

**2014-2015**

# **Sabrimala Leasing & Holdings Limited**

**31st Annual Report**



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## INSIDE

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*Corporate Information*

*Notice*

*Directors Report*

*Independent Auditors Report*

*Balance Sheet*

*Profit & Loss Account*

*Cash Flow Statement*

*Notes to Accounts*

*Attendance and Proxy Form*

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## ABOUT US

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### SENIOR MANAGEMENT

Mr. Sanjay Garg

Mr. Amit Kumar Saraogi

Mr. Arvind Kumar Singh

### COMPLIANCE OFFICER

**Ms. Isha Jain**

503, 5<sup>th</sup> Floor, KLJ Tower North,  
Netaji Subhash Place, Pitampura  
New Delhi – 110034

### INTERNAL AUDITORS

**M/s. Rajeev Baldev & Associates,**

Chartered Accountants  
516B/24,DLF Colony, Rohtak,  
Haryana-124001  
Ph: 99587-34344

### STATUTORY AUDITORS

**M/s. Khattar & Associates,**

Chartered Accountants  
4, Narender Bhawan,  
448, Ring Road, Azadpur  
New Delhi-110033

### SECRETARIAL AUDITORS

**M/s. SGS Associates**

Company Secretaries  
14, 1<sup>st</sup> Floor, Rani Jhansi Road  
Jhandewalan, Delhi-110055

### STOCK EXCHANGES WHERE COMPANY'S SHARES ARE LISTED

**Calcutta Stock Exchange Limited**

4, Lyons Range, Dalhousie,  
Murgighata, B B D Bagh,  
Kolkata-700001

### REGISTRAR & SHARE TRANSFER AGENT

**Skyline Financial Services Pvt. Ltd.**

D-153 A, 1st Floor, Okhla Industrial  
Area,Phase - I,  
New Delhi - 110 020

**SABRIMALA LEASING AND HOLDINGS LIMITED**  
Registered office: 503, 5<sup>th</sup> Floor, KLJ Tower North,  
Netaji Subhash Place, New Delhi-110034  
(CIN: L65910DL1984PLC018467)  
Tel: 91-011-32316749  
E-Mail: [cmmedia59@gmail.com](mailto:cmmedia59@gmail.com)

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## NOTICE

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Notice is hereby given that the 31<sup>st</sup> Annual General Meeting ("AGM") of the Members of SABRIMALA LEASING AND HOLDINGS LIMITED will be held on Wednesday, 30<sup>th</sup> September, 2015 at 10:00 a.m. at Registered Office of the Company at 503, 5<sup>th</sup> Floor, KLJ Tower North, Netaji Subhash Place, Pitampura, New Delhi-110034 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, 2015 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a director in place of Mr. Amit Kumar Saraogi (DIN: 00560131) who retires by rotation and being eligible offers himself for re-appointment.
3. 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 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Khatter & Associates, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of 35<sup>th</sup> Annual General Meeting on such remuneration as may be determined by the Board of Directors."

### SPECIAL BUSINESS:

#### 4. Appointment of Arvind Kumar Singh as an Independent Director of the Company

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

**"RESOLUTION THAT** pursuant to the provisions 'of section 149, 150,152 and such other applicable provisions , if any , of the companies Act , 2013("Act") read with schedule IV and the companies (appointment and qualification of the director ) rules , 2014 (including any statutory modification (s) or re-enactment there of the time being in force and clause 49 of the listing agreement , Mr. Arvind Kumar Singh (DIN : 02877839), who was appointed as an additional director of the company with effect from 26<sup>th</sup> February, 2015 pursuant to section 161 of the act , and who holds office as such up to the date of this annual general meeting has submitted declaration that he is eligible for appointment and that he meets the criteria of independence as provided section 149(6) of the act and clause 49 of the listing agreement (s) entered into with the stock Exchanges and that he has given a notice in

writing in under section 160 of the act to the company, proposing herself as a candidate of the office of director, be and is hereby appointed as an independence director of the company, not liable to retire to rotation, for a term commencing from 26<sup>th</sup> February, 2015 and ending on the date of the annual general meeting to be held in the year 2019”.

#### **5. Appointment of Ms. Seema Gupta as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, amended up to the date, **Ms. Seema Gupta (DIN:07333357)**, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and that she meets the criteria of independence as provided section 149(6) of the act and clause 49 of the listing agreement (s) entered into with the stock Exchanges and that she has given a notice in writing in under section 160 of the act to the company, proposing herself as a candidate of the office of director, be and is hereby appointed as an independence director of the company, not liable to retire to rotation, for a term commencing from immediate effect and ending on the date of the annual general meeting to be held in the year 2019”.

