

containing the details of corporate governance systems and processes at Sai Baba Investment and Commercial Enterprises Limited are as under:

Company's Philosophy on Code of Governance

The Company recognizes the importance of good Corporate Governance, which is a tool for building a strong and everlasting beneficial relationship with the customers, suppliers, bankers and more importantly with the investors.

The Company believes that its key decisions must serve the underlying goals of enhancing shareholders' value over a sustained period of time, and achieving the definite and measurable performance targets.

Board of Directors

(a) Composition of the Board

The Company's policy is to maintain optimum combination of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors.

The Board comprises of five directors, which includes two executive directors and 3 non-executive Independent directors as on March 31, 2019.

The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions.

All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year give a declaration that they meet with the criteria of independence as provided under Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The composition of the Board of Directors as on March 31, 2019 is given below:

Sr. No.	Name of the Director	Designation
1.	Mr. Manojkumar Gunvantrai Somani	Director and CFO

2.	Mr. Nikhil Gulabchand Shah	Executive Director
3.	Mr. Hemant Padmakar Chavan	Independent Director
4.	Mrs. Komal Nilesh Doshi	Independent Director
5.	Mr. Jigar Bhadresh Gandhi (Appointed on 29 th September, 2018)	Independent Director

(b) Board Meetings

Seven meetings of the Board of Directors were held during the year, viz. on 11th April, 2018, 20th July, 2018, 31st August, 2018, 20th October, 2018, 14th November, 2018, 15th December, 2018, 13th February, 2019. Agenda papers were circulated to the Directors in advance for each meeting. All relevant information as required under Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was placed before the Board from time to time.

The following table gives the attendance of the Directors at Board Meetings of the company and also other Directorship in other Companies and Chairmanship / Membership in Board Committees of public limited companies:

Names of Directors	No of Board Meetings		Attended last AGM	No. of Other Companies in which Directors/ Chairman	Number of Committees in which member (including Sai Baba)
	Held	Attended			
Mr. Manojkumar Gunvantrai Somani	7	7	Yes	NIL	NIL
Mr. Nikhil Gulabchand Shah	7	7	Yes	NIL	NIL

Mr. Hemant Padmakar Chavan	7	7	Yes	NIL	3
Mrs. Komal Nilesh Doshi	7	7	NO	NIL	3
Mr. Jigar Bhadrash Gandhi (Appointed on 29 th September, 2018)	7	4	Yes	NIL	3

(c) Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 30th March, 2019 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. Based on the guidance note issued by SEBI on January 5, 2017 on Board Evaluation, Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties. All the Independent Directors were present at the meeting.

(d) Induction & Training of Board Members (Familiarisation Programme for Independent Directors)

Letter of Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The web link for the Familiarisation Programmes for Independent Directors is www.saibabainvest.co.in.

(e) Evaluation of the Board's Performance

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the revised criteria laid down by Nomination and Remuneration Committee as per SEBI guidance note on Board Evaluation dated January 5, 2017.

The evaluation process for the financial year 2018-19 has been completed.

COMMITTEES OF THE BOARD

All the three committees of the Board of Directors were re-constituted on 20th October, 2018 with the following Composition:-

Audit Committee

The Audit Committee comprises of Mr. Jigar Bhadresh Gandhi as Chairman and Mr. Hemant Padmakar Chavan, Mrs. Komal Nilesh Doshi as members.

The Audit Committee met Five Times during the year i.e. 11th April, 2018, 20th July, 2018, 31st August, 2018, 14th November, 2018 and 13th February, 2019.

Terms of Reference of the Audit Committee:

Terms of reference specified by the Board which are as follows:

1. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
2. Examination of the financial statement and the auditors' report thereon;
3. Approval or any subsequent modification of transactions of the company with related parties;
4. Scrutiny of inter-corporate loans and investments;
5. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters
9. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
10. To perform such other functions as may be necessary or appropriate for the performance of its duties.

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

- Changes, if any, in accounting policies and practices and reasons for the same
- Compliance with listing and other legal requirements relating to financial statements

- Disclosure of any related party transactions
 - Qualifications in the draft audit report
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Monitoring and reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Formulating scope, functioning, periodicity and methodology for conducting the internal audit.
 14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 15. Discussion with internal auditors of any significant findings and follow up there on;
 16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 19. To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
 20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
22. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.

