



SAI BABA INVESTMENT AND COMMERCIAL ENTERPRISES LIMITED
Reg. Office: T-63, Ground Floor, West Patel Nagar, Near Khanna Market, Delhi-110008.

Email Id: saibabacommercials@gmail.com Website: www.saibabainvest.co.in

Tel: +91-22-24922528

Fax: +91-22-24922528

CIN: L01100DL1981PLC012736

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAI BABA INVESTMENT AND COMMERCIAL ENTERPRISES LIMITED ("COMPANY") WILL BE HELD ON SATURDAY, 29TH DAY OF SEPTEMBER, 2018 AT 11:30 AM AT IMPERIAL VILLA, C3/13, MAIN RING ROAD, LAJPAT NAGAR III, NEAR LAL SAI MANDIR, ADJOINING VINOBA PURI METRO STATION, NEW DELHI-110024 TO TRANSACT THE FOLLOWING BUSINESSES:-

AS ORDINARY BUSINESS:

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

1. APPROVAL AND ADOPTION OF FINANCIAL STATEMENTS , DIRECTORS' AND AUDITORS' REPORT FOR THE F.Y. 2017-18

"RESOLVED THAT the Audited Standalone Financial Statements for the Financial Year ended on 31st March, 2018 together with Board of Directors' report and Auditors' report thereon as presented before the meeting be and are hereby approved and adopted."

2. RE-APPOINTMENT OF MR. MANOJKUMAR GUNVANTRAI SOMANI (DIN: 07721790) AS DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

"RESOLVED THAT pursuant to the provisions of Section 152 of Companies Act, 2013, Mr. Manojkumar Gunvantrai Somani (DIN: 07721790), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

AS SPECIAL BUSINESS:

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

3. APPOINTMENT OF MR. JIGAR BHADRESH GANDHI (DIN: 07910717) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 read with applicable rules there under & schedule IV and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any re-enactment(s) or modification (s) thereof and as recommended by Nomination and Remuneration Committee of



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the Company, Mr. Jigar Bhadresh Gandhi having DIN: 07910717, who has given his consent to act as Director of the Company in form DIR-2 along with declaration that he is not disqualified from being appointed as Director in form DIR-8 and a declaration that he meets the criteria as defined under section 149(6) of Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Company Act, 2013, to hold the office for five consecutive years starting from **29th September, 2018**. Mr. Jigar Bhadresh Gandhi is not liable to retire by rotation”.

By the Order of Board

For Sai Baba Investment and Commercial Enterprises Limited

Sd/-

Manojkumar Somani

Director and CFO

DIN: 07721790

Date: 31st August, 2018

Place: Mumbai



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NOTES

As Sai Baba Investment and Commercial Enterprises Limited , being a Listed Company and having more than 1000 Shareholders, is compulsorily required to provide remote e-voting facility to its members in terms of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be made available to the members of the Company at the 37th Annual General Meeting (AGM) .

This notice is sent to all the members, whose name is appearing in the Register of Members as on 31st August, 2018.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.**

A person can act as a 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 carrying voting rights. 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.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed hereto and forms part of this notice.
3. Members and/or proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. Route Map to reach the location of the 37th Annual General Meeting is also enclosed herewith.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **22nd September, 2018 to 29th September, 2018(both days inclusive)**.
6. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
7. Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the



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meeting.

8. **Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.**
9. Members are advised not to carry their personal belongings such as bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects to the meeting venue.
10. The Members are informed that the Company is sending Notice of 37th Annual General Meeting through e-mail to those members who have registered their e-mail ID with the Company/ RTA of the Company and through courier/registered post to those members who haven't registered their e-mail ID with the Company/RTA. The Members may also note that the Notice of 37th Annual General Meeting and Annual Report for the Financial Year 2017-18 will also be available on the Company's website www.saibabainvest.co.in for their downloading the same.
11. In compliance with provisions of Section 108 of the Companies Act, 2013 read with 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 (LODR), Regulations 2015, the Company is pleased to provide the facility to the Members to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote 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 Central Depository Services (India) Limited (CDSL).
12. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Saturday, 22nd September, 2018 (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
13. The Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot papers.

14. Instructions for Voting through Electronic means:-

- (i) The voting period begins on **26th September, 2018 at 9:00 AM and ends on 28th September, 2018 at 5:00 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) **i.e. 22nd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Annual General Meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.



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(v) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none">In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Sai Baba Investment and Commercial Enterprises Limited.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
15. The voting rights of members shall be in proportion of their shares to the paid up equity shares of the Company as on the cut-off date i.e. **22nd September, 2018**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **22nd September, 2018** may obtain the login ID and password by sending a request at busicomp@gmail.com or saibabacommercials@gmail.com .
16. The Board of Directors of the Company has appointed Mr. Vivek Kumar, Company Secretary in



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Practice (Membership No. F8976 & Certificate of Practice No. 10438), Proprietor of M/s. V Kumar & Associates, Company Secretaries, Delhi, as the Scrutinizer for conducting the remote e-voting process and voting at the meeting in a fair and transparent manner.

