



35TH ANNUAL REPORT 2018-19

Sabrimala Industries India Limited

(Formerly Known as Sabrimala Leasing and Holdings Ltd.)

CIN: L74110DL1984PLC018467

**Registered Office: Unit No.907, 9th Floor, Pearls Best Heights-I,
Netaji Subhash Place, Pitampura, Delhi-110034**

COMPANY INFORMATION

SABRIMALA INDUSTRIES INDIA LIMITED

(Formerly Known as Sabrimala Leasing and
Holdings Ltd.)

CIN: L74110DL1984PLC018467

(As on 26th August, 2019)

Board of Directors

Mr. Shiv Kumar Garg

Chairman, Non-Executive Director

Mr. Sanjay Garg

Managing Director

Mr. Amit Kumar Saraogi

Executive Director

Mr. Sumit Jindal

Independent Non-Executive Director

Ms. Monika Gupta

Independent Non-Executive Director

Committees of the Board

Audit Committee

Ms. Monika Gupta

Chairman, Independent & Non-Executive Director

Mr. Amit Kumar Saraogi

Member, Executive Director

Mr. Sumit Jindal

Member, Independent & Non-Executive Director

Stakeholder Relationship Committee

Ms. Monika Gupta

Chairman, Independent & Non-Executive Director

Mr. Shiv Kumar Garg

Member, Non-Executive Director

Mr. Sumit Jindal

Member, Independent & Non-Executive Director

Nomination and Remuneration Committee

Mr. Sumit Jindal

Chairman, Independent & Non-Executive Director

Mr. Shiv Kumar Garg

Member, Non-Executive Director

Ms. Monika Gupta

Member, Independent & Non-Executive Director

Registered Office

Unit No.907, 9th Floor, Pearls Best Heights-I,
Netaji Subhash Place, Pitampura, Delhi-110034

Auditors

Khatter & Associates,
Chartered Accountants
4, Narender Bhawan, 448,
Ring Road, Azadpur, Delhi-110033
Head Office: 516B/24, DLF Colony,
Rohtak, Haryana -124001, India
Email: khatterandassociates@gmail.com
Contact: 9810603740; 9958734344

Listed at:

- BSE Limited
- Calcutta Stock Exchange Limited

Company Secretary & Compliance Officer

Priyanshu Kumar

Chief Financial Officer

Mr. Amit Kumar Saraogi

Registrar & Transfer Agents

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area, Phase – I,
New Delhi-110020

