

18TH

**Annual Report
2010-2011**



SABOO SODIUM CHLORO LIMITED

L-5, B - II, Krishna Marg, C-Scheme, JAIPUR - 302001

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BOARD OF DIRECTORS

Shri Girdhar Saboo
Shri Mahendra Kumar
Shri Pradeep Saxena
Shri Bikash Kumar Lakhotia

Managing Director (Executive)
Director (Non-Executive)
Director (Non-Executive)
Director (Non-Executive)

Shri V.P. Gagrani

Compliance Officer

Statutory Auditors

N.Kataria & Associates
Chartered Accountants
109-110, Pinkcity Towers, Nr Petal
Factory, Jhotwara Road, Jaipur

Corporate Advisors

Naredi Vinod & Associates
Jaipur Tower, M.I.Road
Company Secretaries
Jaipur-302 001

Registered Office

'Surya House', L--5, B – II,
Krishna Marg,
C-Scheme, Jaipur 302001
RAJASTHAN

Bankers

State Bank of India
State Bank of Bikaner & Jaipur
HDFC Bank Ltd
INDUSIND Bank

Registrar & Share Transfer Agent

Beetai Financial & Computer Services (P) Ltd
Beetal House, 3rd floor, 99, Madangir,
Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, New Delhi-62
Tel: 011 2996 1281/82 Fax: 011 2996 1284

Notice of Annual General Meeting

NOTICE is hereby given that 18th Annual General Meeting of the members of **Saboo Sodium Chloro Limited** will be held on 17th day of September, 2011 at 11:00 A.M. at Surya House, L-5, B - II, Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2011, Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Bikash Kumar Lakhotia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. N. Kataria & Associates, Chartered Accountants, the retiring Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next annual general Meeting and to fix their remuneration.

SPECIAL BUSINESS

To Consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:-

4. **“RESOLVED THAT** Shri Vinod Naredi, who was appointed as a Company Secretary of the Company w.e.f 1/04/2011 and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Date : 17/08/2011
Place : JAIPUR

By Order of the Board
Sd/-
Girdhar Saboo
(Managing Director)

NOTES:

1. **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 OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, FILLED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

The Explanatory statement pursuant to Section 173 of the Companies Act, 1956 is given below and forms part of the Notice.

2. Members and Proxies are requested to bring their admission slips duly filled in for attending the meeting.
3. Beetal Financial & Computer Services (P) Ltd is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
4. Shareholders holding shares in the certificate form are requested to notify/send to facilitate better servicing the followings to Beetal Financial & Computer Services (P) Ltd:
 - Any change in their address/ mandate/ bank details,
 - Particulars of their bank account, in case the same have not been furnished earlier, and
 - Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.
5. The shareholders, who have not converted their shares in demat form, are requested to do so.
6. The documents referred to in the proposed resolutions are available for inspection at the registered office of the Company during working hours between 10.00 a.m. to 1.00 p.m. except on holidays.
7. Queries on accounts and operations may please be sent to the Company 7 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
8. The register of Members and Share Transfer Books of the Company will remain closed from ----- the 8th day of September, 2011 to, the 17th day of September, 2011 (Both days inclusive).
9. Members are requested to bring their personal copy of Annual Report to the Meeting. The Board recommends passing of the Resolution. None of the Directors of the Company other than Shri Mahendra Kumar is concerned or interested in the above Resolution.

ANNEXURE TO THE NOTICE OF 18TH AGM

Details of Directors seeking appointment/re-appointment in the Annual General Meeting to be held on 30, september, 2011, pursuant to Clause 49 of Listing Agreement:

Name of Directors	Mahendra Kumar	Mr. Bikash Kumar Lakhotia
Date of Birth	14.07.1963	07.08.1975
Date of Appointment	31.10.2009	30.01.2009
Designation	Additional Director	Director
Qualifications	Engineer	Graduate
Directorship held in other Public Limited companies	Nil	Nil
Membership/Chairmanship of Committees of other public companies	Nil	Nil

Place: Jaipur
Date: 17.08.2011

BY ORDER OF THE BOARD
Sd/
GIRDHAR SABOO
(MANAGING DIRECTOR)

DIRECTORS' REPORT

To,
The Members,
Saboo Sodium Chloro Ltd.,

Your Directors are pleased to present the 18th Annual Report and the Audited Accounts of the Company for the year ended March 31, 2011.