17. 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, through "Ballot Papers" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
18. 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, within Forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.saibabainvest.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the Bombay Stock Exchange Limited (BSE), Mumbai to place the results on their website.
20. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment /appointment vide item no. 2 & 3 is as follows:-

Item No.	2	3
Particulars	Mr. ManojKumar Gunvantrai Somani	Jigar Bhadresh Gandhi
DIN	07721790	07910717
Date of Birth	28/07/1968	05/09/1987
Date of Appointment	Re-appointment as Executive Director of the Company, liable to retire by rotation.	Proposed to be appointed as Independent Director of the Company.
Qualifications	He has Doctorate in the field of Ayurveda.	He has done Bachelor of Business Administration (BBA)
Experience in specific functional areas	Has 26 years of Experience in Pharmaceutical Industry.	Has 9 years of Experience in media industry.

Corporate office: Trade World, C Wing, kamala Mills, 9th Floor, Unit no. 912, Lower Parel (West), Mumbai- 400013.



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Directorship held in other listed entities	NIL	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL	NIL
Remuneration last drawn (F.Y. 2017-18)	3,60,000 p.a.	NA
Number of shares held in the company	2229520	NIL
Relationship with any Director(s) of the Company	NA	NA

By the Order of Board

For Sai Baba Investment and Commercial Enterprises Limited

Sd/-

Manojkumar Somani

Director and CFO

DIN: 07721790

Date: 31st August, 2018

Place: Mumbai



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Explanatory Statement

[Pursuant to Section 102 of Companies Act, 2013]

Item no. 3- Appointment of Mr. Jigar Bhadresh Gandhi (DIN: 07910717) as an Independent Director of the Company

The Company had appointed Mr. Amesh Surajlal Jaiswal as an Additional Independent Director at its Board meeting held on 11th April, 2018 to hold the office up to the date of ensuing annual general meeting or the last date on which annual general meeting should have been held, whichever is earlier.

However, Mr. Amesh Surajlal Jaiswal has expressed his unwillingness to continue as Independent Director after 37th Annual General Meeting of the Company. Therefore, the company has decided not to place draft resolution for his regularization as Independent Director for consideration by members at this Annual General Meeting.

In view of the above and to have optimal composition of Board of Directors of the Company as prescribed under applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on recommendation of Nomination and Remuneration Committee, the Board of Directors have approved appointment of Mr. Jigar Bhadresh Gandhi as the new Independent Director of the Company.

Mr. Jigar Bhadresh Gandhi has done Bachelor of Business Administration (BBA) and has total experience of 9 years in media industry. His details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are already mentioned in the Notice.

The Company has received a declaration from Mr. Jigar Bhadresh Gandhi to the effect that he meets the criteria of Independence as defined under section 149(6) of Companies Act, 2013. Also, a notice proposing his candidature for appointment as Independent Director from a member has been received by the Company.

In the opinion of the Board, Mr. Jigar Bhadresh Gandhi fulfills the conditions as specified under Companies Act, 2013 read with rules made hereunder for appointment as Independent Director and he is independent of the management of the Company. None of the Director and/or Key Managerial Personnel of the Company and their relatives is interested in the aforesaid resolution except Mr. Jigar Bhadresh Gandhi.

Board recommends the Ordinary Resolution set out in the Notice for the approval of the members to appoint Mr. Jigar Bhadresh Gandhi as Independent Director of the Company.

By the Order of Board

For Sai Baba Investment and Commercial Enterprises Limited

Sd/-

Manojkumar Somani

Director and CFO

DIN: 07721790

Date: 31st August, 2018

Place: Mumbai



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ATTENDANCE SLIP

(To be presented at the entrance)

37th Annual General Meeting on Saturday, 29th September, 2018 at 11:30 AM

**AT IMPERIAL VILLA, C3/13, MAIN RING ROAD, LAJPAT NAGAR III, NEAR LAL SAI MANDIR, ADJOINING VINOBA
PURI METRO STATION, NEW DELHI-110024.**

I hereby record my presence at the 37th Annual General Meeting of the Company held on Saturday, 29th September, 2018 at 11:30 AM at Imperial Villa, C3/13, Main Ring Road, Lajpat Nagar III, Near Lal Sai Mandir, adjoining Vinoba Puri Metro Station, New Delhi-110024.

Folio No. _____ DP ID No.: _____ Client ID No. _____

Name of the Shareholder: _____ Signature: _____

Name of the Proxy Holder/Authorised Representative: _____

Signature: _____

1. Only Member/Proxy Holder/ Authorized Representative can attend the Meeting.
2. Member/Proxy holder/Authorised Representative should bring his/her copy of the Notice of the 37th Annual General Meeting for reference at the Meeting.



