



**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](mailto:saibabacommercials@gmail.com) Website: [www.saibabainvest.co.in](http://www.saibabainvest.co.in)**  
**Tel: +91-22-24922528 Fax: +91-22-24922528**  
**CIN: L01100DL1981PLC012736**

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### **NOTICE**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the members of Sai Baba Investment and Commercial Enterprises Limited (“Company”) will be held on **Monday, 25<sup>th</sup> day of September, 2017 at 11:30 AM at Town House Hotel at D 52, East of Kailash, New Delhi-110065** to transact the following businesses:-

#### **AS ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as on 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date along with the reports of Board of Directors and Auditors thereon.**
- 2. To ratify the appointment of M/s S. Agarwal & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for the financial year 2017-2018:**

To consider and if thought fit, to pass following resolution with or without modification (s) as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, the appointment of M/s S. Agarwal & Co., Chartered Accountants, New Delhi (FRN: 000808N) as the statutory auditors of the Company to hold the office until the conclusion of the Annual General Meeting to be held for financial year 2020-2021, be and is hereby ratified on such remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors”.

#### **AS SPECIAL BUSINESS:**

- 3. To Regularize Additional Director to act as a Managing Director- Mr. Kiran Dattatraya Walke**



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To consider and if thought fit, to pass following resolution with or without modification (s) as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of sections 196, 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions (including any re-enactment(s) or modification (s) thereof), if any, the appointment of Mr. Kiran Dattatraya Walke (DIN-07721797) be and is hereby regularized to act as a Managing Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature by a member under section 160 of the Company Act, 2013 and who was appointed by the Board of Directors on 14<sup>th</sup> February, 2017 as an Additional Director under section 161(1) of the Companies Act, 2013 in the capacity of Managing Director, to hold the office for five consecutive years starting from 14<sup>th</sup> February, 2017 on such remuneration as may be fixed by the Board of Directors of the Company. Mr. Kiran Dattatraya Walke is not liable to retire by rotation”.

**4. To Regularize Additional Director to act as Chief Financial Officer- Mr. Manojkumar Gunvantrai Somani**

To consider and if thought fit, to pass following resolution with or without modification (s) as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of section 203 of the Companies Act, 2013 and other applicable provisions (including any re-enactment(s) or modification (s) thereof), if any, the appointment of Mr. Manojkumar Gunvantrai Somani (DIN- 07721790) be and is hereby regularized to act as Chief Financial Officer (CFO) of the Company, in respect of whom the Company has received a notice in writing proposing his candidature by a member under section 160 of the Company Act, 2013 and who was appointed by the Board of Directors on 14<sup>th</sup> February, 2017 as an Additional Director under section 161(1) of the Companies Act, 2013 in the capacity of Chief Financial Officer. Mr. Manojkumar Gunvantrai Somani is liable to retire by rotation”.

**5. To Regularize Additional Director to act as an Independent Director- Hemant Padmakar Chavan**

To consider and if thought fit, to pass following resolution with or without modification (s) as an **ORDINARY RESOLUTION**



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**“RESOLVED THAT** pursuant to the provisions of section 149 (6) of the Companies Act, 2013 and other applicable provisions (including any re-enactment(s) or modification (s) thereof), if any, the appointment of Mr. Hemant Padmakar Chavan (DIN- 07724451) be and is hereby regularized to act as an Independent Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature by a member under section 160 of the Company Act, 2013 and who was appointed by the Board of Directors on 14<sup>th</sup> February, 2017 as an Additional Director under section 161(1) of the Companies Act, 2013 in the capacity of Independent Director, to hold the office for five consecutive years starting from 14<sup>th</sup> February, 2017. Mr. Hemant Padmakar Chavan is not liable to retire by rotation”.