Reviewing the following information:

- i. The Management Discussion and Analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s).

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of comprises of Mr. Jigar Bhadresh Gandhi as Chairman and Mr. Hemant Padmakar Chavan, Mrs. Komal Nilesh Doshi as members.

The Nomination and Remuneration Committee met Five Times during the year i.e. 11th April, 2018, 20th July, 2018, 31st August, 2018, 14th November, 2018 and 13th February, 2019.

Terms of reference:

- (1) The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria.
- (2) The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal.
- (3) The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as section 178 of the Companies Act, 2013.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of Mrs. Komal Nilesh Doshi as Chairman and Mr. Jigar Bhadresh Gandhi, Mr. Hemant Padmakar Chavan as members.

The Committee considers and resolves the grievances of security holders of the Company. The main object of the Committee is the satisfactory redressal of investors' complaints and providing quality services to the shareholders of the Company.

The Stakeholders Relationship Committee met Five Times during the year i.e. 11th April, 2018, 20th July, 2018, 31st August, 2018, 14th November, 2018 and 13th February, 2019.

Investors' Complaints attended and resolved during 2018-19

The Company during the year received two complaints through SCORES portal (SEBI Complaints Redressal System) of Securities & Exchange Board of India (SEBI) at www.scores.gov.in and an appropriate reply/solution was given by the Company in time. Details of complain received and solved during the year is as follows:-

Pending at the beginning of the year	Nil
Received during the year	2
Disposed of during the year	2
Remaining unresolved at the end of the year	Nil

Terms of Reference:

1. Oversee and review all matters connected with the transfer of the Company's securities approve issue of the Company's duplicate share /debenture certificates.
2. Consider, resolve and monitor redressal of investors/ shareholders / security holders grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
3. Oversee the performance of the Company's Registrars and Transfer Agents.
4. Recommend methods to upgrade the standard of services to investors.
5. Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
6. Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable Perform such other functions as may be necessary or appropriate for the performance of its duties.

General Body Meetings:

Year	Type	Location	Date	Time
2018-19	EGM	Imperial Villa, C3/13, Main Ring Road, Lajpat Nagar III, Near Lal Sai Mandir, adjoining Vinoba Puri Metro Station, New Delhi-110024.	18/01/2019	11:30 Am
2017-18	AGM	Imperial Villa, C3/13, Main Ring Road, Lajpat Nagar III, Near Lal Sai Mandir, Adjoining Vinoba Puri Metro Station, New Delhi-110024.	29/09/2018	11:30 Am
2017-18	EGM	Trade World, C Wing, kamala Mills, 9 th Floor, Unit no. 912, Lower Parel (West), Mumbai- 400013.	10/07/2017	11:00 Am
2016-17	AGM	Town House Hotel at D 52, East of Kailash, New Delhi-110065.	25/09/2017	11:30 Am
2015-16	AGM	D3/11, Krishna Nagar, Near Punjab & Sindh Bank, New Delhi – 110051.	30/09/2016	10:00 Am

The details of Annual General Meeting / Extra Ordinary General Meeting held in last three years are as under:

RESOLUTION PASSED BY THE POSTAL BALLOT:

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, the Postal Ballot Notice dated 27th March, 2017 (along with Postal Ballot Form and Self Addressed Business Reply Envelope) was sent to the members whose names were appearing in the Register of Members as on the record date i.e. 31st March, 2017, to pass following resolutions:-

1. Alteration in Object Clause of MOA (Special Resolution).
2. Appointment of Statutory Auditor to Fill Casual Vacancy (Ordinary Resolution).

The dispatch of Notices of Postal Ballot was completed on 6th April, 2017 and E-voting facility was made available from Thursday, 6th April 2017 at 9:00 A.M. to Friday, 5th May 2017 at 5.00 P.M.

After scrutiny of Postal Ballot Forms received and e-voting till Friday, 5th May, 2017 at 5.00 P.M, Mr. Vivek Kumar, Scrutinizer had submitted his report dated 9th May, 2017 on voting results. Thereafter, Chairman declared the results of Postal Ballot on 9th May, 2017 at the Registered Office of the Company confirming that both the aforementioned resolutions have been passed with requisite majority.