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**PROXY FORM
(FORM NO. –MGT-11)**

[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 No.: _____

DP ID No.: _____

I/We, being the member(s) of Sai Baba Investment And Commercial Enterprises Limited do hereby appoint

1. Name : _____

Address: _____

E-mail ID: _____ Signature: _____ or falling him

2. Name : _____

Address: _____

E-mail ID: _____ Signature: _____ or falling him

3. Name : _____

Address: _____

E-mail ID: _____ Signature: _____



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 37th Annual General Meeting of the Company held on Saturday, 29th September, 2018 at 11:30 AM at Imperial Villa, C3/13, Main Ring Road, Lajpat Nagar III, Near Lal Sai Mandir, adjoining Vinoba Puri Metro Station, New Delhi-110024 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Businesses			
1.	Approval and Adoption of Financial Statements, Directors' and Auditors' report for the F.Y. 2017-18.		
2.	Re-appointment of Mr. Manojkumar Gunvantrai Somani (DIN: 07721790) as Director, who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	Appointment of Mr. Jigar Bhadresh Gandhi (DIN: 07910717) as an Independent Director of the Company.		

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp

Signature of the Shareholder _____

Signature of Proxy holder(s) _____



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1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at T-63, Ground floor, West Patel Nagar, near Khanna Market, Delhi-110008, not less than 48 hours before the commencement of the Meeting.

** 2. This is only optional. Please put a 'V' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing proxy does not prevent a member from attending in person if he so wishes.

4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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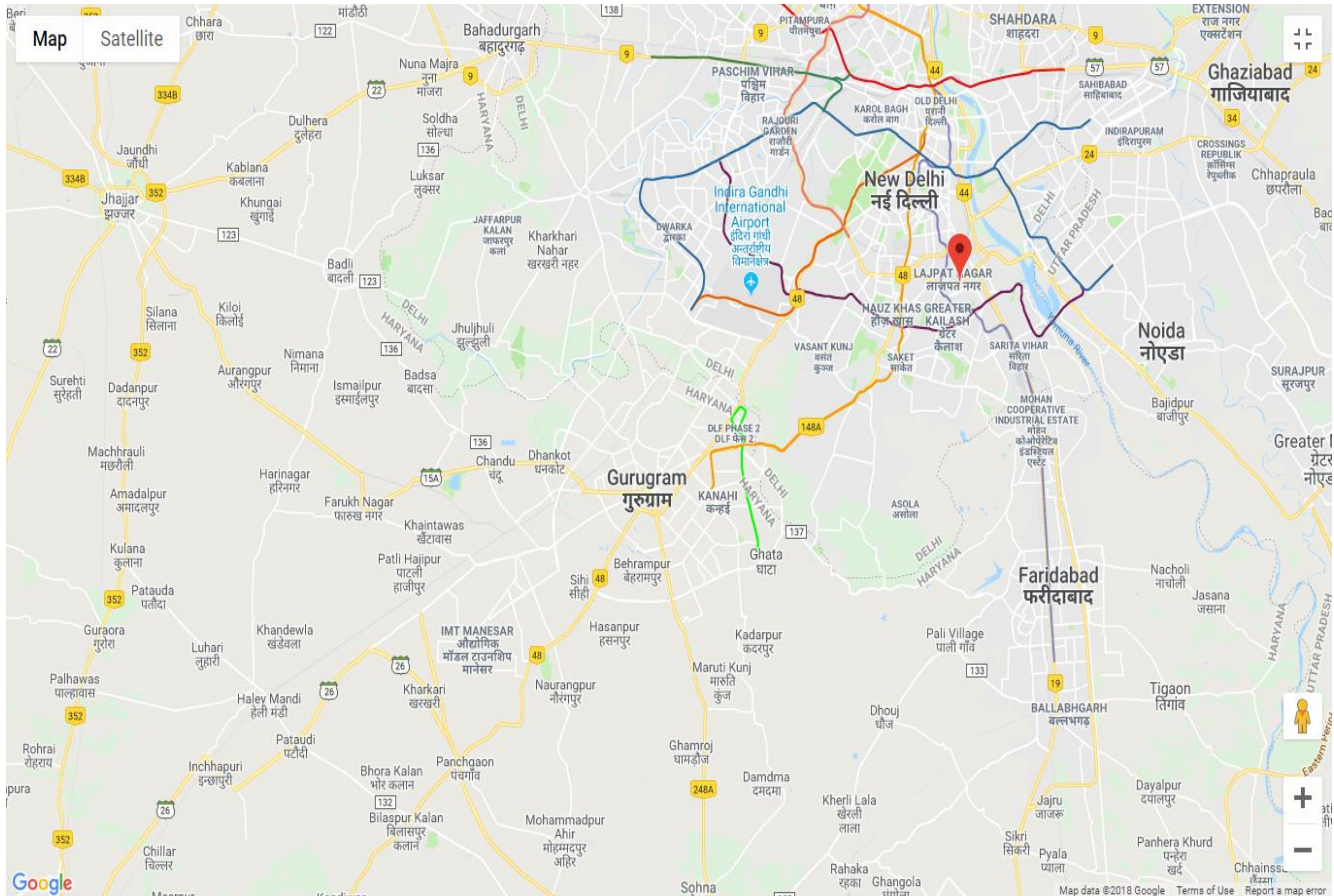
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ROUTE MAP



Corporate office: Trade World, C Wing, kamala Mills, 9th Floor, Unit no. 912, Lower Parel (West), Mumbai- 400013.