**6. To Regularize Additional Director to act as an Independent Director- Nikhil Gulabchand Shah**

To consider and if thought fit, to pass following resolution with or without modification (s) as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of section 149 (6) of the Companies Act, 2013 and other applicable provisions (including any re-enactment(s) or modification (s) thereof), if any, the appointment of Mr. Nikhil Gulabchand Shah (DIN- 07154649) be and is hereby regularized to act as an Independent Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature by a member under section 160 of the Company Act, 2013 and who was appointed by the Board of Directors on 14<sup>th</sup> February, 2017 as an Additional Director under section 161(1) of the Companies Act, 2013 in the capacity of Independent Director, to hold the office for five consecutive years starting from 14<sup>th</sup> February, 2017. Mr. Nikhil Gulabchand Shah is not liable to retire by rotation”.

**7. To Regularize Additional Director to act as an Independent Director- Komal Nilesh Doshi**

To consider and if thought fit, to pass following resolution with or without modification (s) as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of section 149 (6) of the Companies Act, 2013 and other applicable provisions (including any re-enactment(s) or modification (s) thereof), if any, the appointment of Mrs. Komal Nilesh Doshi (DIN- 07722744) be and is hereby regularized to act as an Independent Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature by a member under section 160 of the Company Act, 2013 and



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who was appointed by the Board of Directors on 14<sup>th</sup> February, 2017 as an Additional Director under section 161(1) of the Companies Act, 2013 in the capacity of Independent Director, to hold the office for five consecutive years starting from 14<sup>th</sup> February, 2017. Mrs. Komal Nilesh Doshi is not liable to retire by rotation”.

**8. To maintain and keep Company's registers and copies of annual returns at a place other than Company's Registered Office**

To consider and if thought fit, to pass following resolution with or without modification (s) as a **SPECIAL RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Section 94 (1) of Companies Act,2013 read with Rule 5(2) of Companies (Management and Administration) Rules, 2014 and other applicable provisions (including any re-enactment(s) or modification (s) thereof), if any, consent of the Company be and is hereby accorded to keep and maintain all Company's Registers and copies of Annual Returns filed under section 92 of the Companies Act,2013, at the Corporate Office of the Company at Trade World, C Wing, kamala Mills, 9<sup>th</sup> Floor, Unit no. 912, Lower Parel (West), Mumbai- 400013 or at such other place as may be decided by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to file MGT-14 with the Registrar of Companies (ROC), Delhi and to do all such acts, deeds and things as may be necessary or expedient to give effect to the forgoing resolution".

**By the Order of Board**

**For Sai Baba Investment and Commercial Enterprises Limited**

**Sd/-**

**Manojkumar Somani**

**Director**

**DIN: 0772190**

**Date: 30<sup>th</sup> August, 2017**

**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 36<sup>th</sup> Annual General Meeting (AGM) .

This notice is sent to all the members, whose name is appearing in the Register of Members as on 25<sup>th</sup> August, 2017.

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 Businesses 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 Extraordinary Meeting is also enclosed herewith.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 15<sup>th</sup> September, 2017 to 19<sup>th</sup> September, 2017 (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



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- are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
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 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 36<sup>th</sup> 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 36<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2016-17 will also be available on the Company's website [www.saibabainvest.co.in](http://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 36<sup>th</sup> 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 Wednesday, 20<sup>th</sup> September, 2017 (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.



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**14. Instructions for Voting through Electronic means:-**

- (i) The voting period begins on **21<sup>st</sup> September, 2017 at 5:00 PM and ends on 24<sup>th</sup> September, 2017 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. **20<sup>th</sup> September, 2017** 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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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](http://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"><li>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.</li></ul>



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Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>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).</li></ul>
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- (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.
- (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





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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. **20<sup>th</sup> September, 2017**. 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. **20<sup>th</sup> September, 2017** may obtain the login ID and password by sending a request at [info@skylinerta.com](mailto:info@skylinerta.com).
16. The Board of Directors of the Company has appointed Mr. Vivek Kumar, Company Secretary in 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



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Company [www.saibabainvest.co.in](http://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 appointment vide item no. 3 to 7 is as follows:-

