



## **SAI BABA INVESTMENT AND COMMERCIAL ENTERPRISES LIMITED**

Reg. office: D-50 E, 3rd Floor, KH No-299, Chattarpur Enclave, New Delhi 110074

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

CIN: L74999DL1981PLC012736

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### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below in relation to:

### **ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY and APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY TO FILL CASUAL VACANCY**

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

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 postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 5<sup>th</sup>, May 2017 (5:00 PM IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice also includes votes received electronically (e-voting).

The result of the postal ballot would be announced by Chairman on Monday, 8<sup>th</sup> May 2017 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered

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**Corporate office: Flat No.701, Seventh Floor, Divine JalpaCHS, JambliGalli, Borivali (W), Mumbai - 400092**



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Office of the Company, intimated to the Bombay Stock Exchange where shares of the Company are listed, displayed along with the Scrutinizer's report on the Company's Website i.e. www.saibabainvest.co.in.

### **SPECIAL BUSINESSES:**

#### **1. ALTERATION IN OBJECT CLAUSE OF MOA**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution by means of postal ballot and e-voting:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Clause III (A) of Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company be amended in the following manner:

a) By altering the existing sub clause 2 with the following:

2. To carry on the business of a Company with the object of management consultant and to undertake operation or transaction on individual capacity or along with the partnership firm in a lawful manner and also to acquire, hold shares, stock, debenture, debenture stocks, bonds, issued or guaranteed by any company, government, sovereign rural commission, public body or authority, supreme, municipal, local or otherwise whether at home or abroad or any obligation or securities by original subscription, tender, purchase exchange or otherwise and to subscribe for the same, either conditionally, or otherwise and to guarantee the subscription thereof and exercise and enforce all the rights and powers conferred by or incidental to the ownership, to issue shares, debenture, debenture stocks, bonds, obligation and securities of all kinds and to frame, constitute and secure the same, as may be seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminate and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company (including, if thought fit, uncalled capital) or otherwise howsoever; to export, import, buy , sell barter, exchange, pledge, make advance upon, invest in or otherwise deal in gold, silver, bullion, stock, shares, securities of all kinds and description.

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b) By inserting the following sub clause 4 and 5 after existing sub clause 3:

4. To plant, grow, cultivate, produce, and raise plantations of various forest species of proven utility and other agricultural, plantation, horticultural crops, medicinal and aromatic plants and to buy, sell, export, import, process, distribute, or otherwise deal with all kinds of forest crops, natural products agricultural, plantation and horticultural crops, medicinal and aromatic plants. To carry on the business of planters, cultivators, producers, sellers and dealers in timber, processed or not and such other products of every description and to manufacture, dispose of sell and deal in products of natural forest and forest plantations, agricultural, plantation and horticultural crops and medicinal and aromatic plants. To establish, administer, own and run industries for manufacturing forest products, agricultural, plantation and horticultural products, medicinal and aromatic plants. To conduct and contract for training and research connected with the integrated development of forest resources of the islands and cultivation as well as processing of agricultural, plantation and horticultural crops, medicinal and aromatic plants.
5. To carry on business of manufacturing, preserving, reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal in and carry on the manufacturing and trading in foods and beverages like juices, squashes, syrups, soups, drinks, carbonated and noncarbonated, gelatins, essences, ice creams, dairy products, products, table delicacies, frozen foods and other eatables, bakery products and bottled products, milk cream, butter, butter scotch, sauce, ghee, cheese. Condensed milk, milk powder, skimmed milk food, baby food, infant foods, milk products and milk preparation, soya milk products and preparations, soyabean based foods, protein foods, dietetic products, health foods, cereal products , wheat cakes, poultry products , farm products, milk shakes, water ice products, yoghurt, mouth freshener, carbon dioxide for beverages.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and are hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as may, in its discretion deem necessary, to modify the wordings of the above proposed new object clause as per the instructions/ requirements of the Registrar of Companies or any other authorities, without being required to seek any further consent or approval of members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



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### **2. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution, by way of Postal Ballot and e-voting:**

**“RESOLVED THAT** pursuant to the provision of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or re-enactment thereof), M/s S. Agarwal & Co., Chartered Accountants, New Delhi (FRN: 000808N) be and are hereby appointed as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s P.M. Shah & Co., Chartered Accountants, to hold office of the Statutory Auditor of the Company until the conclusion of the Annual General Meeting to be held for financial year 2020-2021 and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> march, 2017 on such remuneration as may be fixed by the Board of Directors in consultation with them”.

