

SABRIMALA LEASING AND HOLDINGS LIMITED

ANNUAL REPORT

2013 -2014

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ABOUT US

Mr. Amit Kumar Saraogi

Mr. Sanjay Garg

Mr. Nitin Aggarwal

Mr. Vineet Aggarwal

Mr. Himanshu Dhundia

SENIOR MANAGEMENT

COMPLIANCE OFFICER

Mr. Amit Kumar Saraogi
C-653, New Friends Colony,
New Delhi - 110065

STATUTORY AUDITORS

M/s. SNMG & Co.,
Chartered Accountants
E-35, LGF, Lajpat Nagar-III,
New Delhi-110024
Ph: 011-41022495

STOCK EXCHANGES WHERE COMPANY'S SHARES ARE LISTED

Delhi Stock Exchange Limited
DSE House, 3/1,
Asaf Ali Road
Delhi – 110002

REGISTERED OFFICE

C-653, New Friends Colony,
New Delhi-110065

NOTICE

Notice is hereby given that the 30th Annual General Meeting ("AGM") of the Members of SABRIMALA LEASING AND HOLDINGS LIMITED will be held on Saturday, 20th September, 2014 at 10:00 a.m. at Registered Office of the Company at C-653, New Friends Colony, New Delhi - 110065 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31 March, 2014 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a director in place of Mr. Nitin Aggarwal (DIN: 01319636) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Khatter & Associates, Chartered Accountants, in place of M/s SNMG & Co., Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till conclusion of 35th Annual General Meeting subject to ratification by members at every Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned party(ies)/Department(s)/authority(ies)etc."

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 61, 64 & 13 and all other applicable provisions of the Companies Act, 2013 and other applicable provisions of Articles of Association of the company, Authorized Share Capital of the company be increased from Rs. 40,00,000/- (Forty Lacs Only) divided into 4,00,000 (Four Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/-(Ten Crore Only) divided into 1,00,00,000/-(One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the existing capital clause V of the Memorandum of Association of the Company be altered as follow:

The Authorized share capital of the company is Rs 10,00,00,000/- (Ten Crore Only) divided into 1,00,00,000/-(One Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorised to file necessary forms with Registrar of Companies and do all acts, deeds and things as may be necessary to give effect to increase the authorised share capital of the Company.”

**By Order of the Board of Directors
For Sabrimala Leasing and Holdings Limited**

**Place: New Delhi
Date: 26.08.2014**

**Amit Kumar Saraogi
Director
DIN 00560131**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out in the Notice, wherever applicable, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Annual General Meeting.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2014 to, September 19, 2014 (both days inclusive) for determining the names of the Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
7. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Company's Registered office address.

8. Copies of the Annual Report will not be distributed at the Annual General Meeting; Members are requested to bring their copy of the Annual Report to the Meeting.

**By Order of the Board of Directors
For Sabrimala Leasing and Holdings Limited**

**Place: New Delhi
Date: 26.08.2014**

**Amit Kumar Saraogi
Director
DIN 00560131**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4:

The present Articles of Association of the Company are based on the provisions of the Companies Act, 1956. Consequent to the notification and applicability of large number of Sections of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the new Act. The Board of Directors considered this matter in its meeting held on 26th August, 2014 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association. A copy of draft Articles is available at the registered office of the Company.

As per section 14 of the Act, approval of the shareholders of the Company by way of a special resolution is required for alteration of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends this resolution to the shareholders for their approval.

Item no. 5

The present Authorised capital of the Company is Rs. 40,00,000/- (Forty Lacs Only) divided into 4,00,000 (Four Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each.

To enable to expend the capital base, the Company would be required to increase the Authorised Share Capital to Rs. 10,00,00,000 (Ten Crore Only) divided into 1,00,00,000/-(One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of 96,00,000 (Ninety six lacs) Equity shares of Rs. 10/- each aggregating Rs. 9,60,00,000/- (Rupees nine Crore sixty lacs Only). Consequently, the capital clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

As per the provisions of the Companies Act, 2013, for increased in authorized share capital of the Company, approval of the shareholders in a General Meeting is required, therefore, the Board of Directors recommends the passing of this Resolution by Ordinary resolution.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

**By Order of the Board of Directors
For Sabrimala Leasing and Holdings Limited**

**Place: New Delhi
Date: 26.08.2014**

**Amit Kumar Saraogi
Director
DIN 00560131**