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## S. E. INVESTMENTS LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR PARK, NEAR POLICE STATION, NEW DELHI-110019

Phone: +91 11- 43518816, E-mail: [cs@seil.in](mailto:cs@seil.in), Website: [www.seil.in](http://www.seil.in)

### NOTICE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of S. E. Investments Limited will be held on Friday, September 30, 2016 at 10:00 AM. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi - 110065 to transact the following business(s):

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Harish Singh (DIN [00039501](#)) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final dividend on equity shares and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** a final dividend of 10% (i.e. Re. 1 on every Equity share of Rs. 10/- each) on fully paid-up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby declared.

4. To ratify the appointment of Statutory Auditor of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) and pursuant to resolution passed in 22nd Annual General Meeting of the Company, appointment of **M/s R. Lal & Company**, Chartered Accountants (Firm Registration No. 000926C) as Statutory Auditor to hold the office of Statutory Auditor upto the conclusion of 25<sup>th</sup> Annual General Meeting of the Company be and is hereby ratified and confirmed to hold office of Statutory Auditor of the Company from the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 25<sup>th</sup> Annual General Meeting of the company at such remuneration as may be decided by the Board."

#### **Special Business:**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as:

5. Special Resolution to approve borrowing limits of the Company:

**"RESOLVED THAT** pursuant to provisions of Section 180(l) (c) of the Companies Act, 2013 and other applicable provisions, if any, read with rules made thereunder (including any



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statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, body corporates, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the paid up share capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose), provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed a sum of Rs. 3000 Crore (Rupees Three Thousand Crores) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. Special Resolution to create charges, mortgages, hypothecation on the immovable and movable properties of the Company:

**"RESOLVED THAT** pursuant to provisions of Section 180(l)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to create/ renew such mortgages, charge(s), hypothecation(s) and floating charges, including existing mortgages, charges and hypothecation created by the Board on behalf of the Company, on such movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, to secure any Indian Rupees or Foreign Currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or the issue of rupee/ foreign currency convertible bonds and/or advances and/or all other moneys payable by the Company to its lender(s) (hereinafter collectively referred to as "Loans"), provided that the total amount of loans, already obtained or to be obtained from any Financial Institution, Bank, Body Corporate, Company or any other person(s), together with interest thereon, liquidated damages, commitment charges, premia on pre-payment and other cost and charges expenses and all other monies payable by the Company in respect of said Loans, shall not at any time exceed an amount of Rs. 3000 Crore (Rupees Three Thousand Crores) over and above the aggregate of paid up share capital and free reserves of the Company.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

7. Special Resolution to issue Non-Convertible Debentures on private placement basis:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and subject to rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Reserve Bank of India (under the Reserve Bank of India Act, 1934), Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended time to time or any other competent authority, the Memorandum of Association and the Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) may accept, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to create, issue, offer and allot secured/ unsecured non-convertible debentures on private placement basis at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Non-Convertible Debentures provided that the total amount raised through the issuance of such debentures does not exceed the overall borrowing limits of the Company, as approved by the Members, from time to time and authority under this resolution shall be exercised by the Board within one year from the date of this resolution."

8. Determination of fee for Service of Documents to Shareholders of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 20 of Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the company at least one week in advance of the despatch of the documents by the Company and that no such request will be



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entertained by the Company after the despatch of such documents by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Director or any Key Managerial personnel of the company be are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

**Place : New Delhi  
Date : August 13, 2016**

**By Order of the Board of Directors  
For S. E. Investments Limited  
Sd/-  
(Vishal Sharma)  
Company Secretary  
Membership No.:A19853**

**NOTES:**

1. The relevant Explanatory Statement, in accordance with provisions of Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 8 of the Notice, is annexed herewith.
2. A member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than forty-eight hours before the scheduled time for commencement of the Meeting.
3. A person appointed as proxy can act on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Any member holding more than ten percent (10%), of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Only bonafide members of the Company whose names appear on the Register of

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

5. Members/ Proxies attending the meeting are requested to bring with them the Attendance Slip attached to this notice duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy / Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be. Members holding shares in electronic form and desirous of attending the meeting are required to bring along with them Client ID and DP ID Numbers for easy identification.
6. In case of Joint holders attending the meeting, only such joint holder whose name appears first in the order of names, will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2016 to September 30, 2016 (both days inclusive).
8. Final Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2016, if approved by the Members at the ensuing 24<sup>th</sup> Annual General Meeting of the Company, will be payable within stipulated time of its declaration to all those members whose name:
  - Appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before September 23, 2016 and
  - Appear in the list of beneficial owners as furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form as at the end of the business hours, on September 23, 2016.
9. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.





