a consolidated scrutinizer report of votes cast in favour or against for each items of notice to the chairman of the Company or in his absence to the Managing Director or in his absence to the Executive Director of the Company who shall countersign the same and declare the result not later than 2 working days from the last date of e-voting. The resolutions set out in this notice shall be deemed to have been passed on the last date of e-voting subject to requisite number of votes in favour of resolution.
20. The results of the electronic voting upon declaration shall be disseminated forthwith to the concerned Stock Exchanges. 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) and at the registered office of the Company.

(“Listing Regulations”), the following statement sets out the material facts relating to Item nos. 1 to 2 of this Notice:

**Item No. 1:**

**To consider waiver of loan given to Chai Thela Private Limited (‘CTPL’) and unpaid interest thereon.**

The Board in its meeting held on 18/03/2021 sanctioned a loan aggregating to Rs. 2.65 crores by the Company to Chai Thela Private Limited (‘CTPL’) bearing interest @ 7% p.a. which was revised to 8% p.a. w.e.f. 01/04/2023. The loan was disbursed to CTPL prior to its becoming subsidiary of the Company. The repayment of loan was rescheduled to be paid in six quarterly instalments starting from 30<sup>th</sup> September 2023. However, owing to financial difficulties, CTPL had neither been able to pay interest from October 2023 nor the quarterly instalments of principal amount because of continuing losses and consequent financial constraints. CTPL wide its representation letter dated 01/01/2025, had approached the Company for waiver of entire principal loan amount granted and unrealised interest till date.

The Board on the recommendation of the Audit Committee, in its meeting held on 13/02/2025, approved the proposal to create provision for impairment on the entire principal amount of Rs. 2.65 crores and Rs. 27.67 lakhs towards accrued interest upto 31/12/2024.

The Board in its meeting held on 19/02/2025 considered the findings on the possibility of recovery of dues for CTPL and noted that the deteriorating financial condition of CTPL has compelled it to close down its operational outlets one after another, hence the chances of recovery were negligible. The Board therefore decided that as prudent business practice, the entire loan and unrealised interest till date was approved to be waived off by the Board to have realistic financial status of the Company subject to other approvals.

**ANNEXURE TO NOTICE EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

CTPL is material subsidiary in terms of Regulation 16 read with Regulation 30 of Listing Regulations because its turnover was in excess of 10% of consolidated turnover of Company as per latest Audited Results for the Financial Year 2023-24. Further, waiver of dues to CTPL would constitute related party transaction in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. It would, therefore, entail approval of members by ordinary

resolution subject to applicable regulations. The Board recommends the resolution as stated in Item No. 1 of the notice.

Copy of Board Resolution dated 19/02/2025, Annual Report 2023-24 along with Un-audited Financial Results for the quarter ended 31<sup>st</sup> December 2024 will be available for inspection electronically until the last date for receipt of votes through the e-voting process and copy thereof will also be available at the corporate office of the Company during business hours. Members seeking to inspect such documents at corporate office can send an email to [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com) as prior intimation to facilitate inspection.

The Promoter, Promoter Group and all other persons specified as related party in terms of Regulation 2(zb) of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 read with Section 2(76) of the Companies Act, 2013 shall be deemed to be interested in this resolution and shall not vote on this resolution. The vote, if any, cast by any related party shall be treated as invalid.

None of the Directors or any Key Managerial Personnel of the Company or their relatives is interested in the resolution.

**Item No. 2:**

**To consider sale of investment in shares of Chai Thela Private Limited ('CTPL') the subsidiary of Company.**

The Board in its meeting held on 18/03/2021 had acquired 7359 equity shares of Rs. 10/- each (fully paid) of Chai Thela Private Limited (CTPL) for aggregate value of Rs. 28,85,161/- on 23/08/2021. Subsequently, financial assistance by way of loan was also provided by the Company to said subsidiary for facilitating its operations to achieve break even instead of operating losses. However, the said subsidiary had been incurring losses, and its net worth was negative as on 31/12/2024.

The Board in its meeting held on 13/02/2025 concluded that it would not be possible to operate the subsidiary except by infusion of further funds, which is not feasible in view of the present financial resources available with the Company and accorded its approval that the investment in CTPL be sold while 4 of its stores are operational, out of 32 stores at one point of time, instead of making it zero operations Company. Thus, the Company would avoid adding of further losses in its consolidated results besides probably giving chance to CTPL for survival.

Pursuant to negotiation with the proposed prospective buyer ('the Acquirer') CTPL had handed over operations of its existing stores to the acquirer w.e.f. 01/01/2025. The said acquirer operating the stores/outlet of CTPL has proposed to purchase the entire stake of company in CTPL at par value i.e. Rs 10/- per share subject to certain conditions.

The Board in its meeting held on 19/02/2025 approved the sale and transfer of its entire stake i.e. 7,359 equity shares i.e. 60.34% of the paid-up capital of Chai Thela Private Limited ('CTPL') for a consideration of Rs.73,590/- to Mr. Ravender (Acquirer No.1) for Rs. 36,800/- constituting 3680 equity shares at Rs.10/- per share and Mrs. Bharati (Acquirer No.2) for Rs. 36,790/- constituting 3679 shares at Rs.10/- per share on the terms and conditions agreed with the aforesaid Acquirers.

A copy of draft agreement for sale of entire stake of Company in CTPL to be entered into between the Company and the Acquirers will be available for inspection electronically until the last date for receipt of votes through the e-voting process and copy thereof will also be available at the corporate office of the Company during business hours. Members seeking to inspect such documents at corporate office can send an email to [southasianenterprises@gmail.com](mailto:southasianenterprises@gmail.com) as prior intimation to facilitate inspection.

CTPL being material subsidiary in terms of Regulation 16 read with Regulation 30 of the Listing Regulations, requires approval of Members of Company by way of Special Resolution in terms of Regulation 24(5) of the Listing Regulations, as the Company is a listed entity and sale of investment in CTPL would amount to disposal of material subsidiary besides compliance of Section 180(1)(a) of the Companies Act, 2013, as applicable since CTPL generated over 20% of total consolidated turnover of the Company as per latest Audited Financial Results for the year 2023-24.

The Board is of the opinion that the aforesaid resolution is in the best interests of the Company and its members and hence, recommends the resolution for your approval.

None of the Directors or any Key Managerial Personnel of the Company or their relatives is interested in the resolution.

By order of the Board  
for South Asian Enterprises Limited  
(R. C. Pandey)  
Company Secretary

Place: New Delhi  
Date: 19/02/2025

\*\*\*\*\*