

SABRIMALA LEASING AND HOLDINGS LIMITED

CIN: L65910DL1984PLC018467

Regd. Off.: 1452, Aggarwal Metro Heights, Plot No: E-5, Netaji Subhash Place, Pitampura, New Delhi-110034

Website: www.sabrimala.co.in

Email: cmedia59@gmail.com

Ph: 9555309374

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders

Notice is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 that the draft resolutions set out below are proposed to be passed by Postal Ballot.

Accordingly, the draft resolutions and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot form, to all the members physically and, in addition, through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of Central Depository Services Limited ("CDSL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed Mr. Vijay Kumar Gupta (COP no.-501902) of M/s GUPTA VIJAY K & CO., having its office at 106, 1st Floor, G-83, Laxmi Nagar, Delhi-110092 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at 1452, Aggarwal Metro Heights, Plot No: E-5, Netaji Subhash Place, Pitampura, New Delhi-110034 before the closing of working hours on 6.30 p.m. of 3rd December, 2016. (Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received).

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 7th December, 2016 at the registered office of the Company at 1452, Aggarwal Metro Heights, Plot No: E-5, Netaji Subhash Place, Pitampura, New Delhi-110034. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at www.sabrimala.co.in. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 7th December, 2016.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz www.sabrimala.co.in for perusal by the Members.

SPECIAL BUSINESS

ITEM NO. 1: APPOINTMENT OF MR. SAHIL GANDHI 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 pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sahil Gandhi (DIN: 06391077), Director of the company who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an

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Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of five years.”

ITEM NO. 2: APPOINTMENT OF MR. SUMIT JINDAL 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** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sumit Jindal (DIN: 07633550), Director of the company who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of five years.”

ITEM NO. 3: APPOINTMENT OF MS. MONIKA GUPTA 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** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Monika Gupta (DIN: 07638146), Director of the company who has submitted a declaration that she meets the criteria of independence under section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of five years.”

ITEM NO. 4: APPOINTMENT OF MR. SHIV KUMAR GARG AS A NON-EXECUTIVE DIRECTOR

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 Sections 149 and 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shiv Kumar Garg (DIN: 01962720), Director of the company who is eligible for appointment in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose term shall be subject to retirement by rotation.”

ITEM NO. 5: CHANGE OF NAME OF THE COMPANY

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

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“RESOLVED THAT pursuant to the provision of section 13 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Central Government, the existing name of the Company be changed from SABRIMALA LEASING AND HOLDINGS LIMITED to **SABRIMALA INDUSTRIES INDIA LIMITED**” and the name of SABRIMALA LEASING AND HOLDINGS LIMITED, wherever it appears in the Memorandum, Articles, documents etc., is submitted by the new name **“SABRIMALA INDUSTRIES INDIA LIMITED”** in due course.

RESOLVED FURTHER THAT clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the Company is **SABRIMALA INDUSTRIES INDIA LIMITED**.

RESOLVED FURTHER THAT in clause No. I (1) of the Articles of Association of the company, the definition of the company, be substituted by the following:

The Company” or “this Company” means **SABRIMALA INDUSTRIES INDIA LIMITED**.

RESOLVED FURTHER THAT Any Director of the Company, be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary , proper or desirable and to sign and execute all necessary documents. Applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms as return of change of name with the Registrar of Companies, Delhi and Haryana.

ITEM NO. 6: CHANGE IN OBJECT CLAUSE 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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Delhi and Haryana, to change following clause III (A) of the Memorandum of Association of Company:

A. MAIN OBJECTS TO BE PERSUED BY THE COMPANY ARE:

1. To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub-contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers and/or in any other capacity in which the business may be carried on all kinds of goods on retail as well as on wholesale basis in India or elsewhere and all other related activities.
2. To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.
3. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liaisoner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
4. To carry out all activities related to initiatives taken in the area of business including advisory, marketing and distribution and promotional activities. It would include advisory and marketing of structured products.

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RESOLVED FURTHER THAT pursuant to the provisions of Section 13(1) and all other applicable provisions, if applicable, of the Companies Act, 2013 read with the rules framed in this behalf, the existing clause III(B) and III(C) of Memorandum of Association be and are hereby deleted and new clause III(B) of Memorandum of Association be and is hereby inserted as per new Companies Act, 2013 as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Delhi and Haryana."