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10. Members holding shares in physical form are requested to intimate all changes in their particulars including nomination, power of attorney, change of address/name etc. to the Registrar & Share Transfer Agent of the Company, quoting their registered folio number.
11. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
12. All documents referred to in the Notice and the Explanatory Statement requiring the approval of the Members at the Meeting shall be available for inspection by the Members at the Registered Office of the Company, on all working days between 11:00 a.m. to 1:00 p.m., except Sundays and public holidays, up to the date of the 24<sup>th</sup> Annual General Meeting of the Company.
13. Members are advised to avail nomination facility as per the applicable provisions of the Companies Act, 2013, for which nomination forms are available with the Registrar.
14. Pursuant to provisions of Section 205A and 205 C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unclaimed dividends for the year 2007 - 2008 have been transferred to the Investor Education and Protection Fund.
15. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
16. All communication relating to shares are to be addressed to the Company's Share Transfer Agent, M/s Alankit Assignments Limited, 1E/13, Jhandewalan Extension, New Delhi - 110055.
17. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, M/s. Alankit Assignments Limited.
18. Members who wish to claim Dividends, which remain unclaimed, are requested to either

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correspond with the Company or the Company's Registrar and Share Transfer Agent (Alankit Assignments Limited) for revalidation and encash them before the due dates.

### 19. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 27, 2016. (9:00 am) and ends September 29, 2016 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "seil\_remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.



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- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "S. E. Investments Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUE NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer.seil@gmail.com](mailto:scrutinizer.seil@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
  
**EVEN (Remote e-voting Event Number) USERID PASSWORD/PIN**
  - (ii) Please follow all steps from SI. No. (ii) to SI. No. (xii) above, to cast vote.
- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the



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folio which may be used for sending future communication(s).

- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2016.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or **Issuer RTA**.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "*Forgot User Details/Password*" option available on **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)** or contact NSDL at the following toll free no.: 1800-222-990.

- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Mr. Satish Jadon, Company Secretary (Membership No. A23580) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI.** The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company "<http://www.seil.in>" and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges.



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**DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE AGM**

Name Of Director seeking reappointment	Harish Singh
DIN	00039501
Date of Birth	22-11-1967
Age in years	49 Years
Date of Appointment	01-08-2008
Qualifications	Chartered Accountant
Designation (at which appointment to be made)	Whole Time Director
Age	49 Years
Expertise in specific functional area	Finance and Banking
List of outside Directorship	NIL
No. Of shares held in the Company	NIL
Chairman / Member of Committees of the Board of Director of the Company	1-Chairman of CSR Committee 2-Chairman of ALCO Committee 3-Chairman of Risk Management Committee 4-Member of Audit Committee
No. of Board Meetings attend during the year out of 7 Meeting held	Six
Relationship With Other Directors	No
Relationship Remuneration paid during the year	Rs. 12,60,000 P.A.

**Explanatory Statement**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

In accordance with provisions of Section 102 of the Companies Act, 2013, the Explanatory Statement given below sets out the material facts relating to Item No. 4 to 8:

**Item No. 4**

M/s R. Lal & Company, Chartered Accountants & M/s P M S & Co., Chartered Accountants, have been appointed as Joint Statutory Auditors of the Company in 22<sup>nd</sup> Annual General Meeting of the Company for 3 years and 2 years respectively, subject to annual ratification in Annual General Meetings of the Company. Further, in 23<sup>rd</sup> Annual General Meeting, members have ratified and confirmed the appointment of Joint Statutory Auditors of the Company from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 24<sup>th</sup> Annual General Meeting. Accordingly, pursuant to Section 139 of Companies Act, 2013, in the ensuing Annual General Meeting, Company is required to ratify/appoint/re-appoint Statutory Auditors of the Company.