1. FINANCIAL RESULTS

The financial results of the Company for the period under review as compared to the previous year are summarized below:

Particulars	Financial year ended 31 st March, 2011	Financial year ended 31 st March, 2010
Total Income	84506022	99834782
Profit before depreciation and taxation	12289060.06	6870074
Depreciation	6590144	5359623
Profit before tax	5698916	1510451
Taxation(including FBT & Deferred Taxation)	(3055399)	(7921694)
Profit after Tax	2643517	(6411243)

2. TURNOVER, PROFITS & FUTURE PROSPECTS

The total income during the year under review was Rs. 84506022 as against Rs. 99834782 in the previous year. The profit after tax is Rs. 2643517 as against Rs. (6411243) in the previous year.

3. DIVIDEND

In view of the financial position of the Company and to conserve the profits for future expansion, your Directors do not recommend payment of any dividend for the year ended on 31st March, 2011.

4. BOARD OF DIRECTORS

Change in Designation

In accordance with the provisions of the Companies Act, 1956, and Article No. 78 of Articles of Association of the Company, Mr. Bikash Kumar Lakhotia, being eligible offers himself for re-appointment. The Company has received necessary notice under Section 257 of the Act. Your Board of Directors recommends his re-appointment.

Retire By Rotation

In accordance with the provisions of the Companies Act, 1956 and Article No. 89 of Articles of Association of the Company, Mr. Bikash Kumar Lakhota retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Resignation by Director

Shri Raghuvir Singh Rathore, Director of the Company resigned from the office of directorship w.e.f 31.10.2010.

5. AUDITORS

M/s N. Kataria & Associates, Chartered Accountants, Jaipur, Auditors of the Company retire at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

The Company has received the necessary certificate from them pursuant to section 224 (1B) of the Companies Act 1956, regarding their eligibility for re-appointment. Accordingly, approval of members is being sought at the forthcoming Annual General Meeting.

The qualifications / observations of the Auditors are explained wherever necessary in appropriate notes to Accounts.

6. LISTING AT STOCK EXCHANGE

The Equity Shares of the Company are listed at Jaipur, Ahmedabad, Delhi, Calcutta and Mumbai Stock Exchange.

7. PARTICULARS OF EMPLOYEES

There are no Employees in the Company whose particulars are required to be disclosed under Section 217(2A) of the Companies Act, 1956 read with rules there under.

8. FIXED DEPOSITS

During the year under review, your Company has not invited any fixed deposit from the public in the terms of the provision of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The particulars regarding foreign exchange earning and expenditure, conservation of energy, research and development and technological absorption are set out in the 'Annexure A' to this report.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The report on Management Discussion and Analysis as required under the Listing Agreements with the Stock exchange is set out as Annexure B to the Director's Report.

11. CORPORATE GOVERNANCE REPORT

The Company has complied with all the mandatory requirements of Corporate Governance specified by Securities & Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement. As required by the said clause, a separate Report on Corporate Governance forms part of the Annual Report of the Company.

12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of the Section 217(2AA) of the Companies Act, 1956, Directors confirm that:

- I. In the preparation of the annual accounts for the year 2010-11, the applicable Accounting Standards have been followed and along with proper explanation relating to material departure;
- II. They have selected such accounting policies & applied them consistently & made judgments & estimates that are reasonable & prudent, so as to give a true & fair view of the state of affairs of the Company at the end of the financial year & of the Profits of the Company for the year;
- III. They have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company & for preventing & detecting fraud & other irregularities; and
- IV. They have prepared the annual accounts on a going concern basis.

13. ACKNOWLEDGMENT

Your Directors would like to express their grateful appreciation for the co-operations received from its Bankers, Government Authorities, Customers, Vendors, Business Associates and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of the executive, staff and workers of the Company.

CONCLUSION

Your Company's Board and employees are inspired by their vision of sustaining the position of the Company as a dynamic and valuable Company through world class performance, creating enduring value for all stakeholders, including the shareholders and the Indian Society. The Company is continuously engaged in upgrading strategic capability to effectively address the challenge of growth in an increasingly competitive market. The vision of enlarging your Company's contribution to the Indian economy is manifest in the creation of unique business models that foster international competitiveness. Propelled by this vision and powered by the internal vitality, your Directors look forward to the future with confidence.

For and on behalf of the Board of Directors

Date: 26.08.2011

Place: JAIPUR

Sd/-

PRADEEP SAXENA

(Director)

Sd/-

GIRDHAR SABOO

(Managing Director)