Website

www.sabrimala.co.in

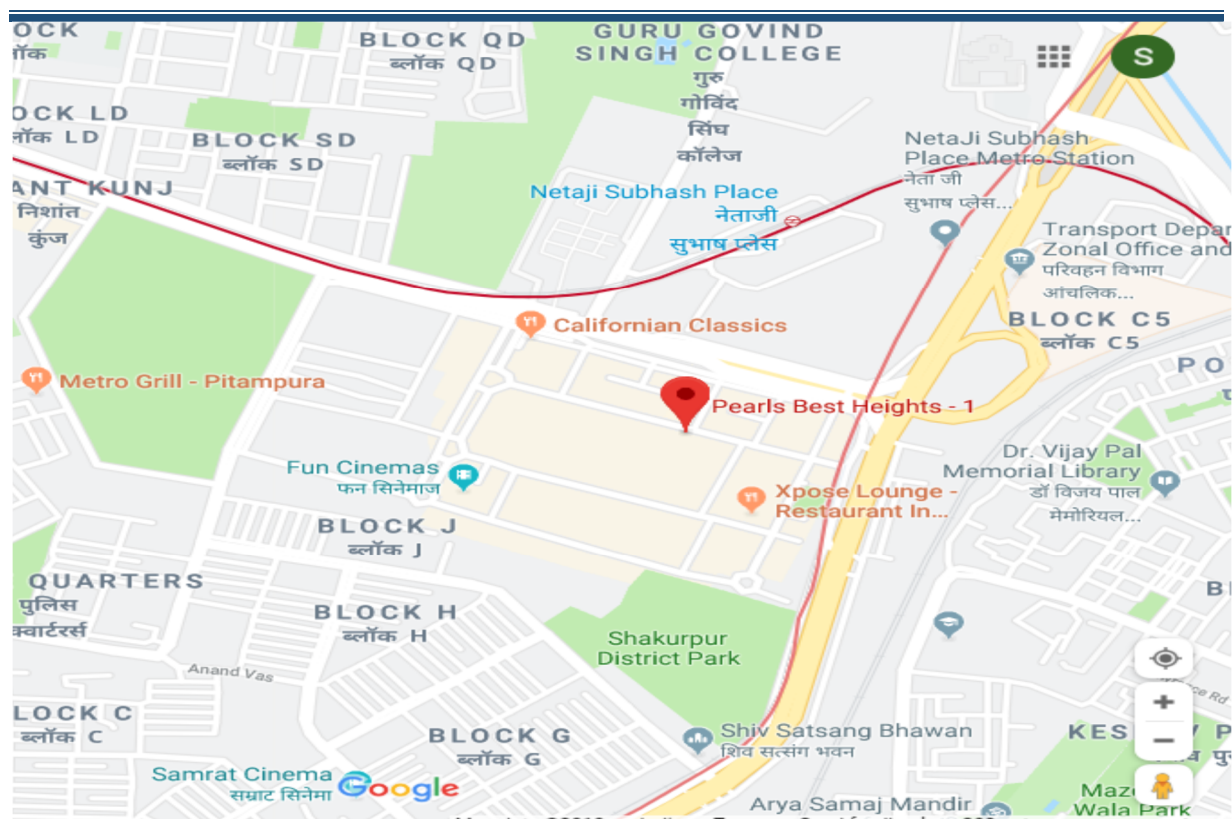
Subsidiary

Sabrimala Industries LLP

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NOTICE OF THE 35TH ANNUAL GENERAL MEETING

Notice is hereby given that 35th Annual General Meeting of Sabrimala Industries India Limited (formerly known as Sabrimala Leasing and Holdings Limited) will be held on Monday, 30th September, 2019 at 11:00 A.M. at Unit No.907, 9th Floor, Pearls Best Heights-I, Netaji Subhash Place, Pitampura, Delhi-110034 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.

“RESOLVED THAT, the Audited Standalone as well as Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

2. To consider and appoint Directors in place of Mr. Shiv Kumar Garg (DIN: 01962720), who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Shiv Kumar Garg (DIN: 01962720), who retires by rotation and being eligible offers himself for re-appointment be and hereby re-appointed as Director of the Company liable to retire by rotation.”

3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. S G J & CO.**, Chartered Accountant, (Firm Registration No.- 137904W) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office for five financial year from the conclusion of this 35th Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including

any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of central government or other concerned authority, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Sanjay Garg as Managing Director of the Company for a period of one years with effect from 30th September, 2019 on such remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting.”.

RESOLVED FURTHER THAT pursuant to the article of association of the company, Mr. Sanjay Garg shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Director(s) be and is hereby authorized jointly or severally to take such all necessary approvals, statutory or otherwise, in relation to the above matters arising out of and incidental thereto and sign and execute all applications, documents and file the requisite forms to ROC that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By Order of the Board of Directors
For Sabrimala Industries India Limited**