However, M/s P M S & Co., Chartered Accountants, has showed their unwillingness to act as Statutory Auditors of the Company for further term. Therefore, as recommended by the Audit Committee, ratification to appoint M/s R. Lal & Company, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of 24<sup>th</sup> Annual General Meeting until the conclusion of 25<sup>th</sup> Annual General Meeting of the Company is placed before the members at this 24<sup>th</sup> Annual General Meeting of the Company, for their approval.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 4 of the Notice.

**Item No. 5**

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the shareholders by way of Special Resolution, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and the free reserves of the Company.

Accordingly, the consent of the shareholders by way of Special Resolution under Section 180 (1) (c) of Companies Act, 2013 is sought for authorizing the Board of Directors of the Company to borrow monies which may exceed at any time the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) but not exceeding an amount of Rs. 3,000 Crores (Rupees Three Thousand Crores).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying notice for approval of the members.



None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 5 of the Notice.

#### **Item No. 6**

According to the provisions of Section 180 (1) (a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, hypothecations and floating charges on immovable or movable properties of the Company to secure its borrowings, only with the consent of the Shareholders obtained by way of Special Resolution.

Therefore, the Board of Directors of the Company seeks the consent of the shareholders by way of Special Resolution under Section 180(l)(a) of Companies Act, 2013, to empower the Board to create/ renew charges, mortgages, hypothecations and floating charges on the immovable and movable properties of the Company to secure the borrowing of the Company.

The Board of Directors recommends the Special Resolution set out in Item No. 6 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 6 of the Notice.

#### **Item No. 7**

As per the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Shareholders of the company by a Special Resolution for each of the Offers or Invitations. However, issue of debentures on private placement basis can be done with the approval of the Shareholders obtained once in a year for all the offers or invitation for such debentures during the year.

Accordingly, as per the provisions of Section 42 and 71 of the Companies Act 2013 read with the relevant Rules made there under, and subject to other relevant rules, regulation, guidelines, and directions issued by Reserve Bank of India and Securities and Exchange Board of India the approval of the Members is being sought by way of a Special Resolution, to enable the Company to offer or invite subscriptions for Non-Convertible Debentures on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 7, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board of Directors recommends the Special Resolution set out in Item No. 7 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are

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concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 7 of the Notice.

### **Item No. 8**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 8 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 8 of the Notice.

**Place : New Delhi**  
**Date : August 13, 2016**

**By Order of the Board of Directors**  
**For S. E. Investments Limited**  
**Sd/-**  
**(Vishal Sharma)**  
**Company Secretary**  
**Membership No.:A19853**



## **S. E. INVESTMENTS LIMITED**

CIN: L65921DL1992PLC120483

**Registered Office: 101 CSC, Pocket 52, CR PARK, NEAR POLICE STATION, NEW DELHI-110019**

Phone: +91 11- 43518816, E-mail: [cs@seil.in](mailto:cs@seil.in), Website: [www.seil.in](http://www.seil.in)

### **ATTENDANCE SLIP**

(To be presented at the entrance)

24<sup>th</sup> Annual General Meeting on 30<sup>th</sup> September, 2016 at 10:00 A.M.

At Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065

I hereby record my presence at the 24th Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2016 at 10:00 a.m. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

Full Name of the Member : .....

(In BLOCK LETTERS)

Folio No. ....DP ID No.....Client ID No.....

No. of Shares held .....

Full Name of Proxy (In BLOCK LETTERS) : .....

Signature of Member/Proxy: .....

Date: .....

