

ENBEE TRADE AND FINANCE LIMITED

Regd. Office: Imambada Road, Nagpur – 440018

Ph: 0712-2720071-80, Fax- 0712-2728050

CIN No: L50100MH1985PLC036945

Email Id: enbeetrade@gmail.com Website: www.enbeetrade.com

NOTICE OF POSTAL BALLOT

To,
The Members

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and any other rule as may be applicable]

NOTICE IS HEREBY GIVEN that the following resolution is circulated for approval of the members of the Company, to be accorded by means of Postal Ballot, as per provisions under section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and any other Rule as may be applicable, for the proposed resolution as set out below. The Explanatory Statement stating all material facts and the reasons for the proposed Resolutions is also appended hereto for your consideration.

The Company has appointed Mr. Amit R. Dadheech, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members may note that as required under the provisions of Section 108, 110 and other applicable rules in this regards, and in accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on which the securities are listed, the Company is pleased to provide electronic voting ('e-voting') as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the Postal ballot Forms by post. The Company has engaged the services of Central Depository Services India Limited ('CDSL') to provide e-voting facility to members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form physically. If a member vote through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com from 9.00 A.M. on February 11, 2016 and ends on March 11, 2016 at 5.00.p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed ,so as to reach the scrutinizer before the close of working hours(i.e. 5.00p.m. IST) on March 11, 2016. Please note that any postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer shall submit his report to the Board/Chairman after completion of the scrutiny of the postal ballot but not later than March 11, 2016. The results of the voting by postal ballot will be announced on March 12, 2016 and same will be submitted to Chairman of the Company besides being communicated to the Stock Exchange on which the Company's Equity Shares are listed. The results of the postal ballot will be uploaded on the website of the Company www.enbeetrade.com. The day on which results of the postal ballot is announced by the Company would be the date on which the Special Resolutions are passed.

SPECIAL BUSINESS

ITEM NO.: 1

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution

"RESOLVED THAT in terms of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Memorandum and Articles of

Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchange where the securities of the Company are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["SEBI (ICDR) Regulations"] and amendments thereof, as may be applicable for issue of Equity Shares to Promoter, Promoter Group and Non-Promoter Individual Investors including Persons Acting in Concert, on preferential basis and any other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be

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considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these Resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, Govt. of India, Reserve Bank of India or such other regulatory bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby granted to the Board to offer, issue and allot not exceeding 700,000 (Seven Lakhs) Equity Shares of Rs. 10/-(Ten) each to the proposed Allottees, for consideration in cash, as detailed in the explanatory statement attached hereto, in such manner and on such terms and conditions as prescribed under the applicable SEBI ICDR Regulations., on a preferential basis to the Promoter, Promoter Group and Non-Promoter Individual Investors including Persons Acting in Concert, as mentioned in the explanatory statement to the notice, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company, at the time of issue or allotment, subject to the overall guidelines governing such issue:

Sr. No.	Name of the proposed allottees	Relation, if any with the promoters or person in control of the Company	No. of Shares proposed to be allotted	PAN No. of the proposed allottees
1	Amar N. Gala	Existing Promoter	100,000	AEIPG9529A
2	Samta A. Gala	Promoter Group	50,000	APUPG7373M
3	Bharathi N. Gala	Promoter Group	20,000	AAJPG9438M
4	Bharat T. Mamania	Promoter Group	25,000	AABPM3713B
5	Shailesh Shah	Non-Promoter	20,000	AAFPS1630L
6	Shailesh Shah HUF	Non-Promoter	20,000	AAHS0228K
7	Pallavi Shah	Non-Promoter	20,000	AABPV2788F
8	Shailvi Shah	Non-Promoter	10,000	AAFPS1630L
9	Dinesh Shah	Non-Promoter	20,000	AADPS8982L
10	Dinesh Shah HUF	Non-Promoter	15,000	AABHD1197C
11	Nutan Shah	Non-Promoter	20,000	AABPC1124E
12	Damji Shah HUF	Non-Promoter	10,000	AAAH9755R
13	Chirag Gala	Non-Promoter	5,000	AMVPG9541R
14	Chirag Gala HUF	Non-Promoter	5,000	AADHC6414R
15	Hiral Gala	Non-Promoter	5,000	BDGPG7790H
16	Jaykant Savla	Non-Promoter	10,000	BFCPS0394R
17	Jaykant Savla HUF	Non-Promoter	5,000	AAGHJ9025E
18	Meena Savla	Non-Promoter	5,000	EGVPS6188C
19	Hiren Gangar	Non-Promoter	10,000	AOOPG9860J
20	Hiren Gangar HUF	Non-Promoter	5,000	AAEHH5216H
21	Hasti Gangar	Non-Promoter	5,000	AVXPG5498G
22	Jayesh Lapsia	Non-Promoter	5,000	AAAPL6046R
23	Jayesh Lapsia HUF	Non-Promoter	5,000	AAGHJ4031C
24	Heena Lapsia	Non-Promoter	5,000	ABDPL3061A
25	Ramniklal Lapsia	Non-Promoter	10,000	ACXPL6453H
26	Ramniklal Lapsia HUF	Non-Promoter	5,000	AAQHR0998N
27	Maniben Lapsia	Non-Promoter	5,000	AHMPL3103E
28	Harish Shah	Non-Promoter	25,000	AADPS8981K
29	Harish Shah HUF	Non-Promoter	20,000	AAGHS8494G
30	Lalit Shah	Non-Promoter	20,000	AADPS8978C
31	Lalit Shah HUF	Non-Promoter	20,000	AAGHS8492A
32	Bhadra Shah	Non-Promoter	20,000	AADPS8979D
33	Hasmukh Gala	Non-Promoter	5,000	AEPPG7528G
34	Chandan Gala	Non-Promoter	5,000	AAJPG9439L
35	Hasmukh Gala HUF	Non-Promoter	5,000	AADHH8665K
36	Hiten Shah	Non-Promoter	25,000	ANTPS4226Q

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37	Hiten Shah HUF	Non-Promoter	15,000	AAMHS3912D
38	Payal Shah	Non-Promoter	15,000	AWPPS2424P
39	Anil Shah	Non-Promoter	20,000	ANCPS3404R
40	Anil Shah HUF	Non-Promoter	15,000	AAHHA8838D
41	Shamji Ladhubhai Savla	Non-Promoter	10,000	AVZPS0731J
42	Javerben Savla	Non-Promoter	5,000	FVSPS4171J
43	Shamji L. Savla HUF	Non-Promoter	5,000	AAZHS9431C
44	Kishor Savla HUF	Non-Promoter	10,000	AAKHK7481F
45	Deepak Gala	Non-Promoter	15,000	ADUPG6918L
46	Deepak Gala HUF	Non-Promoter	5,000	AAFHD1961G
47	Neeta Gala	Non-Promoter	5,000	AKRPG3487C
48	Ashwin Patel	Non-Promoter	15,000	AABPP4017F

“RESOLVED FURTHER THAT

- (i) The ‘Relevant Date’ as per SEBI (ICDR) Regulations for the determination of applicable price for issue of aforesaid Equity Shares is **February 12, 2016**.
- (ii) The Equity Shares allotted in terms of this resolution shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including payment of dividend.
- (iii) The Board be and is hereby authorized to seek listing and trading of the said securities in the Stock Exchange where the securities of the Company are listed.
- (iv) The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchange and/or such other appropriate authorities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its discretion, deem necessary, to the issue or allotment of aforesaid Equity Shares, 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.”

“RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares on preferential basis as and when required.”

“RESOLVED FURTHER THAT the Board, be and is hereby, authorized to delegate all or any of the powers herein conferred to any Committee of Director(s) or Officer(s) of the Company to give effect to this Resolution.”

ITEM NO.: 2

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution

“RESOLVED THAT pursuant to section 12(5), 13 and 110 read with the relevant rules as framed under the provision of Companies Act, 2013 and subject to the confirmation / approval of or such other consents as may be required from various statutory / regulatory authorities, the consent of the members of the Company be and is hereby granted to substitute and replace existing clause II of the Memorandum of Association of the Company by the following clause:

“II. The Registered office of the Company is situated in the state of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai”

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RESOLVED FURTHER THAT on the aforesaid resolution becoming effective, the Registered Office of the Company be and is hereby shifted to Mumbai, Maharashtra from its present location at Nagpur, Maharashtra, which is outside the local limit of the town where it is presently situated but within the same state and under the jurisdiction of the same Registrar of Companies.