Item No.	3	4	5	6	7
Particulars	<b>Mr. Kiran Dattatraya Walke</b>	<b>Mr. ManojKumar Gunvantrai Somani</b>	<b>Mr.Hemant Padmakar Chavan</b>	<b>Mr. Nikhil Gulabchand Shah</b>	<b>Ms. Komal Nilesh Doshi</b>
DIN	07721797	07721790	07724451	07154649	07722744
Date of Birth	01/06/1971	28/07/1968	22/11/1967	24/04/1978	04/02/1974
Date of Appointment	14/02/2017	14/02/2017	14/02/2017	14/02/2017	14/02/2017
Qualifications	He has done Graduation in the field of Physics.	He has Doctorate in the field of Ayurveda.	He has Graduation degree in the field of Mechanical Engineering	He has Graduation degree in the field of Commerce .	She has Graduation degree in the field of Commerce.
Experience in specific functional areas	Have 25 years in the Business of Crane hiring Services.	Have 26 years of Experience in Pharmaceutical Industry.	Have total Experience of 10 years in the Automobile Industry.	Have 15 Years Experience as Financial Advisor.	Housewife



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Directorship held in other listed entities	NIL	NIL	NIL	NIL	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL	NIL	NIL	NIL	NIL
Number of shares held in the company	2031850	2229520	2039270	1731980	1940030
Relationship with any Director(s) of the Company	N A	NA	NA	NA	NA

**By the Order of Board**

**For Sai Baba Investment and Commercial Enterprises Limited**

**Sd/-**

**Manojkumar Somani**

**Director**

**DIN: 0772190**

**Date: 30<sup>th</sup> August, 2017**

**Place: Mumbai**



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**Explanatory Statement**

[Pursuant to Section 102 of Companies Act, 2013]

**Item no.3-To Regularize Additional Director to act as a Managing Director- Mr. Kiran Dattatraya Walke**

Mr. Kiran Walke was appointed as an Additional Director in the capacity of Managing Director to hold the office till the conclusion of ensuing Annual General Meeting or the last date by which annual general meeting should have been held, whichever is earlier, by the Board of Directors of the Company in its meeting held on 14<sup>th</sup> February, 2017 subject to approval of the Shareholders in the forthcoming General Meeting.

Notice proposing his candidature for appointment as Director from a member has been received by the Company. Mr. Kiran Walke is not disqualified from being appointed as a Director in terms of Section 164 & further as Managing Director of the Company as per Section 196 read with Schedule V of Companies Act, 2013. In the opinion of the Board, Mr. Kiran Walke fulfills the conditions for appointment as Managing Director of the Company. Brief resume of Mr. Kiran Walke, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

None of the Director and/or Key Managerial Personnel of the Company and their relatives is interested in the aforesaid resolution except Mr. Kiran Walke.

Board recommends the Ordinary Resolution set out in the Notice for the approval of the members to appoint Mr. Kiran Walke as the Managing Director of the Company.

**Item no.4- To Regularize Additional Director to act as Chief Financial Officer- Mr. Manojkumar Gunvantrai Somani**

Mr. Manojkumar Somani was appointed as an Additional Director in the capacity of Chief Financial Officer to hold the office till the conclusion of ensuing Annual General Meeting or the last date by which annual general meeting should have been held, whichever is earlier, by the Board of Directors of the Company in its meeting held on 14<sup>th</sup> February, 2017 subject to approval of the Shareholders in the forthcoming General Meeting.

Notice proposing his candidature for appointment as Director from a member has been received by the Company. Mr. Manojkumar Somani is not disqualified from being appointed as a Director in terms of Section 164 and he has given his consent to act as Director of the Company.



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In the opinion of the Board, Mr. Manojkumar Somani fulfills the conditions for appointment as Chief Financial Officer of the Company. Brief resume of Mr. Manojkumar Somani, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

None of the Director and/or Key Managerial Personnel of the Company and their relatives is interested in the aforesaid resolution except Mr. Manojkumar Somani.

Board recommends the Ordinary Resolution set out in the Notice for the approval of the members.