## S. E. INVESTMENTS LIMITED

CIN: L65921DL1992PLC120483

Registered Office: 101 CSC, Pocket 52, CR PARK, NEAR POLICE STATION, NEW DELHI-110019

Phone: +91 11- 43518816, E-mail: [cs@seil.in](mailto:cs@seil.in), Website: [www.seil.in](http://www.seil.in)

### FORM NO. MGT 11 PROXY FORM

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 S. E. Investments Limited hereby appoint.  
1. Name : .....Email Id.....  
Address : .....  
Signature : .....or failing him;  
2. Name : .....Email Id.....  
Address : .....  
Signature : .....or failing him;  
3. Name : .....Email Id.....  
Address : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on 30<sup>th</sup> September, 2016 at 10:00 a.m. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Optional	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the Financial Year ended March 31 <sup>st</sup> , 2016 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Harish Singh, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To declare final dividend on equity shares of the company.		
4.	To ratify the appointment of Statutory Auditor of the company.		
Special Business:			
5.	To approve borrowing limits of the Company upto Rs. 3000 Crores.		
6.	To provide consent to the Board of Directors of the company to create charges, mortgage, hypothecations on the immovable or movable properties of the Company		
7.	To provide consent to the Board of Directors of the Company for Private Placement of Non-Convertible Debentures		
8.	To determine the fee for Service of Documents to Shareholders of the Company.		

Signed on this ..... day of ..... 2016.

Signature of Shareholder: .....

Signature of Proxy holder(s): .....