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 do all such deeds, actions, matters and things as it may, in its discretion, deem necessary, to modify the wordings of the above proposed new 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.”

Date: February 9, 2016

Place: Mumbai

By order of the Board

For Enbee Trade and Finance Limited

Amar N. Gala
Chairman & Managing Director
DIN: 07138963

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Note:

1. An explanatory statement and reason for the proposed special business pursuant to section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. The Notice is being sent to all the members electronically, whose names appear in the register of members/Record of Depositories as on January 29, 2016
3. The members whose names appear in the register of members/ record of depositories as on will be considered for voting.
4. Voting period commences from 9.00 A.M. on February 11, 2016 and ends during the working hours before 5.00 P.M on March 11, 2016.
5. The Directors has vide Board resolution dated February 9, 2016 appointed Mr. Amit R. Dadheech, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members.
7. The members are requested to carefully read the instruction printed in the attached Postal Ballot Form. Any Postal Ballot Form received after the said date shall be treated as if reply from the member has not been received.
8. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on February 11, 2016 from 9.00 A.M. and ends on March 11, 2016 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) of January 29, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <input type="checkbox"/> 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same 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 Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.
 - After receiving the login details they have to create 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.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

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ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Explanatory Statements Pursuant To Section 102 Of The Companies Act, 2013 (Corresponding To Section 173 Of The Companies Act, 1956) and section 192A of the Companies Act, 1956, Sets Out All Material Facts Relating to The Special Business Mentioned In The Accompanying Notice

ITEM NO. 1.

1. The Board of Directors of the Company at their meeting held on February 4, 2016 has decided to issue 700,000(Seven Lakhs) Equity Shares of Rs. 10/-(Ten) each on Preferential Basis.

Since the price at which the securities to be issued cannot be exactly determined before the issue of this notice to the shareholders, the ratio will be determined taking the pricing of securities as per SEBI ICDR Regulation, 2009 or any amendment thereof.

Pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, any offer or issue of shares in a company to persons other than the holders of the equity shares of a company requires prior approval of the shareholders in General Meeting by a Special Resolution. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed capital raising / structuring pursuant to the resolution set out at Item No.1. The Board of Directors of the Company give below disclosures that are required to be given in the explanatory statement to the special resolution to be passed under section 42, 62 of the Companies Act, 2013 and in terms of the SEBI (ICDR) Regulations ("ICDR Regulations"), 2009

2. **Object and manner of activities of proceeds of the issue to be utilised:** The purpose of the issue is to allot the fully paid up equity shares and to achieve long term plans of the Company and to meet the funding requirements including but not limited to investment for meeting its business requirements and any other use, as may be permitted under applicable law or regulations, from time to time.
3. **Relevant date and pricing of the issue:** The proposed preferential allotment of Equity Shares, would be strictly in accordance with SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the following parameters would be subject to such changes as may be required to conform to the SEBI Regulations. Such proposed preferential issue will comprise of Equity Shares not exceeding 700,000(Seven Lakhs) Equity Shares of Rs. 10/-(Ten) each.

The Equity Shares to be allotted to the proposed allottees, on preferential basis shall not be lower than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- a. The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the six months preceding the relevant date; OR
- b. The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The Relevant Date for the purpose of pricing of the Equity Shares, shall be, the date which is 30 days prior to the date of completion of Postal Ballot i.e March 12, 2016 which is deemed to be the date of the General Meeting passing the resolution in accordance with Section 110 of the Companies Act, 2013 read with the relevant rules thereunder.

