

# 21ST

Annual Report  
2013-2014

**SABOO SODIUM CHLORO LIMITED**  
'SURYA HOUSE' L-5, B - II, KRISHNA MARG, C-SCHEME, JAIPUR - 302001

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**SABOO SODIUM CHLORO LIMITED**  
**ANNUAL REPORT (2013-14)**

**BOARD OF DIRECTORS**

Shri Girdhar Gopal Saboo  
Managing Director (Executive)

Shri Bikash Kumar Lakhota  
Director(Non-Executive)

Shri Pradeep Saxena  
Director (Non-Executive)

Shri Neeraj Kumar Agarwal  
Director (Non-Executive)

Compliance Officer  
Mr. Kapil kumar Kumawat (w.e.f.04.02.2014)

Statutory Auditor  
N.Kataria & Associates  
Chartered Accountants  
710, Paris Point, Collectrot Circle,  
Banipark Jaipur

Corporate Advisors  
Naredi Vinod & Associates  
Company Secretary  
56, Rameshwar Dham,  
Murlipura jaipur-302013

Registered Office  
L-5,B-II,Krishna Marg,  
C-Scheme,Jaipur-302001  
(Rajasthan)

Bankers  
State Bank of India  
State Bank of Bikaner & Jaipur  
HDFC Bank Limited  
INDUSIND Bank

Registrar & Share Transfer Agent  
Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup> 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 Govindi, Nawa City,  
Nagour (Rajasthan)  
2. Survey No. 416, Village  
Moti Chirai, Taluka Bachau,  
Ghandhidham (Gujarat)  
3. Rajgarh,M.P

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 21<sup>st</sup> Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Tuesday, 30<sup>th</sup> September, 2014 at 1:00 PM at the registered office of the Company at 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 on 31<sup>st</sup> March, 2014, Profit and Loss Account for the year ended on that date and reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Pradeep Saxena (DIN 00367037) as director of the company 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 to meeting to 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 a **Special Resolution**:

*“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Girdhar Gopal Saboo (DIN 00364750) as Managing Director of the Company for a period of five years with effect from September 30, 2014.*

*FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of 30,00,000/- (Rupees thirty lakhs per annum to Mr. Girdhar Gopal saboo , Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.*

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment

of Mr. Girdhar Gopal saboo, Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 30,00,000/- (Rupees Thirty lakhs only) per annum.”

5. 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mrs. Archana Saboo ( DIN 02836258) as Whole Time Director of the Company for a period of five years with effect from 30 September 2014.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of 30,00,00/- (Rupees Three Lakhs per annum) to Mrs. Archana Saboo, Whole Time Director of the Company, the details of which are given in the Explanatory Statement annexed hereto

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mrs. Archana Saboo (DIN 02836258), Whole Time Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 3,00,000/- (Rupees Three lakhs only) per annum.”

**By Order of the Board of Directors**

Sd/-  
Girdhar Gopal Saboo

Date : 18/08/2014  
Place: Jaipur

(Managing Director )

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**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY 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 THAN 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 20<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (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 any, 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 102(1) of the Companies Act, 2013, in respect of the Special Business mentioned under item no. 4 & 5 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. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**12. The instructions for members for voting electronically are as under:-**

(i) The voting period begins on 24/Sep/2014 at 10:00 A.M and ends on 26/Sep/2014 at 6:00 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 of 15/Aug/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

(ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(iii) Click on "Shareholders" tab.

(iv) Now, select the "Saboo Sodium Chloro Limited" from the drop down menu and click on "SUBMIT"

(v) 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.

(vi) Next enter the Image Verification as displayed and click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below::

<b>PAN*</b>	<b>For Members holding shares in Demat Form and Physical Form</b> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details#</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on Aug 15, 2014 in the Dividend Bank details field

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
  - (x) Members holding shares in physical form will then reach directly the Company selection screen.
  - (xi) 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.
  - (Xii) You can also update your mobile number and E-mail ID in the user profile details of the folio, which may be used for future Communication(s).
  - (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this AGM Notice.
  - (xiv) Click on the EVSN (Electronic Voting Sequence Number) of “Saboo Sodium Chloro Limited” to vote.
  - (xv) 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.
  - (xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
  - (xvi) 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.
  - (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (Xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - (Xix) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.
  - (xx) Note for Non-Individual Shareholders & Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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- After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same
- (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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (d) **The voting period begins on September 24, 2014 at 10.00 A: M. and ends on September 26, 2014 at 6:00 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 of August 15, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
13. **The e-voting period ends on September 26, 2014 at 6:00 P.M. In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).**
14. **The Company has appointed Mr. Vinod Naredi , Company Secretary in whole time practice as Scrutinizer, for conducting the process in a fair and transparent manner.**
15. **Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. August 15,2014.**
16. **The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.**
17. **The Scrutiniser will submit his report addressed to the Board of Directors of the Company, Mr. Pradeep Saxena, the Chairman appointed by the Company in this regard or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of including e-voting in a fair and transparent manner. The results of the will be announced by the Chairman appointed by the Company in this regard or by the Person authorized in this behalf by the Chairman on the date of AGM September 30, 2014 at 1:00 P.M. at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company's shares are listed.**
18. **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 (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.**
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19. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 21<sup>st</sup> Annual General Meeting are given separately in the notice.
20. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on 15<sup>th</sup> day of August, 2014.
21. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: account@suryasalt.com
22. 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".
23. Queries on account 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013**

**Item No. 4**

Mr. Girdhar Gopal Saboo is a promoter and Managing Director of the Company and experienced in the field of manufacturing products. He has a degree in Chemical Engineering from Mayo College, Ajmer Rajasthan. His current term of appointment as a Managing Director of the Company will expire on 01 October, 2014. He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Girdhar Gopal Saboo should be available to the Company for a further period of five years with effect from September 30, 2014.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Remuneration Committee of the Board and the Board of Directors have, at their meeting held on August 18, 2014, re-appointed him as Managing Director of the Company for a further period of five years with effect from September 30, 2014 on the remuneration of 3000000/- (Rupees Thirty Lakhs only) per annum in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Girdhar Gopal Saboo Managing Director: - Consolidated Salary including Perquisites and allowances, etc- 3000000/- (Rupees Thirty Lakhs only).

Basic Salary : 1,60,000(Monthly)

Allowance : 90,000( Monthly)

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