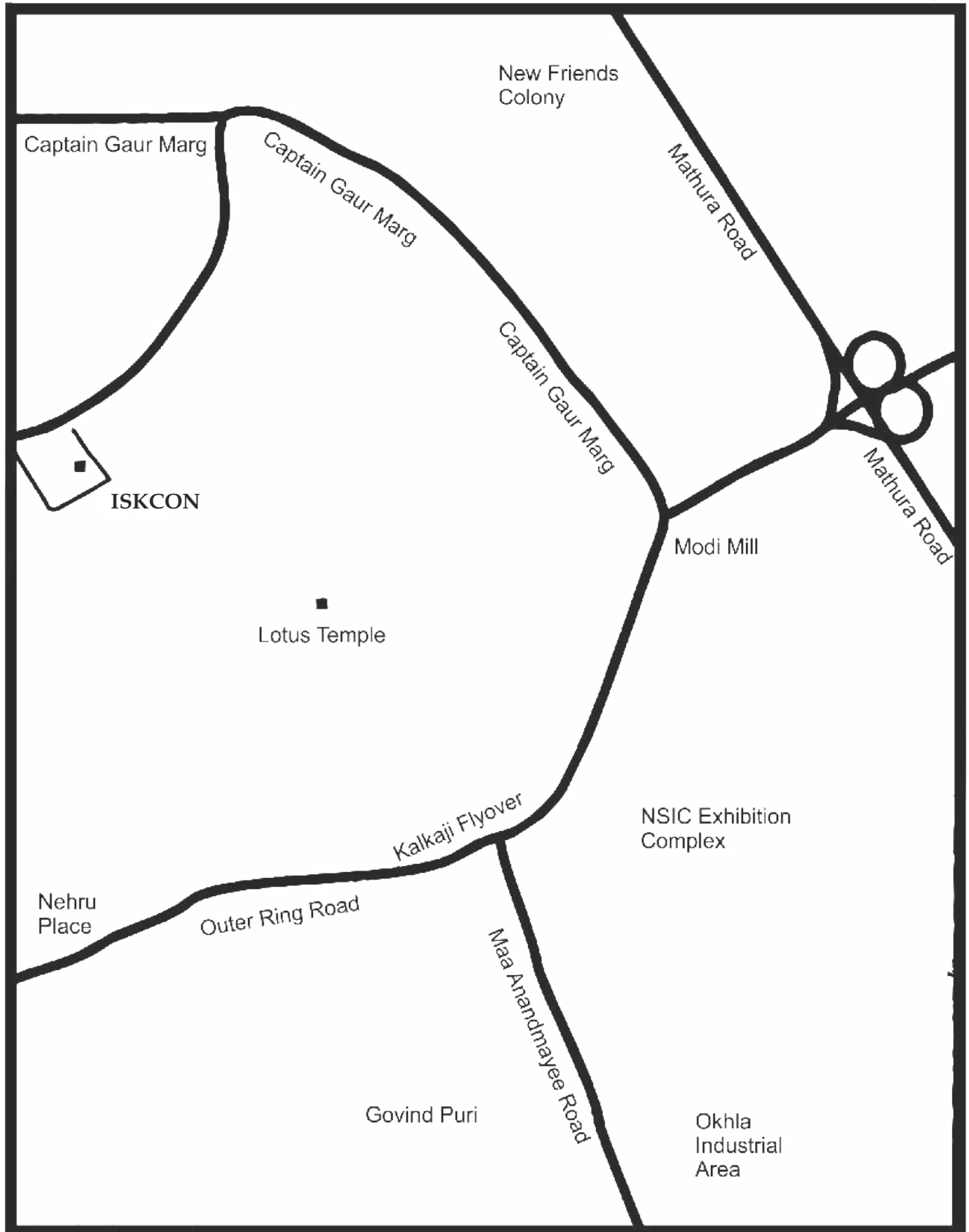
Affix  
₹ 1/-  
Revenue  
Stamp

#### Notes:

- This Form in order to be effective should be duly completed and deposited at the registered office of the Company at 101 CSC, Pocket 52, CR Park, Near Police Station, New Delhi-110019, not less than 48 hours before the commencement of the meeting.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

Auditorium ISKCON Complex,  
Hare Krishna Hill, Sant Nagar,  
Main Road, East of Kailash,  
New Delhi - 110065

# ROUTE MAP OF THE VENUE OF 24<sup>TH</sup> AGM







# S. E. INVESTMENTS LIMITED

CIN : L65921DLI992PLCI20483

REGD. OFFICE : 101, CSC, POCKET-52, CR PARK, NEAR POLICE STATION, NEW DELHI-110019

अर्थ: समाजस्य न्यासः T +91 11 43518888 F + 91 11 43518816 E delhi@seil.in [www.seil.in](http://www.seil.in)

## **NOTICE OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting (AGM) of the members of the S.E. Investments Limited ("The Company") will be held on Friday, 30<sup>th</sup> September, 2016 at Auditorium ISKON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065 at 10:00 A.M.

Notice Convening the AGM, together with Statement under Section 102 of the Companies Act, 2013 ("The Act") and the Annual Report and Annual Accounts (Standalone and Consolidated) of the Company for the FY 2015-2016 has been dispatched to the Members of Company at their registered addresses by Post and electronically to those members who have registered their e-mail Ids and the same is also available on the website of the Company viz., [www.seil.in](http://www.seil.in).

The Members who wishes to have a Physical copy of Notice/Annual Report may write to the company on e-mail id. [cs@seil.in](mailto:cs@seil.in) and the same would be provided free of cost.

Notice is also hereby given pursuant to Section 91 of the Act read with Rules of the Companies (Management and Administration) Rules 2014 as amended, that the Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of AGM and dividend, if approved by the Members at AGM.

In compliance with the provisions of Sections 108 of the Act, Rules of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with stock exchanges, the Company is pleased to provide remote e-voting facility to its members for transaction of all the businesses as mentioned in the AGM Notice. National Securities Depository Limited (NSDL) have been engaged by the Company to provide remote e-voting facility.

Members of the Company holding shares in physical or dematerialized form, as the case may be on the cut-off date i.e. 23<sup>rd</sup> September, 2016 may cast their vote electronically. The remote e-voting will commence from 27<sup>th</sup> September, 2016 (9:00 A.M.) to 29<sup>th</sup> September, 2016 (5:00 P.M.). Thereafter, the remote e-voting module shall be disabled by NSDL.

Any person who will become the Member of the Company after the dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016, may obtain the User Id and password by sending a request to NSDL on email [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The detailed procedure for obtaining User Id and password is also provided in the Notice of the AGM which is available on the Company's website. If the Member is already registered with NSDL for e-voting then he/she can use his/her existing User Id and password for casting their vote through remote e-voting.

Member may participate in the AGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again at the AGM and remote e-voting shall also not be allowed beyond the said date and time.

The facility of voting through Postal Ballot shall be available to the Members in the AGM to those Members who have not exercised their right through remote e-voting.

The Company has completed the dispatch of Notice of AGM outlining the procedure for remote e-voting on 5<sup>th</sup> September, 2016 to the members whose email Ids are registered with the Company/DP through email and to those Members who has not registered their email Ids with Company/DP through post.

