NOTICE

NOTICE is hereby given that the 48th Annual General Meeting of the Members of SAN ENGINEERING & LOCOMOTIVE CO. LTD., will be held on Thursday, the 16th August, 2018, at 11.30 a.m. at the Registered Office of the Company at Whitefield Road, Bangalore - 560 048 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors.

2. To declare a dividend.

3. To appoint a Director in place of Mr. Milind S Thakker (DIN 00617882), who retires by rotation and being eligible, offers himself for re-appointment.

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. N. R. Rajagopalan & Co., Chartered Accountants (Firm Registration No 003500S) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 52nd AGM of the Company to be held in the year 2022 at such remuneration plus service tax and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded for the payment of remuneration of ₹ 1.20 lakhs (Rupees One Lakh Twenty Thousand Only) and out-of-pocket expenses to Company’s Cost Auditor Mr. K. Ramachandran, Cost Accountant in practice (Membership No. M-10308), for auditing of cost records maintained by the Company for the financial year ending 31st March, 2019."

By Order of the Board

KISHORE GOVINDE

Bangalore 19th June, 2018

Vice President (Finance)

& Company Secretary

NOTES:

1. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, for item No. 5 is annexed hereto.

2. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.

3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Members shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending the conclusion of the meeting, to inspect the proxies lodged with the company, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.

5. Members wishing to claim Dividends that remain unclaimed are requested to correspond with the RTA. Members are requested to note that Dividends that are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years
will be transferred to the IEPF as per Section 124 of the Act, and applicable Rules.

6. Members/proxies should bring the attendance slip enclosed herewith, duly filled in for attending the Meeting.

7. Route-map to the venue of the meeting is provided in the attendance slip attached to this Annual Report.

8. Members may also note that the Notice of the 48th AGM and the Annual Report 2017-18 will be available on Company’s website, http://www.san-engineering.com/ under “News and Updates” section.

9. Corporate members intending to send their authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

12. The Register of Members and Share Transfer Books of the Company will remain closed from 14th August, 2018 to 16th August, 2018, both days inclusive.

13. Dividend, if declared, will be payable on or before 15th September, 2018 to the member whose names appear in the register of members of the Company as on 16th August, 2018.

14. The Company has appointed M/s Canbank Computer Services Ltd, R & T Centre, No 218, J P Royale, 1st Floor, 2nd Main, Sampige Road, Malleswaram, Bangalore 560 003, (Phone nos: 080 23469661/62/64/65. Fax 080 23469667; Email canbankrta@ccsl.co.in) as the Registrar and Share Transfer Agents. The members are requested to communicate with the Registrar and Share Transfer Agents regarding share matters, change of address, nomination, dividend and other matters in respect of their shareholdings.

ANNEXURE TO THE NOTICE

Explanatory statement as required under Section 102 to the Companies Act, 2013.

Item No 5.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to maintain cost records for the products manufactured by the Company and also appoint a cost auditor to audit these cost records. Accordingly, the Board of Directors of the Company at its meeting held on 19th June, 2018 has considered the recommendations of Audit Committee and appointed Mr. K. Ramachandran, Cost Accountant in whole-time practice as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of ₹ 1.20 lakh and out-of-pocket expenses that may be incurred by the Cost Auditor.

In terms of the said Rules, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company in the General Meeting. Accordingly, the Board recommends the ordinary resolution given at item no. 5 for the approval of the members of the Company.

None of the directors, Key Managerial Personnel of the Company or their relatives is in anyway, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board

KISHORE GOVINDE
Vice President (Finance)
& Company Secretary

Bangalore
19th June, 2018
SAN ENGINEERING & LOCOMOTIVE CO. LTD
Registered Office: P.O. Box No.4802, Whitefield Road, Bangalore – 560 048
Tel: 080-42449200, Fax: 080-28452195 E-mail: comsec@san-engineering.com
Web: www.san-engineering.com CIN: U74210KA1973PLC002424

**ATTENDANCE SLIP**
(To be handed over at the Entrance of the Meeting Hall)

Name of the Shareholder ........................................................................................................

Name of the Proxy ...................................................................................................................

Folio Number .................. No. of Shares held ....................................................................

DPID/ Client ID No. ...................................................................................................................

I/We certify that I/We, am/are a Member of the Company/Proxy/Authorised Representative for the member.

Signature(s) of the Shareholder(s) or Proxy or Authorized Representative .......................

Please Note: Members are requested to bring their copy of the Annual Reports to the Meeting.

**Route Map**

For the venue of 48th AGM of SAN Engineering & Locomotive Co. Ltd., at the Registered Office of the Company at Whitefield Road, Bengaluru - 560 048.