

19TH

**Annual Report
2011-2012**



SABOO SODIUM CHLORO LIMITED

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

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BOARD OF DIRECTORS

Shri Girdhar Saboo
Managing Director (Executive)

Shri Mahendra Kumar
Director (Non-Executive)

Shri Pradeep Saxena
Director (Non-Executive)

Shri Bikash Kumar Lakhotia
Director (Executive)

COMPLIANCE OFFICER

Shri V.P. Gagrani

Statutory Auditors

N.Kataria & Associates

Chartered Accountants

109-110, Pinkcity Towers, Nr Peetal 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

Beetal 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

Works

1. Village Govind, Nawa City,
Nagour (Raj.)

2. Survey No. 416, Village Moti Chirai,
Taluka Bachau, Gandhidham (Gujrat)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 19th Annual General Meeting of the members of **Saboo Sodium Chloro Limited** will be held on Friday, 14th day of September, 2012 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, 2012, 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 Lakhota and Mahendra Kumar 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

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

“RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 and Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and/or any statutory modification or re-enactments thereof from time to time and in force and subject to such other approvals as may be necessary, if any, consent of the Company be and is hereby accorded for increase of Remuneration of Mr. Girdhar Saboo, Managing Director of the Company.”

”RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to amend/alter the terms and conditions relating to remuneration subject to the provisions of section I of Part II of Schedule XIII and other applicable provisions of the Companies Act, 1956.”

“RESOLVED FURTHER THAT in absence of or inadequacy of profits in any financial year during the aforesaid period, the remuneration will be paid as minimum remuneration subject to the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956 or such other amount as may be provided in Schedule XIII as may be amended from time to time or any equivalent statutory re-enactments thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to appoint such person amongst themselves to file all documents with the Registrar of Companies, Rajasthan and to do all such acts, deeds and things as may be required and to complete all formalities that may be necessary to give effect to this resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO**

APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THEN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The register of Members and Share Transfer Books of the Company will remain closed from 8th Day of September, 2012 to, the 14th day of September, 2012 (Both days inclusive).
3. Non-Resident Indian Shareholders are requested to inform M/s Beetal Financial & Computer Services (P) Ltd, the Registrar and Share Transfer Agent of the Company immediately about:
 - a) the change in the Residential status on return to India for permanent settlement.
 - b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
4. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
5. Members are requested to:
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - iv) To address their grievances to the Company Secretary, if they require at the Registered Office of the Company.
6. Members are requested to please bring their copies of Annual Report at the meeting.
7. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special business mentioned under item No. 4 of the Notice is annexed hereto.
9. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
10. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

11. As required under Clause 49 of the Listing Agreement, the Particulars of Director proposed to be appointed / re appointed are being published in this Annual Report as Annexure “A”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF COMPANIES ACT, 1956.

Item No. 4

The Remuneration Committee of the Company in their meeting held on 01st April, 2012, subject to the approval of the shareholders in the Annual General Meeting under the applicable provisions of the Companies Act, 1956, have sought to increase of Remuneration of Mr. Girdhar Saboo (Managing Director) of the Company w.e.f. 01.04.2012.

Remuneration:

(I) Basic Salary: Rs. 250000/- per month.

(II) Perquisites:

In addition to Basic Salary, the following Perquisites not exceeding the overall ceiling prescribed under Schedule XIII, annexed to the Companies Act, 1956 will be provided to the Managing Director:

- (I) Provision of Company's car with driver for use on Company's business, Mobile Phone and Telephone at residence will not be considered as perquisites.
- (ii) Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company to the Managing Director.
- (iii) Reimbursement of entertainment, traveling and all other expenses, actually and properly incurred for the business of the Company.
- (iv) No sitting fees shall be payable to the Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

The terms and conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule XIII annexed to the Companies Act, 1956 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the Company has no profits or its profits are inadequate, the total remuneration payable to Shri Raj Girdhar Saboo, Managing Director, by way of salary/ perquisites, as specified above, shall be limited to the amount laid down under Schedule XIII annexed to the Companies Act, 1956.

Your Directors recommend the proposed Special resolution for your approval.

None of the Directors except Mr. Girdhar Saboo is interested in the resolution.

GENERAL INFORMATION :

Nature of Industry	Salt Manufacturing Industry FMCG
Year of Commencement of Commercial Production	1993
Financial Performance	1369 Lacs
Export Performance	1,32,885 US \$
Foreign Investment	Nil

INFORMATION ABOUT THE APPOINTEE :

Background Details	Mr. Girdhar Saboo, a chemical engineer, who is a dynamic, ambitious and very aggressive young entrepreneur is at the helm of affairs of SSCL as its Managing Director, In fact, the company is his own brain wave.
Past Remuneration	Rs. 1,50,000/- Per Month
Recognition of Awards	N.A.
Job Profile and his suitability	Mr. Girdhar Saboo ex-alumni of Mayo College Ajmer and Chemical Engineering Graduate is a dynamic, ambitious and very aggressive young entrepreneur is at the helm of affairs SSCL as its CMD
Pecuniary Relationship Directly / Indirectly with the Company	N.A.

ANNEXURE TO THE NOTICE OF 19TH AGM

Details of Directors seeking appointment/re-appointment in the Annual General Meeting to be held on 14th, September, 2012, pursuant to Clause 49 of Listing Agreement:

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

BY ORDER OF THE BOARD

Place: Jaipur
Date: 16.08.2012

Sd/
GIRDHAR SABOO
(MANAGING DIRECTOR)

DIRECTORS' REPORT

**To,
The Members,
Saboo Sodium Chloro Ltd.,**

Your Directors are pleased to present the 19th Annual Report and the Audited Accounts of the Company for the year ended March 31, 2012.

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 31st March, 2012	Financial year ended 31st March, 2011
Total Income	136,913,138	92,504,666
Profit before depreciation and taxation	22,234,939	12,289,060
Depreciation	18,375,751	6,590,144
Profit before tax	3,859,188	5,698,916
Taxation(including Deferred Taxation and Short/Excess Provision for Earlier year)	565,513	3,055,399
Profit after Tax	3,293,675	2643517

TURNOVER, PROFITS & FUTURE PROSPECTS

The total income during the year under review is Rs 136,913,138/- as against Rs. 92,504,666/- in the previous year. The profit after tax is Rs. 3,293,675/- as against Rs. 2643517/- in the previous year.