**Item no. 5 to 7- To Regularize Additional Directors to act as Independent Directors-Mr. Hemant Chavan, Mr. Nikhil Shah, Mrs. Komal Doshi**

Mr. Hemant Chavan, Mr. Nikhil Shah and Mrs. Komal Doshi were appointed as Additional Directors in the capacity of Independent Directors to hold the office till the conclusion of ensuing Annual General Meeting or the last date by which annual general meeting should have been held, whichever is earlier, by the Board of Directors of the Company in its meeting held on 14<sup>th</sup> February, 2017 subject to approval of the Shareholders in the forthcoming General Meeting.

Notice proposing their candidature for appointment as Independent Directors from a member has been received by the Company. All three are not disqualified from being appointed as a Director in terms of Section 164 and have given their consent to act as Director of the Company.

The Company has also received declaration from Mr. Hemant Chavan, Mr. Nikhil Shah and Mrs. Komal Doshi that they meet with the criteria of independence as prescribed both under Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Hemant Chavan, Mr. Nikhil Shah and Mrs. Komal Doshi fulfill the conditions for appointment as Independent Directors of the Company. Brief resume of three, nature of their expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

None of the Director and/or Key Managerial Personnel of the Company and their relatives is interested in the aforesaid resolution except the three Directors them self.

Board recommends the Ordinary Resolution set out in the Notice for the approval of the members.



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**Item no. 8: To maintain and keep Company's registers and copies of annual returns at a place other than Company's Registered Office**

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rules made there under, Company's Registers and copies of Annual Returns filed under section 92 of the Companies Act, 2013, are required to be kept and maintained at the registered office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members resides, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

Accordingly, approval of the members is being sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforesaid registers and documents at the Corporate Office of the Company at Trade World, C Wing, Kamala Mills, 9<sup>th</sup> Floor, Unit no. 912, Lower Parel (West), Mumbai- 400013 or at such other place as may be decided by the Board of Directors from time to time.

The Directors recommend the said resolution proposed to be passed as Special Resolution by the members. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

**By the Order of Board**

**For Sai Baba Investment and Commercial Enterprises Limited**

**Sd/-**

**Manojkumar Somani**

**Director**

**DIN: 0772190**

**Date: 30<sup>th</sup> August, 2017**

**Place: Mumbai**



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**ATTENDANCE SLIP**

(To be presented at the entrance)

**36<sup>th</sup> Annual General Meeting on Monday, 25<sup>th</sup> September, 2017 at 11:30 AM**

**At Town House Hotel at D 52, East of Kailash, New Delhi-110065**

I hereby record my presence at the 36<sup>th</sup> Annual General Meeting of the Company held on Monday, 25<sup>th</sup> September, 2017 at 11:30 AM at **Town House Hotel at D 52, East of Kailash, New Delhi-110065.**

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 EGM 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 : \_\_\_\_\_

2. Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or falling him

3. Name : \_\_\_\_\_





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Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or falling him

4. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 36<sup>th</sup> Annual General Meeting of the Company held on Monday, 25<sup>th</sup> September, 2017 at 11:30 AM at **Town House Hotel at D 52, East of Kailash, New Delhi-110065** 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
<b>Ordinary Businesses</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as on 31 <sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date along with the reports of Board of Directors and Auditors thereon.		



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2.	To ratify the appointment of M/s S. Agarwal & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration for the financial year 2017-2018.		
<b>Special Business</b>			
3.	To Regularize Additional Director to act as a Managing Director- Mr. Kiran Dattatraya Walke.		
4.	To Regularize Additional Director to act as Chief Financial Officer- Mr. Manojkumar Gunvantrai Somani.		
5.	To Regularize Additional Director to act as an Independent Director- Hemant Padmakar Chavan.		
6.	To Regularize Additional Director to act as an Independent Director- Nikhil Gulabchand Shah.		
7.	To Regularize Additional Director to act as an Independent Director- Komal Nilesh Doshi.		
8.	To maintain and keep Company's registers and copies of annual returns at a place other than Company's Registered Office.		



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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp

Signature of the Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Notes:**

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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