ITEM NO. 7: TO INCREASE THE BORROWING LIMITS 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 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") to borrow any sum or sums of money, from time to time, on such terms and conditions and with or without security as the board of directors may deem fit from banks, Financial Institutions, or any other kind of lenders notwithstanding that the money or monies to be borrowed together with monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however that the total amount so borrowed and remaining outstanding a any particular time shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores).

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including rate of interest, repayment schedule(s), security or otherwise, howsoever as it may think fit and on behalf of the Board of Directors of the company to do all acts, deeds, matters and things as may be considered necessary to give effect to the above said resolution."

ITEM No. 8: GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

"**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 300 crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies

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and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Whole time Director or Director or officer of the Company or any other person.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

NOTES:

1. The Explanatory statement for the proposed resolutions under Item No.1 to 8 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.

2. The Company has appointed Mr. Vijay Kumar Gupta, Chartered Accountant in Practice (COP no.- 501902) of M/s GUPTA VIJAY K & CO, having its office at 106, 1st Floor, G-83,Laxmi Nagar, Delhi-110092 for conducting the postal ballot process, in a fair and transparent manner.

3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited(CDSL)on Dated 28th October, 2016.

4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules.2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (“CDSL”) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

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

ITEM NO.1

Appointment of Mr. Sahil Gandhi as independent director of the company.

Mr. Sahil Gandhi (DIN: 06391077) aged 30 years is B.com Graduate from esteemed Delhi University. He has a vast experience in fields of trading with renowned institutions.

Apart from being a director on the board of director of this company, he is also on the Board of the companies as detailed in annexure A. He currently holds NIL shares in the Company.

Mr. Sahil Gandhi is not disqualified from being appointed as director in terms of Section 164 of the companies Act, 2013 and has given his consent to act as director.

The company has received a notice in writing from a member of the company along with a Deposit of Rs. 1,000,00/- proposing the candidature of Mr. Sahil Gandhi under the provisions of Section 160 of the companies Act,2013 for the office of independent director of the company

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The company has also received declaration(s) from Mr. Sahil Gandhi that he meets criteria of Independence as prescribed under section 149 of the Act.

In the opinion of the board, Mr. Sahil Gandhi fulfills the conditions for appointment as Independent Director as specified in the Act. It is proposed that Mr. Sahil Gandhi should be appointed for five consecutive terms.

Copy of the draft letter for appointment of Mr. Sahil Gandhi as an independent director setting out terms and conditions would be available for inspection without any fee to the members at the registered office of the company during 11.00 A.M. To 1.00 P.M. on working day excluding Saturday.

The board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mr. Sahil Gandhi as an independent Director.

Accordingly, the board recommends the ordinary resolution in relation to appointment of Mr. Sahil Gandhi as an independent director for the approval by the shareholders of company

Except Mr. Sahil Gandhi, being an appointee, none of the Directors of and key Managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No.1

ITEM NO.2

Appointment of Mr. Sumit Jindal as independent director of the company.

Mr. Sumit Jindal (DIN: 07633550) aged 38 years is a B.com graduate from esteemed university. He currently holds NIL shares in the Company

Mr. Sumit Jindal is not disqualified from being appointed as director in terms of Section 164 of the companies Act, 2013 and has given his consent to act as director.

The company has received a notice in writing from a member of the company along with a Deposit of Rs. 1,000,00/- proposing the candidature of Mr. Sumit Jindal under the provisions of Section 160 of the companies Act,2013 for the office of independent director of the company.

The company has also received declaration(s) from Mr. Sumit Jindal that he meets criteria of Independence as prescribed under section 149 of the Act.

In the opinion of the board, Mr. Sumit Jindal fulfills the conditions for appointment as Independent Director as specified in the Act. It is proposed that Mr. Sumit Jindal should be appointed for five consecutive terms.

Copy of the draft letter for appointment of Mr. Sumit Jindal as an independent director setting out terms and conditions would be available for inspection without any fee to the members at the registered office of the company during 11.00 A.M. To 1.00 P.M. on working day excluding Saturday.

The board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mr. Sumit Jindal as an independent Director.

Accordingly, the board recommends the ordinary resolution in relation to appointment of Mr. Sumit Jindal as an independent director for the approval by the shareholders of company

Except Mr. Sumit Jindal, being an appointee, none of the Directors of and key Managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No.2

ITEM NO.3

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Appointment of Ms. Monika Gupta as an independent director of the company.

Ms. Monika Gupta (DIN: 07638146) aged 40 years is a B.Ed graduate from esteemed university.

She currently holds NIL shares in the Company.