Place: Delhi
Date: 26.08.2019

Priyanshu Kumar
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 2 and 3 of the Notice, is annexed hereto. The additional and relevant details, pursuant to Regulations 36(3) and regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of auditors seeking appointment/re-appointment of auditors at this Annual General Meeting ("AGM") are also annexed. The Directors and Auditors have also furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED HERewith THE ANNUAL REPORT. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred Only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents for assistance in this regard.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
7. The notice of AGM is being sent to those members/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, August 30, 2019.
8. The copy of Annual Report, notice of 35th Annual general Meeting, notice of e-voting etc. are being sent to the members through e-mail who have registered their e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA), which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice at their registered address through permitted mode.
9. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company for the same at its registered office before the annual general meeting.
10. All the documents referred in the Notice, Annual Report, as well as Annual Accounts of the Subsidiary and Register of Director's Shareholding are open for inspection, during the business hours, at the Registered office of the Company up to and including the date of Annual General Meeting.
11. **The register of Members and Share Transfer books of the Company shall remain closed during the Book Closure period i.e., Saturday, September 21, 2019 to Sunday, September 29, 2019, both days inclusive.**
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. The members holding shares in the same name of same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
14. Shareholder seeking any information with regard to the accounts is requested to write to the Company at an early date but not later than 10 days before the scheduled date of holding of Annual General Meeting.
15. 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.

16. *To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.*

17. The notice of the Annual General Meeting and annual report for the financial year 2018-19 of the Company is also been uploaded on the website of the Company i.e., www.sabrimala.co.in

18. **E-voting**

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”).

19. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.

20. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

a. The instructions for members for voting electronically: -

- i. Log onto e-voting website; www.evotingindia.com.
- ii. Click on the “Shareholders” tab to cast your votes.
- iii. Now, select “Sabrimala Industries India Limited” from the drop-down menu and click on “SUBMIT”.
- iv. Now enter your User ID
 1. For CDSL: 16 digits beneficiary ID
 2. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Captcha Code as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged onto www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below and fill up the following details in the appropriate boxes:

Details	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both Demat shareholders as well as physical shareholders).</p> <p>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 last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</p>
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 Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>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 number of shares held by you as on the cut-off date in the Dividend Bank details field.</p>

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then reach directly to 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

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 please take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for e-voting on their solutions contained in this Notice.
 - xi. Click on the EVSN No. **190827055** for **Sabrimala Industries India Ltd.**
 - xii. 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.
 - xiii. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
 - xiv. After selecting there solution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm our vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xv. Once you “CONFIRM” your vote on the solution, you will not be allowed to modify your vote.
 - xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - xvii. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, then click on “Forgot Password” & enter the details as prompted by the system.
 - xviii. 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.
 - xix. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - xx. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - xxi. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - xxii. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
 - xxiii. **The voting period begins on Thursday September 26, 2019 (9.00a.m.) and ends on Sunday September 29, 2019 (5.00p.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 Friday September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - xxiv. 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.
- b. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday September 20, 2019.
 - c. A copy of this notice has been placed on the website of the Company and the website of CDSL.
 - d. **Mr. Vijay Kumar Gupta, Chartered Accountant in Practice (COP No. - 501902)** of M/s GUPTA VIJAY K & CO has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - e. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
 - f. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.sabrimala.co.in and on the website of CDSL within 48 hours of passing of the resolutions at the Annual General Meeting and will be communicated to Stock Exchanges wherein shares of the company are listed.
21. **THE COMPANY WHOLEHEARTEDLY WELCOMES MEMBERS/PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS / PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.**

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Shiv Kumar Garg, is the Chairman cum Non-Executive Director of the Company. He possess master's degree from Maharshi Dayanand University, Rohtak. He has vast experience in the field of Marketing. With his unmatched excellence in marketing strategies, he guides the Company on Sales and growth strategies. His contribution to the company is commendable.