4. **Intention of the promoter or their associates and relatives to subscribe to the offer:** The proposed allotment of preferential issuance of Equity shares are being made to Promoter & Promoter Group and non Promoters, individuals as mentioned in the later part of the explanatory statement.
5. **Proposed time within which the allotment shall be completed:** The allotment of Shares shall be completed within a period of 15 days from the date of passing of these resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Govt., the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
6. **Shareholding pattern before and after the offer:** The shareholding pattern of the Company, before and after the preferential allotment would be as follows:

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Category	Pre-issue equity holdings	% of the total pre-issued capital	*Post Issue equity holding	%of the total post-issued capital
1A. Promoters & promoter group (including PAC)	185166	50.72	380166	35.69
1B. Foreign Promoters	NIL	NIL	NIL	NIL
2. Banks Mutual Funds Financial Institution, Central /State Govt Institutions	NIL	NIL	NIL	NIL
NRIs/OBCs	NIL	NIL	NIL	NIL
Bodies Corporate (others)	165001	45.20	165902	15.58
Indian General Public	14883	4.08	518982	48.73
NON-RESIDENTS	NIL	NIL	NIL	NIL
Total Paid –up Capital	365050	100	1065050	100

**Note- The above post issue pattern is based on the assumption of full subscription of the shares.*

- 7. Identity of the proposed allottees and percentage of post issued capital that may be held:** As stated earlier, it is proposed to allot 700,000(Seven Lakhs) Equity Shares of Rs. 10/- (Ten) each to the following allottees at such price or prices, in such manner and on such terms and conditions as prescribed under the applicable SEBI Regulations. The percentage that may be held by allottees in post-issued capital shall be as set out in 5 above. The identity of the allottees and their relations with the promoters are as under:

Sr. No.	Name of the proposed allottees	Relation, if any with the promoters or person in control of the Company	PAN No of the proposed allottees
1	Amar N. Gala	Existing Promoter	AEIPG9529A
2	Samta A. Gala	Promoter Group	APUPG7373M
3	Bharathi N. Gala	Promoter Group	AAJPG9438M
4	Bharat T.Mamania	Promoter Group	AABPM3713B
5	Shailesh Shah	Non-Promoter	AAFPS1630L
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9	Dinesh Shah	Non-Promoter	AADPS8982L
10	Dinesh Shah HUF	Non-Promoter	AABHD1197C
11	Nutan Shah	Non-Promoter	AABPC1124E
12	Damji Shah HUF	Non-Promoter	AAAH9755R
13	Chirag Gala	Non-Promoter	AMVPG9541R
14	Chirag Gala HUF	Non-Promoter	AADHC6414R
15	Hiral Gala	Non-Promoter	BDGPG7790H
16	Jaykant Savla	Non-Promoter	BFCPS0394R
17	Jaykant Savla HUF	Non-Promoter	AAGHJ9025E
18	Meena Savla	Non-Promoter	EGVPS6188C
19	Hiren Gangar	Non-Promoter	AOOPG9860J
20	Hiren Gangar HUF	Non-Promoter	AAEHH5216H
21	Hasti Gangar	Non-Promoter	AVXPG5498G
22	Jayesh Lapsia	Non-Promoter	AAAPL6046R
23	Jayesh Lapsia HUF	Non-Promoter	AAGHJ4031C
24	Heena Lapsia	Non-Promoter	ABDPL3061A
25	Ramniklal Lapsia	Non-Promoter	ACXPL6453H
26	Ramniklal Lapsia HUF	Non-Promoter	AAQHR0998N
27	Maniben Lapsia	Non-Promoter	AHMPL3103E
28	Harish Shah	Non-Promoter	AADPS8981K
29	Harish Shah HUF	Non-Promoter	AAGHS8494G
30	Lalit Shah	Non-Promoter	AADPS8978C
31	Lalit Shah HUF	Non-Promoter	AAGHS8492A
32	Bhadra Shah	Non-Promoter	AADPS8979D
33	Hasmukh Gala	Non-Promoter	AEPPG7528G
34	Chandan Gala	Non-Promoter	AAJPG9439L
35	Hasmukh Gala HUF	Non-Promoter	AADHH8665K