The results of e-voting shall be declared on or after the AGM and shall be placed on the Company's website i.e. [www.seil.in](http://www.seil.in) and on NSDL website <https://www.evoting.nsdl.com> within two days of passing of the resolutions at the AGM.

In case of any queries/grievances related to e-voting, Members may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

**A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy need not be a Member. Proxies, in order to be effective, should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting.**

By order of the Board of Directors  
For S. E. Investments Ltd.

Sd/-

(Vishal Sharma)

Company Secretary

Place : New Delhi

Dated : 05.09.2016





# S. E. INVESTMENTS LIMITED

CIN : L65921DLI992PLC120483

REGD. OFFICE : 101, CSC, POCKET-52, CR PARK, NEAR POLICE STATION, NEW DELHI-110019

अर्थ: समाजस्य न्यासः T +91 11 43518888 F + 91 11 43518816 E delhi@seil.in www.seil.in

## चौबीसवीं वार्षिक आम सभा तथा रिमोट ई-वोटिंग व बुक क्लोजर की सूचना

एतद् द्वारा सदस्यों को सूचित किया जाता है कि एस० ई० इन्वेस्टमेन्ट्स लि० (कम्पनी) की चौबीसवीं वार्षिक आम सभा दिन शुक्रवार दिनांक 30 सितम्बर, 2016 को ऑडीटोरियम इस्कोन कॉम्प्लेक्स, हरे कृष्णा हिल, सन्त नगर, मेन रोड, ईस्ट ऑफ कैलाश, नई दिल्ली-110065 पर सुबह 10.00 बजे होना तय हुआ है।

कम्पनीज अधिनियम 2013 की धारा 102 के अन्तर्गत विवरण, वार्षिक आम सभा के नोटिस सहित तथा कम्पनी की वार्षिक विवरणी तथा वार्षिक खातों (एकल व संयुक्त) वित्तीय वर्ष 2015-16 के लिए कम्पनी के सदस्यों को उनके पंजीकृत पतों पर पोस्ट के द्वारा भेजे जा चुके हैं तथा जिन सदस्यों की ई मेल कम्पनी के पास थी उन्हें ई मेल पर इलेक्ट्रॉनिकली भेज दिये गये हैं तथा उपरोक्त सभी दस्तावेज कम्पनी की वेबसाइट [www.seil.in](http://www.seil.in) पर उपलब्ध हैं। जो सदस्य नोटिस/वार्षिक विवरणी की प्रत्यक्ष प्रति चाहते हैं वे कम्पनी की ई मेल [cs@seil.in](mailto:cs@seil.in) पर ई मेल करके निःशुल्क मांग सकते हैं।

कम्पनीज अधिनियम की धारा 91 तथा कम्पनीज (प्रबंधन और प्रशासन) नियम 2014, यथा संशोधित, कम्पनी के सदस्यों का रजिस्टर व शेयर अन्तरण की पुस्तकें 24 सितम्बर 2016 से 30 सितम्बर 2016 तक (दोनों दिन सम्मिलित), वार्षिक आम सभा व लाभांश (यदि वार्षिक आम सभा में सदस्यों द्वारा स्वीकृत किया जाये) के उद्देश्य से बन्द रहेगी।

कम्पनीज अधिनियम की धारा 108 तथा कम्पनीज (प्रबंधन और प्रशासन) नियम 2014, यथा संशोधित, तथा भारतीय प्रतिभूति विनियम बोर्ड के पंजीकृत दायत्वों और प्रकृष्टिकरण आवश्यकता विनियमन 2015 विनियमन 44 के अन्तर्गत कम्पनी द्वारा अपने सभी सदस्यों को वार्षिक आम सभा में प्रस्तावित सभी प्रस्तावों को पारित करने के लिए रिमोट ई-वोटिंग की सुविधा प्रदान की जा रही है। इस सुविधा के लिए कम्पनी ने नेशनल सीक्योरिटीज डिपॉजिटरी लिमिटेड (NSDL) को नियुक्त किया है।