DISCLOSURES:

During the year, there was no transaction material in nature with the Whole time Director or Director, relatives that had potential conflict with the interest of the Company.

Other Disclosures:

(a) There are no materially significant transactions with related parties viz., Promoters, Directors or the Management, their Subsidiaries or relatives etc., having potential conflict with Company's interest at large. Details of related party transactions are disclosed in Notes to annual accounts in this Annual Report.

(b) The Company has followed all relevant Accounting Standards as may be amended from time to time while preparing the financial statements.

(c) During the year under review, exercise on Risk Management was carried out and reviewed periodically covering the entire spectrum of business operations. The Board has been informed about the risk assessment and minimization procedures through means of a properly defined frame-work as stipulated. Business risk assessment, evaluation and its management is an ongoing process within the Company.

(d) There was no pecuniary relationship or transactions of Non-executive Directors vis-à-vis the Company during the year under review. The Company has no stock option policy as part of remuneration package applicable for Whole-time Directors or its employees.

(e) The Company has not raised any proceeds from the public issue/ preferential issue and there was no buyback of shares during the year under review.

RECONCILIATION OF SHARE CAPITAL AUDIT:

A qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted Capital with NSDL and CDSL and total issued and listed capital of the Company as per books. The Secretarial Audit report confirms that the total issued / paid up capital is in accordance with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CODE OF CONDUCT:

The Board has adopted the Code of Conduct and Ethics ('the Code'). The Code is a comprehensive guide applicable to all the Directors and Members of Senior Management and employees of the Company. The Code is posted on the Company's website: www.saibabainvest.co.in and has been communicated to all the Directors and Senior Management Executives and the compliance of the same is affirmed by them every year. A Declaration signed by the Directors affirming the compliance is annexed separately to this Annual Report.

CHIEF FINANCIAL OFFICER'S CERTIFICATION:

Mr. Manojkumar Somani, Chief Financial Officer of the Company has issued necessary Certificate pursuant to SEBI Listing Regulations, 2015 and same is annexed forming part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management discussion and analysis is set out as Annexure-III in this Annual Report.

CODE FOR INSIDER TRADING:

The Company has adopted and implemented a Code of Conduct as per SEBI (Prohibition of Insider Trading Regulations, 2015). The code lays down the guidelines, which include procedures to be followed and disclosures to be made by the insiders while dealing with the shares of the Company.

WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a Whistle Blower Policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate superior or such other person as may be notified by the management to the work groups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

COMPLIANCE OFFICER:

Ms. Anu Bala has been appointed as the Compliance officer of the Company. Her correspondence and other contact details are as follows:

Investor Relations Contacts

Ms. Anu Bala
Company Secretary & Compliance Officer
Tel: +91-7303988341
Email: saibabacommercials@gmail.com.

Means of Communication

Quarterly, half-yearly and annual financial results are communicated to the Bombay Stock Exchange at Mumbai immediately after these are considered and approved by the Board; and thereafter regularly published in the prominent newspapers as required. Quarterly and annual financial statements, along with presentation on financial results and official news releases, are posted on our website: www.saibabainvest.co.in. Further, all other price sensitive and other information is sent to the Stock Exchange where shares of the Company are listed, enabling them to display the same on their website.

Annual Report:

The Annual Report containing inter-alia Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website (www.saibabainvest.co.in).

GENERAL SHAREHOLDING INFORMATION:

i. Annual General Meeting to be held:

Day	: Saturday
Date	: 28 th September, 2019
Time	: 11:00 AM
Venue	: Hotel Cosy Palace, B-11, East of Kailash, Captain Gaur Marg, New Delhi-110065.

ii. Book Closure: From Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (Both days inclusive).

iii. Dividend payment date: NA

iv. Financial Year: 1st April, 2018 to 31st March, 2019

v. Listing on Stock Exchange: Equity shares of the Company are listed on BSE Ltd

vi. **Scrip Code:** 538557

vii. **DEMAT ISIN:** INE706P01038

viii. **CIN:** L01100DL1981PLC012736

ix. **Market Price Data: High/Low during each month during the financial year 2018-19:-**