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36	Hiten Shah	Non-Promoter	ANTPS4226Q
37	Hiten Shah HUF	Non-Promoter	AAMHS3912D
38	Payal Shah	Non-Promoter	AWPPS2424P
39	Anil Shah	Non-Promoter	ANCPS3404R
40	Anil Shah HUF	Non-Promoter	AAHHA8838D
41	Shamji Ladhubhai Savla	Non-Promoter	AVZPS0731J
42	Javerben Savla	Non-Promoter	FVSPS4171J
43	Shamji Ladhubhai Savla HUF	Non-Promoter	AAZHS9431C
44	Kishor Savla HUF	Non-Promoter	AAHKH7481F
45	Deepak Gala	Non-Promoter	ADUPG6918L
46	Deepak Gala HUF	Non-Promoter	AAFHD1961G
47	Neeta Gala	Non-Promoter	AKRPG3487C
48	Ashwin Patel	Non-Promoter	AABPP4017F

In the above list of allottees there are person/s belonging to a group, the details of the same is given below:

Sr. No.	Name of the proposed allottees	Person Acting in Concert (PAC)
1.	Shailesh Shah	Group 1
2.	Shailesh Shah HUF	
3.	Pallavi Shah	
4.	Shailvi Shah	
5.	Dinesh Shah	
6.	Dinesh Shah HUF	
7.	Nutan Shah	
8.	Damji Shah HUF	
9.	Chirag Gala	Group 2
10.	Chirag Gala HUF	
11.	Hiral Gala	
12.	Jaykant Savla	
13.	Jaykant Savla HUF	
14.	Meena Savla	
15.	Hiren Gangar	
16.	Hiren Gangar HUF	
17.	Hasti Gangar	Group 3
18.	Jayesh Lapsia	
19.	Jayesh Lapsia HUF	
20.	Heena Lapsia	
21.	Ramniklal Lapsia	
22.	Ramniklal Lapsia HUF	
23.	Maniben Lapsia	Group 4
24.	Harish Shah	
25.	Harish Shah HUF	
26.	Lalit Shah	
27.	Lalit Shah HUF	Group 5
28.	Bhadra Shah	
29.	Hasmukh Gala	
30.	Chandan Gala	Group 6
31.	Hasmukh Gala HUF	
32.	Hiten Shah	
33.	Hiten Shah HUF	
34.	Payal Shah	Group 7
35.	Anil Shah	
36.	Anil Shah HUF	
37.	Shamji Ladhubhai Savla	
38.	Javerben Savla	
39.	Shamji Ladhubhai Savla HUF	
40.	Kishor Savla HUF	
41.	Deepak Gala	

ENBEE TRADE AND FINANCE LIMITED

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42.	Deepak Gala HUF	Group 8
43.	Neeta Gala	
44.	Ashwin Patel	Group 9

The above mentioned groups of individual non – promoter investors are belonging to the category of person acting in concert (PAC) among the said individual group and they do not belong to any other group of individual stated above. The intention of the investors is merely to fetch a good return on their investment and not to acquire any control in the Company.

Further the PAC investors are aware about the provisions of SEBI (SAST) Regulation, 2011 with respect to acquisition of shares and voting rights.

We would also like to state that post allotment of shares, there will be no change in control / management of the Company.

Since the price at which the Equity Shares would be issued to the allottees cannot be exactly determined before the issue of this notice to the shareholders as it depends on the average of the market price prevailing in the preceding 6 months or 2 weeks and as on the relevant date as per the SEBI formula, the Auditor's certificate, as required under Clause 73(2) of SEBI (ICDR) Regulation 2009 will be made available for inspection at the Corporate Office of the Company between 10 a.m. and 4 p.m. on any working day upto the last date for voting under postal ballot. The Auditor's Certificate will also be displayed on the website of the Company (i.e. www.enbeetrade.com).