दिनांक 23 सितम्बर 2016 को कट-ऑफ डेट निर्धारित की जा रही है। इस दिन कम्पनी के सदस्य जिसके पास कम्पनी के शेयर (वास्तविक तथा डिमेट) में किसी भी रूप में हो, वे ही केवल वोट कर सकेंगे। रिमोट ई-वोटिंग 27 सितम्बर 2016 सुबह 9.00 बजे से 29 सितम्बर 2016 शाम 5.00 बजे तक ही हो सकेगी इसके बाद NSDL द्वारा रिमोट ई-वोटिंग सुविधा निष्छेदित कर दी जायेगी।

यदि कोई व्यक्ति वार्षिक आम सभा की सूचना के प्रेषण के पश्चात् कम्पनी का सदस्य बना है और कट-ऑफ डेट 23 सितम्बर 2016 को कम्पनी के शेयर धारण करता है तो वह NSDL को [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) पर ई-मेल द्वारा अनुरोध करके यूजर आई.डी. और पासवर्ड प्राप्त कर सकता है। यूजर आईडी एवं पासवर्ड प्राप्त करने की विस्तृत जानकारी वार्षिक आम सभा की सूचना में भी प्रदान की गयी है जो कि कम्पनी की वेबसाइट पर उपलब्ध है। यदि सदस्य NSDL के साथ ई-मतदान के लिए पहले से पंजीकृत है तब वह वर्तमान यूजर आईडी और पासवर्ड को ई-मतदान के लिए उपयोग कर सकते हैं।

सदस्य जिन्होंने रिमोट ई-वोटिंग के माध्यम से वोटिंग कर ली है वे भी वार्षिक आम सभा में भाग ले सकेंगे परन्तु उन्हें वार्षिक आम सभा में वोटिंग का अधिकार नहीं होगा। उपरोक्त लिखित दिनांक तथा समय के बाद कोई भी सदस्य रिमोट ई-वोटिंग के द्वारा वोट नहीं डाल सकेगा। वे सदस्य जिन्होंने रिमोट ई-वोटिंग के द्वारा वोटिंग नहीं की है वे वार्षिक आम सभा में पोस्टल बैलेट के द्वारा वोटिंग कर सकेंगे।

कम्पनी द्वारा 5 सितम्बर 2016 तक ई मेल के द्वारा उन सदस्यों को जिनकी ई मेल आईडी कम्पनी तथा डिपॉजिटरी के पास उपलब्ध है उन्हें वार्षिक आम सभा का नोटिस तथा रिमोट ई-वोटिंग की प्रक्रिया भेज दी गई तथा जिन सदस्यों ने अपनी ई मेल आईडी कम्पनी या डिपॉजिटरी पंजीकृत नहीं कराई है उन्हें पोस्ट द्वारा भेजी जा चुकी है।

ई-वोटिंग का परिणाम वार्षिक आम सभा पर या उसके बाद कम्पनी की वेबसाइट [www.seil.in](http://www.seil.in) पर या NSDL की वेबसाइट [www.evoting.nsdl.com](http://www.evoting.nsdl.com) पर वार्षिक आम सभा में प्रस्तावित प्रस्तावों के पारित होने के दो दिन के भीतर घोषित होगा।

ई-वोटिंग के सम्बन्ध में किसी सवाल या समस्या के सम्बन्ध में सदस्य [www.evoting.nsdl.com](http://www.evoting.nsdl.com) के 'डाउनलोडिंग' अनुभाग में उपलब्ध remote e-voting user manual for members का सन्दर्भ ले सकते हैं या टोल फ्री नम्बर 1800-222-990 पर कॉल कर सकते हैं।

एक सदस्य जो वार्षिक आम सभा में उपस्थित होने और मतदान करने के लिए अधिकृत है अपने स्थान पर उपस्थित होने व मतदान करने हेतु एक या एक से अधिक प्रॉक्सी नियुक्त कर सकता है। इस सम्बन्ध में प्रॉक्सी फार्म कम्पनी के पंजीकृत कार्यालय पर वार्षिक आम सभा शुरू होने से कम से कम 48 घण्टे पहले तक पहुँच जाना चाहिये।

निदेशक मंडल के आदेश द्वारा  
वास्ते एस० ई० इन्वेस्टमेन्ट्स लिमिटेड

ह०

(विशाल शर्मा)

कम्पनी सचिव

स्थान : नई दिल्ली

दिनांक : 05.09.2016