Stock Market Price data monthly high and low at the BSE Limited for the financial year ended 31st March, 2019:

Month	High (Rs.)	Low (Rs.)
April, 2018	13.63	6.73
May, 2018	6.60	5.38
June, 2018	5.28	3.61
July, 2018	3.54	2.41
August, 2018	2.37	1.67
September, 2018	1.64	1.26
October, 2018	1.98	1.04
November, 2018	2.02	1.72
December, 2018	1.83	1.51
January, 2019	2.46	1.63
February, 2019	3.14	1.80
March, 2019	3.05	1.50

x. **Registrar and Transfer Agent :** Purva Share Registry (India) Pvt.Ltd.

Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp.
Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400011.
Tel.: 022 - 23012518
E-mail: support@purvashare.com

xii. Share Transfer System:

In order to expedite the process of share transfers, the Board has delegated the power to approve share transfers to senior executives, who attend to share transfer formalities fortnightly. The Company has appointed Purva Share Registry (India) Pvt.Ltd. as Registrar and Share Transfer Agents for physical transfer of securities as well as dematerialization/rematerialization of securities.

xiii. Investor Correspondence:

All shareholders complaints/queries in respect of their shareholdings may be address Purva Share Registry (India) Pvt. Ltd. at their above mentioned address.

xiv. Shareholding pattern on the basis of categories of shareholders as on 31st March, 2019 is as under:

Category of Shareholders	No of shares held	% of Share Capital
Promoters and Promoter Group	Nil	0.00
OCB's	Nil	0.00
Hindu Undivided Family	2012955	1.79
Banks/Financial institutions	Nil	0.00
Bodies Corporate	6014353	5.34
Non Resident (Non Repatriable)	5000	0.004
Non Resident Indians(Repatriable)	32001	0.03
LLP	29648997	26.32
Any other (Clearing Members)	2798908	2.48
Director or Director's relatives	3993666	3.55
Central Government/State Government	Nil	0.00
Resident Individuals	68144120	60.49
TOTAL	112650000	100

xv. Distribution of Shareholding as on 31st March, 2019 pursuant to Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) is as under:

Shareholding of Nominal Value of (Rs.)	Number of shareholders	% of total Shareholders	Value of Shares	% of total Value
Upto TO 5000	12232	95.32	6726584.00	5.97
50001 TO 10000	234	1.82	1747202.00	1.55
10001 TO 20000	113	0.88	1630753.00	1.45
20001 TO 30000	43	0.34	1106559.00	0.98
30001 TO 40000	15	0.12	532317.00	0.47
40001 TO 50000	23	0.18	1069158.00	0.95
50001 TO 100000	42	0.33	3015227.00	2.68
100001 & ABOVE	131	1.02	96822200.00	85.95
TOTAL	12833	100	112650000	100

xvi. Dematerialization of Shares:

The Company has established required connectivity with Central Depository Services Limited and National Securities Depository Limited and the same are available in electronic segment under ISIN-INE706P01038.

As on March 31, 2019, 99.22% of the Total Equity Shares Capital was held in dematerialized form with the National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL) against the Shares held in physical and demat form is given hereunder:

Particulars	No. of shares	Percentage of Total shares of the Company
No. of Shares held by CDSL	90501820	80.34
No. of Shares held by NSDL	21273580	18.88
Physical Shares	874600	0.78
Total	112650000	100

xvii. Outstanding Convertible Instruments, Conversion Date and Likely Impact on Equity:

As on 31st March, 2019, the Company did not have any outstanding convertible instruments likely to impact the Share Capital of the Company.

xviii. Address for Correspondence:

REGISTERED OFFICE : 33/36, Basement, West Patel Nagar, New Delhi-110008.

xix. Any Query on Annual Report:

Name	Ms. Anu Bala
Contact no.	+91- 7303988341
Email id	saibabacommercials@gmail.com

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

**Jigar Bhadresh Gandhi
Whole Time Director
DIN: 07910717**

**Manojkumar Gunvantrai Somani
Director and CFO
DIN: 07721790**

**Date: 31st August, 2019
Place: New Delhi**

Annexure-V

COMPLIANCE CERTIFICATE

To

**The Members
Sai Baba Investment and Commercial Enterprises Limited**