#### **6. Appointment of Ankur Garg as Non-Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to the provision of section 160 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof), **Mr. Ankur Garg, (DIN: 07282038)**, in respect of whom a notice in writing has been received by the company proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Director liable to retire by rotation.

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

**Place: New Delhi  
Date: 07.09.2015**

**Sd/-  
Isha Jain  
Company Secretary**

#### Notes:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2, 4, 5 and 6 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.  
  
The members are requested to get their shares dematerialized. The company's ISIN Code – INE400R01018 pursuant to change in face value.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail

addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

**Cmedia59@gmail.com**

The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
12. The Register of Members and Share Transfer Books of the Company will remain closed from September 14, 2015 to, September 21, 2015 (both days inclusive) for determining the names of the Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.

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

**Place: New Delhi  
Date: 07.09.2015**

**Sd/-  
Isha Jain  
Company Secretary**



## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 4, 5 & 6:

In accordance with Article 65 of the Article of Association of your company, Arvind Kumar Singh aged 41 years, was appointed as an additional Director on the board of **Sabrimala Leasing and Holdings Limited** on 26<sup>th</sup> February, 2015. In terms of Section 149, 152 and 161 of the companies Act 2013 (The Act) read with the relevant rules, he holds office as an additional Director up to the date of the ensuing annual general Meeting and being eligible, offers herself for appointment as a Director. Arvind Kumar Singh will be appointed as a **NON-EXECUTIVE INDEPENDENT DIRECTOR** on the Board of the company pursuant to the provision of the section 149 of the Act read with the relevant rules and clause 49 of the listing Agreement.

The Board of Directors has received the Candidature of Seema Gupta and Ankur Garg as per section 160 of the Companies Act, 2013. The Board further informed that Seema Gupta and Ankur Garg have given their consent to act as a Directors of the Company and has not been disqualified to become a Director under Companies Act, 2013. The Board considered that the aforesaid appointment would be beneficial for the company and would lead the company in new heights of Success.

The Company has received declaration from Arvind Kumar Singh and Seema Gupta that they are eligible for appointment and that they meet the criteria for independent as provided in section 149(6) of the act and clause 49 of the listing agreement (s) entered with the stock Exchange.

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.

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

**Place: New Delhi  
Date: 07.09.2015**

**Sd/-  
Isha Jain  
Company Secretary**

**Details of director(s) seeking appointment / re-appointment at the annual meeting**

|  |   |                           |
|--|---|---------------------------|
| <b>Particulars</b>   | <b>ARVIND KUMAR SINGH</b>   | <b>AMIT KUMAR SARAOGI</b> |
| Date of Birth  | 17/01/1974  | 10/01/1977                |
| Designation  | Non-Executive Independent Director  | Executive Director        |
| Date of Appointment  | 26/02/2015  | 07/09/2015                |
| Qualifications   | Commerce Graduate   | Chartered Accountant      |
| Expertise in specific functional areas   | Accounts and taxation   | Accounts and Taxation     |
| Director held in other public companies (excluding Sabrimala Leasing and Holdings Limited, foreign companies, section 25 companies private limited where he/she is an alternate director ) | NIL   | NIL                       |
| Membership/Chairmanship of committees of all public companies (includes only audit committee and stakeholders relationship committee)  | <b>AUDIT COMMITTEE</b><br>Sabrimala Leasing and Holdings Limited<br><b>STAKEHOLDERS' RELATIONSHIP COMMITTEE</b><br>Sabrimala Leasing and Holdings Limited<br><b>NOMINATION AND REMUNERATION COMMITTEE</b><br>Sabrimala Leasing and Holdings Limited | NIL                       |
| Number of share held in the company  | NIL   | NIL                       |
| Relationship with any director(s ) of the company  | No  | NO                        |

|  |                                    |                         |
|--|------------------------------------|-------------------------|
| <b>Particulars</b>   | <b>SEEMA GUPTA</b>                 | <b>ANKUR GARG</b>       |
| Date of Birth  | 09/01/1992                         | 10/08/1988              |
| Designation  | Non-Executive Independent Director | Non- Executive Director |
| Date of Appointment  | 07/09/2015                         | 07/09/2015              |
| Qualifications   | Commerce Graduate                  | Commerce Graduate       |
| Expertise in specific functional areas   | Accounts and taxation              | Accounts and Taxation   |
| Director held in other public companies (excluding Sabrimala Leasing and Holdings Limited, foreign companies, section 25 companies private | NIL                                | NIL                     |