

EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that 1st Extra Ordinary General Meeting of the Members of **SABRIMALA LEASING AND HOLDINGS LIMITED** will be held on Wednesday **10th February, 2016 at 10.00 A.M.** at 503, KLJ Tower, Netaji Subhash Place, Pitampura, New Delhi-110034 to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Appointment of Ms. Neha Jindal as the Director of the Company

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

RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Neha Jindal, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the company be and are hereby authorized to sign and file the requisite forms and other related documents and to do all such acts, deeds and things as may be required or considered necessary for this purpose."

Item No. 2: Appointment of Mr. Shyam Sunder Saraogi as the Director of the Company

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

RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shaym Sunder Saraogi, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the company be and are hereby authorized to sign and file the requisite forms and other related documents and to do all such acts, deeds and things as may be required or considered necessary for this purpose."



SPECIAL BUSINESS

Item No. 3: Re-appointment of Mr. Sanjay Garg as the Managing Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Garg (DIN : 01962743) as Managing Director of the Company, on the terms and conditions of appointment as contained in the agreement entered into with him, for a period of 5 (Five) years with effect from 1st February, 2016 upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the draft Agreement placed before the Meeting, duly initialed by the Company Secretary for the purpose of identification, which Agreement is hereby specifically sanctioned with authority to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said Appointment and/ or Agreement in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Garg and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary."

Item No. 4: Appointment of Mr. Rahul Singhal as an Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions 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 Clause 49 of the Listing Agreement, Mr. Rahul Singhal (DIN : 00157103), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 proposing his candidature for the office of Director, 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. 5: Appointment of Mr. Vivek Raheja as an Independent Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions 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 Clause 49 of the Listing Agreement, Mr. Vivek Raheja (DIN : 01043147),

Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 proposing his candidature for the office of Director, 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.

Place: New Delhi
Date : 18.01.2016

By Order of the Board of Directors
For **SABRIMALA LEASING AND HOLDINGS LIMITED**



Isha Jain
Auth. Signatory
Company Secretary
M.No-A36458

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforementioned business is attached.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to the notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.

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

Item no.1, 2, 4 & 5

The Board of Directors at its Meeting held on 18th January, 2016, have received the Candidatures of Ms. Neha Jindal, Mr. Shyam Sunder Saraogi, Mr. Rahul Singhal and Mr. Vivek Raheja as per section 160 of the Companies Act, 2013.

The Board further informed that all the above have given their consent to act as a Director of the Company and have not been disqualified to become a Director under Companies Act, 2013. The Board considered that the aforesaid appointments would be beneficial for the company and would lead the company in new heights of Success.

The Company has received declaration from Mr. Rahul singhal and Mr. Vivek Raheja 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 these resolution except Mr. Amit Kumar Saraogi, the Chief Financial Officer, relative of Ms. Neha Jindal and Mr. Shyam Sundar Saraogi.

The Board recommends this resolution to the shareholders for their approval

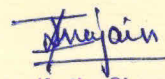
Item no.3

Mr. Sanjay Garg was appointed as the Managing Director of the Company for a period of One (1) years with effect from 1st February, 2015 on the terms and conditions and remuneration as approved by the Members at the Extra-Ordinary General Meeting held on 12th February, 2015. As such, the present term of office of Mr. Sanjay Garg shall expire on 31st January 2016. Mr. Sanjay Garg has been associated with the Company and currently holds overall responsibility for the working of the Company. Keeping in view the contribution made by Mr. Sanjay Garg for the growth of the Company, the Board of Directors of the Company and the Remuneration Committee have recommended the reappointment of Mr. Sanjay Garg for a period of Five (5) years effective from 1st February, 2016 with the same as approved by the Members at the Extra-Ordinary General Meeting held on 12th February, 2015.

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

Place: New Delhi
Date : 18.01.2016

By Order of the Board of Directors
For SABRIMALA LEASING AND HOLDINGS LIMITED


Isha Jain
Company Secretary
M.No-A36458