



SEL MANUFACTURING COMPANY LIMITED

Regd. Office: 274, Dhandari Khurd G.T. Road Ludhiana- 141014
CIN: L51909PB2000PLC023679
Tel: +91-161-7111117, Fax: +91-161-7111118, Email: cs@selindia.in
Website: www.selindia.in

21st September, 2023

To

BSE Limited

Department of Corporate Services
25th Floor, PJ Towers, Dalal Street, Mumbai-
400001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex, Bandra
(East), Mumbai-400051

Scrip Code: 532886

Symbol: SELMC

Sub: Notice of Extra-Ordinary General Meeting

Scrip Code: 532886, Scrip Id: SELMC, ISIN No.: INE105101020

The Extra-Ordinary General Meeting ('EGM') of the Company is scheduled to be held on Friday, 13th day of October, 2023 at 11.00 A.M. (IST) at the Registered Office of the Company situated at 274, Dhandari Khurd, G.T. Road, Ludhiana, Punjab 141014, in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 29, Regulation 34 read with Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of the Notice of Extra-Ordinary General Meeting containing all the business to be transacted at the EGM.

The same is being circulated to the Members of the Company. The above documents are also available on the website of the Company i.e. <http://www.selindia.in>

Yours faithfully,

For SEL MANUFACTURING COMPANY LIMITED

Naveen Arora
Whole-time Director
DIN: 09114375



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Website: www.selindia.in

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of the Company will be held on Friday, the 13th day of October, 2023 at 11.00 A.M. (IST) at the Registered Office of the Company situated at 274, Dhandari Khurd, G.T. Road, Ludhiana, Punjab 141014 to transact the following businesses as special business

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 (including any modification or re-enactment thereof), and all other applicable statutes, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to evaluate and implement options including but not limited to sale/hive off of any or whole of the undertaking and/or business of the Company, whether as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner whatsoever, as may be deemed fit and/or to find and take in strategic investor and/or to take legal recourse to find appropriate solution in connection with the whole/part of the business undertaking(s) of the Company.

RESOLVED FURTHER THAT Mr Rajeev Bhalla, Managing Director, and Mr Naveen Arora, Whole-time Director, be and are hereby severally authorised to sign and execute requisite documents and to do all such acts, deeds and things as may be required to give effect to the above resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 10 (including any modification or re-enactment thereof), if any, of the Insolvency and Bankruptcy Code, 2016, read with applicable rules thereto, approval of the members of Company be and is hereby accorded to initiate a voluntary Corporate Insolvency Resolution Process in accordance with Section 10 and other applicable provisions of the Insolvency and Bankruptcy Code, 2016, if required and deemed fit and/or to evaluate and give effect to such other options, as may be deemed fit and proper to safeguard and retain the shareholders interest and maintain the value of assets and undertaking of the Company.

RESOLVED FURTHER THAT Mr Rajeev Bhalla, Managing Director, and Mr Naveen Arora, Whole-time Director, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution, including but not limited to signing/submitting applications/affidavits/petitions/appeals/any other document, as may be required with the concerned NCLT or any other authority in connection therewith and/or represent the Company in the aforesaid matters and/or do all such acts, deeds and things, as may be deemed necessary to give effect to the said resolution.”

**By order of the Board
For SEL Manufacturing Company Limited
(CIN: L51909PB2000PLC023679)**

**Date: September 21, 2023
Place: 274, Dhandari Khud, G.T. Road,
Ludhiana- 141014 (Punjab)**

**NAVEEN ARORA
Whole-time Director
DIN: 09114375**

NOTES:

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 with respect to the items covered under special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution/ Authorisation letter authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting
5. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during business hours on any working till the date of the meeting.
6. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, the Notice calling the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories. Members may note that Notice has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, etc. will be available for inspection during the EGM. All other documents referred to in the Notice will be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. Friday, 13th October, 2023.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- The voting period begins on Tuesday, 10th day of October, 2023 (09.00 AM) and end on Thursday, 12th day of October, 2023 (05.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06th October, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 - a) Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - b) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - c) 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 (i.e. your sixteen-digit demat account number hold 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 - a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 - b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- c) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 - d) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

ITEM NO. 1 OF SPECIAL BUSINESS

The Company underwent Corporate Insolvency Resolution Process under Section 31 of the Insolvency and Bankruptcy Code, 2016. A Resolution Plan was approved by the Hon’ble National Company Law Tribunal, Chandigarh Bench (Approved Plan), vide its Order dated 10th February, 2021. Pursuant to the Corporate Insolvency Resolution Process, the loan amounts were settled under IBC and the Company was taken over by new management. The Board of Directors further noted that in terms of the Resolution Plan approved by Hon’ble NCLT, banks were required to get the declassification of the Company done from the list of defaulters in the records of RBI, Rating agencies, Central Fraud Registry, etc. within 30 days from the effective date as per the approved Resolution Plan, but the same has not been done till date.