**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized to sign and file the e-forms required to be filed with the Registrar of Companies (ROC), Delhi and to do such other acts, deeds and things as may be required to give effect to the above resolution.”

By the Order of the Board

**For SAI BABA INVESTMENT AND COMMERCIAL ENTERPRISES LIMITED**

**Sd/-**

**Anu Bala**

**Company Secretary**

**Membership no. A39750**

**Date: 27<sup>th</sup> March, 2017**

**Place: Delhi**



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### **Notes:**

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
3. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company/Registrar), whose names appear in the Register of Members / Record of Depositories as on Friday, 31<sup>st</sup> March 2017 and these will be considered for voting.
4. The dispatch of the Postal Ballot Notices will be completed by Thursday, 6<sup>th</sup> April, 2017. The voting through Postal Ballot end on, Friday 5<sup>th</sup> May 2017 at 5.00 P.M. E-voting will commence on Thursday, 6<sup>th</sup> April 2017 at 9:00 A.M. and end on, Friday, 5<sup>th</sup> May 2017 at 5.00 P.M.
5. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. on Friday 5<sup>th</sup> May 2017. The Postal Ballot received after the said date will be treated as not having been received.
6. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution and Ordinary Resolution shall be declared as passed, if the number of voted cast in favor o f the Resolution is not less than two times the number of votes cast against the Resolution .
7. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.



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- 8.** The Board of Directors of the Company has appointed Mr. Vivek Kumar, Company Secretary in Practice, Delhi as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of the scrutiny, the Scrutinizer will submit her report to the Director of the Company.
- 9.** The Resolutions will be taken as passed effectively on the date of announcement of the result by the Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Monday, 8<sup>th</sup> May 2017 at 12.00 P.M., at the Registered Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website [www.saibabainvest.co.in](http://www.saibabainvest.co.in) besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
- 10.** The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
- 11.** The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.



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### **The instructions for shareholders voting electronically are as under:**

The Company viz; Sai Baba Investment and Commercial Enterprises Limited of which you are a shareholder has engaged CDSL for providing Remote E-voting services through the e-Voting platform of CDSL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in voting on resolutions placed by Company on e-Voting system. The process of login to e -Voting website is given below:

- (i) The voting period begins on Thursday, 6<sup>th</sup> April 2017 at 9:00 A.M. and ends on, Friday, 5<sup>th</sup> May 2017 at 5.00 P.M. 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.31<sup>st</sup> March, 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 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.



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(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.

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- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (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 Corporates.
  - 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).



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- 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.

(xx) 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).

The result of voting will be announced at Registered Office at D-50 E, 3rd Floor, KH No-299, Chattarpur Enclave, New Delhi-110074 by the Chairman of the Company on Monday 8<sup>th</sup> May, 2017. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Name and Address of the Stock Exchange at which Company’s shares are listed.

**Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001**



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

#### **Item No. 1**

Presently the Company is engaged in business of Investment and other allied activities. The Board of Directors is seeing more opportunities in the field of agriculture and dairy sector and likes to diversify in these areas with the existing business of the Company. The Board of Directors has proposed to add the aforesaid businesses to its present business.

Pursuant to the provision of Section 13, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, any alteration in Object clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the Members by passing a Special Resolution through Postal Ballot.

A copy of the Memorandum of Association of the Company together with the proposed amendment is available for inspection by the Members of the Company at the Registered Office of the Company between 11:00 A.M. to 01:00 P.M. on any working day of the Company.

Draft amended copy of Memorandum of Association has been placed at the registered office of the Company for inspection during the business hours till the end of meeting.

The proposed change will in no way be detrimental to the interest of any member of public, Employees or other associates of the Company in any manner whatsoever.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution as set out above for approval of the members as Special Resolution.



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### **Item No. 2**

M/s P.M. Shah & Co., Chartered Accountants, Delhi have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. S. Agarwal & Co., Chartered Accountants, New Delhi, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s P.M. Shah & Co., Chartered Accountants. M/s. S. Agarwal & Co., Chartered Accountants, New Delhi, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is set out on recommendation of the Board for the consideration and approval of the Members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By the Order of the Board

**For SAI BABA INVESTMENT AND COMMERCIAL ENTERPRISES LIMITED**

**Sd/-**

**Anu Bala**

**Company Secretary**

**Membership no. A39750**

**Date: 27<sup>th</sup> March, 2017**

**Place: Delhi**