- 8. Approvals:** The Company is taking necessary steps to obtain the required approval from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.
- 9. Undertaking of the Issuer:** The Company undertakes that:
 - 1) It shall re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so under the provisions of SEBI (ICDR) Regulations;
 - 2) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- 10. SEBI Takeover code:** In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the subscribers are not required to and do not intend to make an open offer and comply with the formalities related to an open offer for the preferential allotment.
- 11. Lock-in-period shares:** Total securities being allotted to promoter and promoter group and other persons shall be subject to lock-in as per SEBI (ICDR) Regulations, 2009.
- 12. Auditors Certificate:** Auditor's Certificate confirming that the proposed issue of Equity Shares are in accordance with the SEBI (ICDR) Regulation, will be available for inspection after February 12, 2016 (i.e. the relevant date).
- 13. Approval under the Companies Act, 2013:** Pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, any offer or issue of shares in a Company other than on a pro-rata basis to the existing holders of the equity shares of a company requires prior approval of the shareholders in a general meeting by way of a Special Resolution. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all Securities for subscription on a pro-rata basis to the Shareholders unless the Shareholders in a general meeting decide otherwise. The Board of Directors recommends the passing of this resolution as Special Resolution as set in item No.1 of the Notice.
Mr. Amar N. Gala, Chairman and Managing Director & Mrs. Samta Gala, Executive Director of the Company, including their relatives may be deemed to be interested in the resolutions to the extent the shares are proposed to be allotted to their relatives in which he has control. Except the said Officer and none of the other Directors are concerned or interested in the above said resolution, however they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any

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Item No. 2

Pursuant to the completion of the open offer formalities by Mr. Amar Gala (the Acquirer), the Management of the Company has changed, the current location of the entire management is situated in Mumbai, Maharashtra. Keeping in mind the better administration and reduced administrative costs of the Company, it is convenient and in the best interest for the Company, stakeholders and its shareholders. Therefore the Directors have decided to shift its operations fully to its administrative office also it would be more effective to expand Company's current business as well as develop other related business at State of Maharashtra, Mumbai i.e. to shift the registered office of the Company from Imambada Road, Nagpur - 440018 to its Corporate Office Address B4 / C5 Gods Gift CHS Ltd, N M Joshi Marg, Lower Parel, Mumbai 400013 (i.e. outside the local limits), but within the jurisdiction of the same Registrar of Companies, Mumbai.

The Board of Directors of the Company recommends the Resolution for your approval as Special Resolution.

None of the Director, Key managerial personnel or manager and their relatives is anyway concerned or interested in the aforesaid special resolution.

Date: February 9, 2016

Place: Mumbai

By order of the Board

For Enbee Trade and Finance Limited

Amar N. Gala
Chairman & Managing Director
DIN: 07138963

Encl: 1.) Postal Ballot Form

ENBEE TRADE AND FINANCE LIMITED

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Postal Ballot No. _____

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name and Registered Address of the Sole/First named member
2. Name(s) of the Joint Member(s), if any, Registered with the Company
3. Registered folio No.:
4. Number of shares held:
5. I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent/dissent to the said resolution by marking () in the appropriate box below:

Item No.	Item	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	<u>Special Resolution</u> To consider the Issue and Allotment of 7,00,000 (Seven Lakhs) Equity shares of Rs. 10/- (Rupees Ten each) on Preferential Basis to Promoter, Promoter Group and Non-Promoter individual Investors including Persons acting in concert, in accordance with SEBI (ICDR) Regulations, 2009.			
2.	<u>Special Resolution</u> To consider Shifting of Registered Office of the Company from Nagpur to Mumbai under the Jurisdiction of same Registrar of Companies (i.e. Registrar of Companies, Mumbai)			

Place:

Date:

Signature of the shareholder

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Note:

1. An explanatory statement and reason for the proposed special business pursuant to section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. The Notice is being sent to all the members electronically, whose names appear in the register of members/Record of Depositories as on January 29, 2016
3. The members whose names appear in the register of members/ record of depositories as on will be considered for voting.
4. Voting period commences from 9.00 A.M. on February 11, 2016 and ends during the working hours before 5.00 P.M on March 11, 2016.
5. The Directors has vide Board resolution dated February 9, 2016 appointed Mr. Amit R. Dadheech, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members.
7. The members are requested to carefully read the instruction printed in the attached Postal Ballot Form. Any Postal Ballot Form received after the said date shall be treated as if reply from the member has not been received.
8. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on February 11, 2016 from 9.00 A.M. and ends on March 11, 2016 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) of January 29, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <input type="checkbox"/> 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same 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 Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.
 - After receiving the login details they have to create 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.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com *****