The Members are requested to note that that the Company has been facing financial and operational level hardships for some time now. During this time, the Company has desperately made efforts to ensure that the business keeps continuing in its usual course and the brand image of the Company is maintained before the customers. However, the business of the Company has been facing a continuous downfall. As per the financial statements, it is conspicuous that the Company has not been able to meet its dues payable to vendors, employees, third parties and statutory dues and the entire business of the Company is affected. Therefore, the Board evaluated the options including but not limited to sale/hive off of any or whole of the undertaking and/or business of the Company, whether as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner whatsoever, as may be deemed fit and/or to find and take in strategic investor and/or to take legal recourse to find appropriate solution in connection with the whole/part of the business undertaking(s) of the Company.

Accordingly, the Board recommends the proposed resolution set out at Item No. 1 for the approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

ITEM NO. 2 OF SPECIAL BUSINESS

The Company underwent Corporate Insolvency Resolution Process under Section 31 of the Insolvency and Bankruptcy Code, 2016. A Resolution Plan was approved by the Hon’ble National Company Law Tribunal, Chandigarh Bench (Approved Plan), vide its Order dated 10th February, 2021. Pursuant to the Corporate Insolvency Resolution Process, the loan amounts were settled under IBC and the Company was taken over by new management. The Board of Directors further inform the members of the Board that in terms of the

Resolution Plan approved by Hon'ble NCLT, banks were required to get the declassification of the Company done from the list of defaulters in the records of RBI, Rating agencies, Central Fraud Registry, etc. within 30 days from the effective date as per the approved Resolution Plan, but the same has not been done till date.

Consequently, the Board of Directors considered it necessary to initiate a Corporate Insolvency Resolution Process under Section 10 of Insolvency and Bankruptcy Code, 2016 and in this regard, all relevant documents were placed before the members for their consideration and approval. Further, pursuant to the provisions of The Insolvency and Bankruptcy Code, 2016, approval of the members is required by way of a special resolution to approve initiation of Corporate Insolvency Resolution Process.

Accordingly, the Board recommends the proposed resolution set out at Item No. 2 for the approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

**By order of the Board
For SEL Manufacturing Company Limited
(CIN: L51909PB2000PLC023679)**

**Date: September 21, 2023
Place: 274, Dhandari Khud, G.T. Road,
Ludhiana – 141014 (Punjab)**

**NAVEEN ARORA
Whole-time Director
DIN: 09114375**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)

Registered Address

E-mail Id

Folio No /Client ID DP ID

I/We, being the member(s) of _____ shares of the above-named company. Hereby appoint

Name: E-mail Id:

Address:

Signature, or failing him

Name: E-mail Id:

Address:

Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary general Meeting of the company, to be held on Friday, 13th October, 2023, at 11.00 a.m. at Registered Office of the Company situated at 274, Dhandari Khurd, G.T. Road, Ludhiana, Punjab 141014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
1.	Approval for strategic options		
2.	Initiation of Corporate Insolvency Resolution Process		

Signed this ____ day of ____ 2023

Affix Revenue Stamps

Signature of Shareholder/ Proxy holder

Signature of the shareholder across Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the Meeting

ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING HALL

Master Folio No:

Name and address of shareholder: _____

Name of proxyholder: _____

No. of shares held: _____

I hereby record my presence at the Extra-ordinary General Meeting of the Members of SEL Manufacturing Company Limited held on Friday, 13th October, 2023, at 11.00 a.m. at Registered Office of the Company situated at 274, Dhandari Khurd, G.T. Road, Ludhiana, Punjab 141014.

Signature of the Shareholder or Proxy:

NOTES:

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
2. In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

Route Map for venue of Extraordinary General Meeting:

