



## 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 AN EXTRAORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF SAI BABA INVESTMENT AND COMMERCIAL ENTERPRISES LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 18<sup>TH</sup> DAY OF JANUARY, 2019 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 FOLLOWING BUSINESSES:-

#### SPECIAL BUSINESSES:

##### ITEM NO. 1

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

#### **TO APPROVE CONSOLIDATION OF EQUITY SHARES FROM FACE VALUE RS. 1/-EACH TO RS. 10/- EACH**

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Article 3 and other enabling provisions of the Articles of Association of the Company subject to the approvals, consents, permissions and sanctions, if any, required from any authority or government, consent of members be and is hereby accorded to consolidate entire authorized, issued, subscribed and paid-up share capital of the company from Rs.1/- (Rupees One Only) each to Rs. 10/- (Rupees Ten Only) each so that every 10 (Ten) equity shares having nominal value of Rs. 1/- (Rupees One only) each held by the member be consolidated and re-designated into 1 (One) equity share having nominal value of Rs. 10/- (Rupee Ten Only) each with effect from the Record Date as may be fixed for the said purpose.

**RESOLVED FURTHER THAT** the Board of Directors /Committee(s) of the Board thereof, shall not issue fractional share certificate(s) resulting from aforesaid consolidation instead consolidate all such fractional entitlement (s), if any and there upon issue & allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement (s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board /Committee(s) and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s) .

**RESOLVED FURTHER THAT** consolidation of equity shares be determined on the basis of those shareholders whose names appear in the Register of Members as on the "Record Date" as may be fixed by the Board of Directors (which term shall include any committee thereof) of the Company in this regard.

**RESOLVED FURTHER THAT** for members holding equity shares in physical form as on the Record Date, the share certificates for such equity shares be treated as cancelled from the record date and that fresh share certificates be issued for the fully paid consolidated Equity Shares to such members in accordance with the Companies (Share Capital and Debenture) Rules, 2014 and for members holding equity shares in dematerialised form as on the Record Date, their respective beneficiary accounts be credited with consolidated fully paid up equity shares in lieu of equity shares held as on the Record Date.

**RESOLVED FURTHER THAT** Mr. Manoj Kumar Gunvantrai Somani and Mr. Nikhil Gulabchand Shah, Directors of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, incidental or expedient for the purpose of completing the process of consolidation and giving effect to the foregoing resolution or to delegate all or any of the powers herein vested in by the Board, to any officer(s) of the Company as may be required in this regard" .

**ITEM No. 2**

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

**TO APPROVE ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

**“RESOLVED THAT** pursuant to the consolidation of the Equity Shares and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, the existing Authorised Share Capital of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) of the Company divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 1/- (Rupees One Only) each be consolidated, to comprise 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) and consequently the existing Clause V Of the Memorandum of Association of the Company be altered and substituted by the following new clause:-

**V. The Share Capital of the Company of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, incidental or expedient for the purpose of giving effect to the above resolution”.

**By the Order of Board  
For Sai Baba Investment and Commercial Enterprises Limited**

**Sd/-  
Manoj Kumar Somani  
Director and CFO  
DIN: 07721790**

**Date: 15<sup>th</sup> December, 2018  
Place: Delhi**

**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 Extraordinary General Meeting (EOGM) .

**This notice is sent to all the members, whose name is appearing in the Register of Members as on 14<sup>th</sup> December, 2018.**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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 1&2 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 General Meeting is also enclosed herewith.**

5. 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.
6. **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.**
7. 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.
8. The Members are informed that the Company is sending Notice of Extraordinary 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 Extraordinary General Meeting will also be available on the Company's website [www.saibabainvest.co.in](http://www.saibabainvest.co.in) for their downloading the same.
9. 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 Extraordinary General Meeting (EOGM) 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 EOGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
10. 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, 12<sup>th</sup> January, 2019** (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the EOGM. 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.
11. 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.
12. **Instructions for Voting through Electronic means:-**
  - (i) The voting period **begins on Tuesday, 15<sup>th</sup> January, 2019 at 9:00 AM and ends on Thursday, 17<sup>th</sup> January, 2019 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. Saturday, 12<sup>th</sup> January, 2019** 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 Extraordinary 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
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. 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>
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"> <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>

(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

- 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.

## Sai Baba Investment and Commercial Enterprises Limited

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- 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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cDSLindia.com.
13. 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. **Saturday, 12<sup>th</sup> January, 2019**. 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. **Saturday, 12<sup>th</sup> January, 2019** may obtain the login ID and password by sending a request at [support@purvashare.com](mailto:support@purvashare.com) or [saibabacommercials@gmail.com](mailto:saibabacommercials@gmail.com).
  14. 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.
  15. The Chairman shall, at the EOGM, 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 EOGM but have not cast their votes by availing the remote e-voting facility.
  16. The Scrutinizer shall after the conclusion of voting at the Extraordinary 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 EOGM, 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.
  17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the 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.

**By the Order of Board  
For Sai Baba Investment and Commercial Enterprises Limited**

**Sd/-  
Manoj Kumar Somani  
Director and CFO  
DIN: 07721790**

**Date: 15<sup>th</sup> December, 2018  
Place: Delhi**

**Explanatory Statement**

[Pursuant to Section 102 of Companies Act, 2013]

**ITEM NO. 1& 2**

The Equity Shares of the Company are listed on BSE Limited (BSE). In order to improve the value of shares for the benefit of shareholders of the Company, Board of Directors in its meeting held on 15<sup>th</sup> December, 2018 have accorded consent to consolidate entire authorized, issued, subscribed and paid-up share capital of the company from Rs.1/- (Rupees One Only) each to Rs. 10/- (Rupees Ten Only) each so that every 10 (Ten) equity shares having nominal value of Rs. 1/- (Rupees One only) each held by the member be consolidated and re-designated into 1 (One) equity share having nominal value of Rs. 10/- (Rupee Ten Only) each with effect from the Record Date as may be fixed for the said purpose.

The shareholders may please note that presently the nominal value of each equity share of the Company is Rs.1/- (Rupees One Only) per share and consequent upon the consolidation, it will become Rs.10/- (Rupee Ten Only) per share. The date on which this consolidation would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchange and Newspaper Advertisement.

The Board of Directors /Committee(s) of the Board thereof, shall not issue fractional share certificate(s) resulting from aforesaid consolidation instead consolidate all such fractional entitlement (s), if any and there upon issue & allot equity shares in lieu thereof to a nominee(s) to be selected by the Board/Committee(s), who shall hold the equity shares as trustee(s) on behalf of the members entitled to fractional entitlement (s) with the express understanding that such nominee(s) shall sell the same in the market at such time or times as may be decided by the Board /Committee(s) and distribute their net sale proceeds after adjusting the cost and expenses in respect thereof, to the members in proportion to their respective fractional entitlement(s) .

At present, Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) of the Company divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 1/- (Rupees One Only).

The proposed consolidation of equity shares of the Company from Rs. 1/- (Rupees one Only) per share to Rs. 10/- (Rupees Ten Only) per share, requires alteration of Memorandum of Association of the Company. Accordingly, clause V of Memorandum of Association is proposed to be altered in the manner as set out in resolution at item no. 2.

As per the provisions of Section 61 of the Companies Act 2013, approval of the Shareholders is required for consolidation of shares. Therefore, the said resolutions are being put up before you for your approval. Your Directors recommend above Resolutions for your approval.

None of the Directors and/or Key Managerial Personnel of the Company is in any way interested in the Resolution, except their shareholding and the shareholding of their relatives in the Company.

**By the Order of Board  
For Sai Baba Investment and Commercial Enterprises Limited**

**Sd/-  
Manoj Kumar Somani  
Director and CFO  
DIN: 07721790**

**Date: 15<sup>th</sup> December, 2018  
Place: Delhi**



## SAI BABA INVESTMENT AND COMMERCIAL ENTERPRISES LIMITED

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### ATTENDANCE SLIP

(To be presented at the entrance)

Extraordinary General Meeting on Friday, 18<sup>th</sup> January, 2019 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 Extraordinary General Meeting of the Company held on Friday, 18<sup>th</sup> January, 2019 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 Extraordinary 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: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extraordinary General Meeting of the Company held on Friday, 18<sup>th</sup> January, 2019 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:

**Sai Baba Investment and Commercial Enterprises Limited**

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

Resolution No.	Resolution	For	Against
<b>Special Business</b>			
1.	To approve consolidation of equity shares from face value Rs. 1/-each to Rs. 10/- each.		
2.	To approve alteration of clause V of Memorandum of Association of the Company.		

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

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 “✓” 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.

Route Map