Name of Director	Mr.Shiv Kumar Garg
Age	50
Date of First Appointment	07/12/2016
Expertise in Specific FunctionalArea	Marketing Operations
Directorship/Partnership held in other Companiesas on 31.03.2019	<ol style="list-style-type: none">1. KRONE PORTFOLIOS PRIVATE LIMITED2. SABRIMALA FINTECH PRIVATE LIMITED3. PANTOMATH SABRIMALA INVESTMENT MANAGERS LLP4. SABRIMALA CAPITAL ADVISORS PRIVATE LIMITED5. SABRIMALA FINANCIAL ADVISORS LLP
No. of equity shares held in the Company	400000
Director Identification No.	01962720

Additional Information on Auditors for appointment/re-appointment as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On recommendation of audit committee of the company the board of directors in its meeting held on 26th August 2019 and has considered the appointment including the details in relation to and credentials of the **S G J & Co.** Chartered Accountants, as statutory auditor of the company. Since M/s. Khatter and Associates, shows his inability to be re-appointed or to continue due to pending peer review.

S G J & Co., is the team of versatile blend of experienced and young, passionate and dynamic professionals who are committed for delivering extraordinary client satisfaction, maintaining the highest global quality standards. With the combination of rich and varied experience of senior leaders combined with the energy, zeal and passion to excel young leaders. Established in 1994, S G J & Co. (SGJ) is a Chartered Accountants' Firm, headquartered in Mumbai, India, full-fledged Branch Offices in New Delhi and Pune and Associates in Bangalore, Chennai, Jamshedpur and Surat.

Further the directors in consultation with the auditor has decided to pay a fee of Rs. 1,50,000/- p.a for the purpose statutory audit of the company. His appointment is subject to the approval of shareholder in this ensuing annual general meeting to be held on Monday, 30th September, 2019. It is to be noted no material change in the fee payable to the new auditor from that paid to the outgoing auditor.

EXPLANATORY STATEMENT PURSUANT TO SECTION 110 OF COMPANIES ACT 2013

Special Business: Item No.1

The Board of Director, on recommendation of Nomination and Remuneration Committee, of the Company, at their meeting held on 26TH August, 2019 has considered the re-appointment of Mr. Sanjay Garg, as Managing Director, with effect from 30th September, 2019, for a period of five year. He shall look after overall affairs of the company.

Pursuant to Sections, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, Consent of Shareholder is required for the reappointment of managing Director for tenure of one year with annual remuneration of Rs. 2,52,000/- and accordingly, the Board has put forward the aforesaid resolution for the approval of the Members of the Company by way of ordinary resolution. There is no other Terms and conditions pertaining to his appointment.

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

Any further increase or variation in future, in the remuneration payable to Mr. Sanjay Garg, shall be finalized by the Board of Directors and shall also be subject to the overall ceilings prescribed under the Companies Act. 2013

If at any time the appointee ceases to be Director of the company for any cause whatsoever, he shall cease to be Managing Director as the case may be.

None of the Directors key managerial personnel and their relatives except Mr. Sanjay Garg is concerned or interested in the proposed resolution except as the member of the company.

Other Entity in which Mr. Sanjay Garg is interested as on the date of 26th August 2019:

CIN/LLPIN	Name of the Company/ LLP	Current designation	Original date of appointment
AAH-3272	SABRIMALA INDUSTRIES LLP	Designated Partner	06/09/2016
AAI-6003	PANTOMATH SABRIMALA INVESTMENT MANAGERS LLP	Designated Partner	17/02/2017
AAM-4423	SABRIMALA FINANCIAL ADVISORS LLP	Designated Partner	17/04/2018
L74110DL1984PLC018467	SABRIMALA INDUSTRIES INDIA LIMITED	Managing Director and Shareholder	01/02/2015
U65929DL2017PTC313170	SABRIMALA FINTECH PRIVATE LIMITED	Director and Shareholder	20/02/2017
U65999DL2018PTC334082	SABRIMALA CAPITAL ADVISORS PRIVATE LIMITED	Director and Shareholder	17/05/2018
U74140DL2008PTC177827	KRONE PORTFOLIOS PRIVATE LIMITED	Director and Shareholder	08/05/2008
AAQ-3403	OSRIK FINANCIAL ADVISORS LLP	Designated Partner	22/08/2019