

SPARKLING (INDIA) FINSHARES LIMITED

ANNUAL REPORT

2014-15

Registered Office:

714, Vishwadeep Building, Plot No. 4,
District Centre, Janakpuri, New Delhi-
110058

CIN: L74900DL1994PLC062222

Email: sparklinglimited@gmail.com

Form A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Sparkling (India) Finshares Limited
2.	Annual Financial Statements for the year ended	March 31, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	For Sparkling (India) Finshares Limited	
	Sd/- Narasingu Koteswara Rao Chief Executive Officer	
	For Sparkling (India) Finshares Limited	
	Sd/- Durgaraju Ramu Chief Financial Officer	
	For Sparkling (India) Finshares Limited	
	Sd/- Madan Gopal Sharma Chairman of the Audit Committee DIN:07004482	
	For Mittal Nirbhay & Co. Chartered Accountant (Firm Registration No. 013097C)	
	Sd/- Kamal Kumar Partner Membership No. 502549	

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONALS

Pawan Aggarwal	Non Executive Non Independent Director
Cheruku Sagarika	Independent Director
Gandikota Yadagiri	Independent Director
Madan Gopal Sharma	Independent Director
Narasingu Koteswara Rao	Chief Executive Officer
Durgaraju Ramu	Chief Financial Officer
Teena Rani	Company Secretary & Compliance Officer

AUDITORS

M/s. Mittal Nirbhay & Co.,
Chartered Accountants
36, 2nd Floor, Gola Market,
Behind Golcha Cinema, Daryaganj,
New Delhi-110002

SECRETARIAL AUDITOR

Mr. Gaurav Kapoor
Company Secretary
605, Tower 1C Golf Links,
Near Colombia Asia Hospital,
NH-24 Ghaziabad, U.P. 201002

REGISTRAR AND TRANSFER AGENT

Skyline Financial Services Private Limited
D-153, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi – 110 020
Phone Numbers: +91-11-26812681-88
Fax Number: +91-11-26812684

BANKERS

HDFC Bank Limited

REGISTERED OFFICE

714, Vishwadeep Building,
Plot No. 4, District Centre,
Janakpuri, New Delhi-110058

TABLE OF CONTENTS

S. No.	Contents	Page No.
01	Form "A"	
02	Notice of Annual General Meeting	
03	Director's Report	
04	Management Discussion and Analysis Report	
05	Corporate Governance Report	
06	Independent Auditor's Report	
07	Balance Sheet	
08	Statement of Profit & Loss	
09	Cash Flow Statement	
10	Notes forming part of the Accounts	
11	Notes on Accounts	

SPARKLING (INDIA) FINSHARES LIMITED

Off: 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi-110058
L74900DL1994PLC062222, Email:sparklinglimited@gmail.com

Notice of 22nd Annual General Meeting

Notice is hereby given that the 22nd Annual General Meeting of the members of Sparkling (India) Finshares Limited will be held on Wednesday, September 30, 2015, at 11:00 A.M. at 714, Vishwadeep Building, Plot No. 4, District Centre, JanakPuri, New Delhi-110058, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Appointment of a Director

To re-appoint, Mr. Pawan Aggarwal, Director (DIN: 02071966), who retires by rotation and being eligible, offers himself for reappointment.

Item No. 3 –Appointment of Auditors of the Company

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

“Resolved that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby appoint the M/s. Avinash Payal & Associates, Chartered Accountants (Firm’s Registration No. 327211E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in year 2016 to examine and audit the accounts of the Company for the financial year 2015-16 at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

Item No. 4 – Appointment of Mr. Madan Gopal Sharma as an Independent Director

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

“Resolved that Mr. Madan Gopal Sharma, who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 28, 2014 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member

under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

Resolved further that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Madan Gopal Sharma, (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from October 28, 2014 to October 27, 2019 be and is hereby approved.”

Item No. 5 – Appointment of Ms. Cheruku Sagarika as an Independent Director

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

“Resolved that Ms. Cheruku Sagarika, who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 30, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

Resolved further that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Ms. Cheruku Sagarika, (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from March 30, 2015 to March 29, 2020 be and is hereby approved.”

Item No. 6 – Appointment of Mr. Gandikota Yadagiri as an Independent Director

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

“Resolved that Mr. Gandikota Yadagiri, who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 30, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

Resolved further that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Mr. Gandikota Yadagiri, (who meets the criteria for independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from June 30, 2015 to June 29, 2020 be and is hereby approved.”

Item No. 7 – To Sell, Lease or otherwise dispose of or creation of charge on the properties of the Company

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

“Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the “**Act**”), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future, whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for making any investments in securities of the Company (whether listed or unlisted, private or public) and/or Body Corporate and/or Limited Liability Partnership Firm, by way of subscribing to their equity and/or investing in their debt securities (convertible or non-convertible) and/or making capital contribution, securing any loans and/or borrowings and/or advances and/or guarantees and/or for any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company, affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or nonconvertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees/lenders, up to a value of and within the overall limits of Rs. 10 Crores (Rupees Ten Crores) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, as approved under Section 180(1)(c) of the Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory and/or contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Resolved further that any Director or the Company Secretary of the Company be and is hereby severally authorized to file requisite e-forms with concerned Registrar of Companies."

Item No. 8 – To invest the funds of the company

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

"Resolved that pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the **"Act"**), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to make investment(s) in securities of the Company (whether listed or unlisted, private or public) and/or Body Corporate and/or Limited Liability Partnership Firm, by way of subscribing to their equity and/or investing in their debt securities (convertible or non-convertible) and/or making capital contribution and/or give loan(s) in the form of inter-corporate deposit(s) and/or short-term credit(s) and/or secured loan(s) to and/or give guarantee(s) and/or provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any subsidiaries, joint ventures, associate companies and/or any other body(ies) corporate as the Board may deem fit in the interest of the Company; provided however that the investment(s) made and/or loan(s) granted and/or guarantee(s) and security(ies) provided, other than the investment(s) made and/or loan(s) granted and/or guarantee(s) and security(ies) provided as are exempted in terms of Section 186 of the Companies Act, 2013 read with Rules made thereunder, shall not exceed Rs. 10 Crore (Rupees Ten Crore Only).

Resolved further that any Director or the Company Secretary of the Company or the authorised representatives of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limiting to deciding the entity(ies) in which the investment(s) is being made and/or loan(s) extended and/or guarantee(s) and security(ies) be provided; amount of investment(s) to be made and / or loan(s) to be extended and/or guarantee(s) and security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other terms for extending loan(s), as the case may be, and such other terms and conditions, and for the said purpose to sign agreements, deeds, documents, guarantees, forms, indemnities, registers, letters, declarations, confirmations, undertakings and such other papers as may be necessary, desirable and expedient.

Resolved further that all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its directors and/or officers and/or its authorized

representatives for and in the name of the Company in this regard are hereby noted, ratified and approved.

Resolved further that any Director or the Company Secretary of the Company be and is hereby severally authorized to file requisite e-forms with concerned Registrar of Companies.”

**By order of the Board of Sparkling
(India) Finshares Limited**

**Sd/-
Teena Rani
Company Secretary**

Date: September 04, 2015

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with the relevant Rules made thereunder, setting out material facts relating to special business as set out in the notice is annexed for consideration.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A BLANK FORM OF PROXY IS ENCLOSED HERewith AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
5. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

6. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 23, 2015 to Tuesday, September 29, 2015 (both days inclusive) for the purpose of Annual General Meeting.
7. Shareholders desiring any information as regards 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.
8. Brief resume of Directors including those proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the listing agreement with the stock exchanges, are annexed to this Notice.
9. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.