Ms. Monika Gupta is not disqualified from being appointed as director in terms of Section 164 of the companies Act, 2013 and has given his consent to act as director.

The company has received a notice in writing from a member of the company along with a Deposit of Rs. 1,000,00/- proposing the candidature of Ms. Monika Gupta under the provisions of Section 160 of the companies Act,2013 for the office of independent director of the company.

The company has also received declaration(s) from Ms. Monika Gupta that she meets criteria of Independence as prescribed under section 149 of the Act.

In the opinion of the board, Ms. Monika Gupta fulfills the conditions for appointment as Independent Director as specified in the Act. It is proposed that Ms. Monika Gupta should be appointed for five consecutive terms.

Copy of the draft letter for appointment of Ms. Monika Gupta as an independent director setting out terms and conditions would be available for inspection without any fee to the members at the registered office of the company during 11.00 A.M. To 1.00 P.M. on working day excluding Saturday.

The board considers that her continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Ms. Monika Gupta as an independent Director.

Accordingly, the board recommends the ordinary resolution in relation to appointment of Ms. Monika Gupta as an independent director for the approval by the shareholders of company

Except Ms. Monika Gupta, being an appointee, none of the Directors of and key Managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No.3

ITEM NO.4

Appointment of Mr. Shiv Kumar Garg as a Non-Executive Director of the company.

Mr. Shiv Kumar Garg (DIN: 01962720) aged 48 years possess master's degree from Maharshi Dayanand University, Rohtak.

Apart from being a director on the board of director of this company, he is also on the Board of the companies as detailed in annexure A. He currently holds NIL shares in the Company.

Mr. Shiv Kumar Garg is not disqualified from being appointed as director in terms of Section 164 of the companies Act, 2013 and has given his consent to act as director.

The company has received a notice in writing from a member of the company along with a Deposit of Rs. 1,000,00/- proposing the candidature of Mr. Shiv Kumar Garg under the provisions of Section 160 of the companies Act,2013 for the office of independent director of the company.

Copy of the draft letter for appointment of Mr. Shiv Kumar Garg as a director setting out terms and conditions would be available for inspection without any fee to the members at the registered office of the company during 11.00 A.M. To 1.00 P.M. on working day excluding Saturday.

The board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail the services of Mr. Shiv Kumar Garg as an independent Director.

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Accordingly, the board recommends the ordinary resolution in relation to appointment of Mr. Shiv Kumar Garg as an independent director for the approval by the shareholders of company

Except Mr. Shiv Kumar Garg, being an appointee, none of the Directors of and key Managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No.4.

ITEM NO. 5

Change of Name of Company

The Members are hereby informed that company has to suitably change existing main object of memorandum of association in order to incorporate new activity of the company and has to adopt the suitable name to reflect the main activity of the company more dominantly.

Accordingly the Name of the Company is hereby Changed from SABRIMALA LEASING AND HOLDINGS LIMITED to **SABRIMALA INDUSTRIES INDIA LIMITED**, and the name of SABRIMALA LEASING AND HOLDINGS LIMITED, wherever it appears in the Memorandum, Articles, documents etc, is substituted by the new name **SABRIMALA INDUSTRIES INDIA LIMITED** in due course,"

Amendment in clause No. 1 of Memorandum of Association regarding change in name of Company be substituted by **SABRIMALA INDUSTRIES INDIA LIMITED**.

Amendment in clause No. I (1) of Articles of Association regarding Change in name of Company be substituted by **SABRIMALA INDUSTRIES INDIA LIMITED**.

None of the Directors of and key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special resolution set out at Item No. 5.

ITME NO. 6

Change of Objects of the Company

The Members are hereby informed that Company has to suitably modify/alter existing main object of memorandum of association in order to incorporate new activity of the company by substituting the existing clause III (A) of the Memorandum of Association of Company with the following main objects:

A. MAIN OBJECTS TO BE PERSUED BY THE COMPANY ARE:

1. To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub-contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers and/or in any other capacity in which the business may be carried on all kinds of goods on retail as well as on wholesale basis in India or elsewhere and all other related activities.
2. To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.
3. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

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4. To carry out all activities related to initiatives taken in the area of business including advisory, marketing and distribution and promotional activities. It would include advisory and marketing of structured products.

As per the provisions of the sec 13 of the Companies Act, 2013 the Memorandum of Association of the company has been altered by deleting the existing clause III(B) and III(C) of Memorandum of Association and new clause III(B) of Memorandum of Association is hereby inserted as per the Companies Act, 2013

None of the Directors of and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special resolution set out at Item No. 6.

ITEM NO.7

To increase the borrowing limits of the Company

Section 180(1) (c) of the companies Act, 2013 which has replaced Section 293 (1) (d) of the Companies Act, 1956 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. Further. As per a clarification issued by the Ministry of Corporate Affairs. The Companies are required to pass the above resolutions under the new Act.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013 to enable to the Board of Directors to borrow money, the outstanding amount of which at any time shall not exceed in the aggregate a revised limit of Rs. 300 crores (Rupees Three Hundred Crores Only)

None of the Directors of and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special resolution set out at Item No. 7.

ITEM NO.8

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred percent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers of the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 300 Crores.

The Investment(s), loan(s), guarantee(s), and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 01.11.2016 of the Company.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company, if any.

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ANNEXURE-A TO NOTICE

Details of directors seeking appointment / re-appointment

Particulars	SAHIL GANDHI	Sumit Jindal
Date of Birth	30/04/1986	07/04/1978
Designation	Non-Executive Independent Director	Non-Executive Independent Director
Qualifications	B.com Graduate	B.com Graduate
Expertise in specific functional areas	Accounts and Taxation	Accounts and Taxation
Directorship held in other companies(excluding Sabrimala Leasing and Holdings Limited, Foreign Companies, Section 25 Companies, private limited in which he/she is an alternate director)	1. FLAURA TEK PRIVATE LIMITED 2. APG RETAIL PRIVATE LIMITED	NIL
Membership/Chairman of Committees of all public companies (includes only audit committee and stakeholders relationship committee)	NIL	NIL
Number of shares held in the company	NIL	NIL
Relationship with any directors of the Company	NO	NO

Particulars	Monika Gupta	Shiv Kumar Garg
Date of Birth	30/04/1986	04/06/1968
Designation	Non-Executive Independent Director	Non-Executive Director
Qualifications	B.Ed graduate	master's degree
Expertise in specific functional areas	Business Industry	Marketing
Directorship held in other companies(excluding Sabrimala Leasing and Holdings Limited, Foreign Companies, Section 25 Companies, private limited in which he/she is an alternate director)	NIL	KRONE PORTFOLIOS PRIVATE LIMITED
Membership/Chairman of Committees of all public companies (includes only audit	NIL	NIL

SABRIMALA LEASING AND HOLDINGS LIMITED

CIN: L65910DL1984PLC018467

Regd. Off.: 1452, Aggarwal Metro Heights, Plot No: E-5, Netaji Subhash Place, Pitampura, New Delhi-110034

Website: www.sabrimala.co.in

Email: cmedia59@gmail.com

Ph: 9555309374

committee and stakeholders relationship committee)		
Number of shares held in the company	NIL	NIL
Relationship with any directors of the Company	NO	He is the elder brother of Mr. Sanjay Garg, existing director of the company

By Order of the Board
For SABRIMALA LEASING AND HOLDINGS LIMITED

Sd/-
(SONAM GARG)
COMPANY SECRETARY

Regd office:
1452, Aggarwal Metro Heights, Plot No: E-5,
Netaji Subhash Place, Pitampura
New Delhi-110034

Place: New Delhi
Date: 01.11.2016

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INSTRUCTIONS FOR VOTING

Kindly note that each member can opt for only one mode for voting i.e. either by Physical Postal Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Postal Ballot and vice versa.

E-Voting

In compliance with provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, and Clause 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, entered into by the Company with BSE Limited, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The procedure and instructions for E Voting are as follows:

1. The voting period begins on 4th November, 2016 at 9:30 A.M. and ends on 3rd December, 2016 at 6:30 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 which is 28/10/2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on 28/10/2016 have been considered. Members who have acquired shares after the dispatch of this Notice and before the cut-off date (i.e. 28th October, 2016) may approach the Company for issuance of the User ID and Password exercising their right to vote by electronic means.
3. Voting rights of each member shall be reckoned as on the cut-off date which is 28/10/2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders tab.
- (iii) Now, select the "SABRIMALA LEASING AND HOLDINGS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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)

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	<ul style="list-style-type: none">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.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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SABRIMALA LEASING AND HOLDINGS LIMITED> on which you choose to vote.
- (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 Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxiii) Mr. Vijay Kumar Gupta, Chartered Accountant in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Friday, 4th November, 2016 at 9:30 a.m. and ends on Saturday, 3rd December, 2016 at 6.30 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 Friday, 28th October, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.