22ND

Annual Report

2014-2015

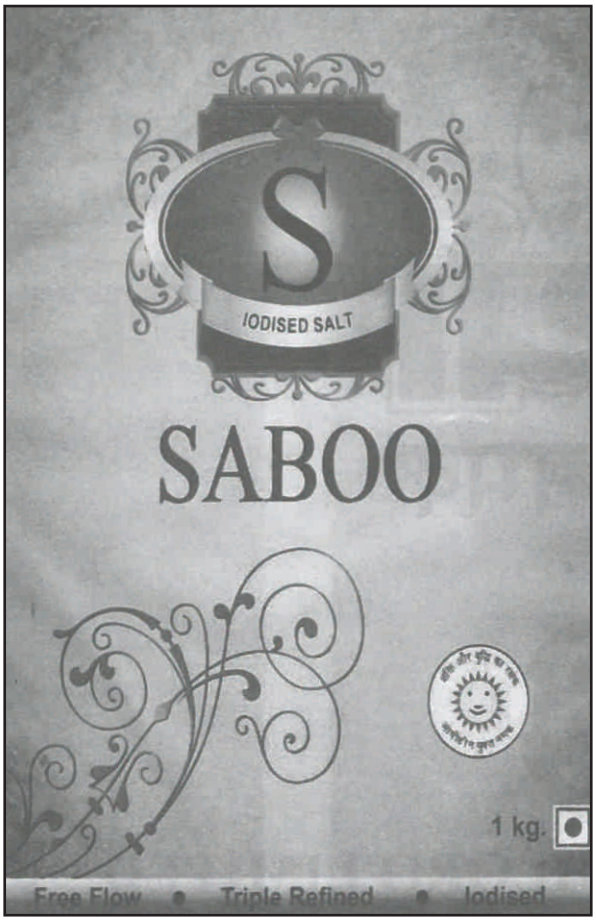
सूर्या
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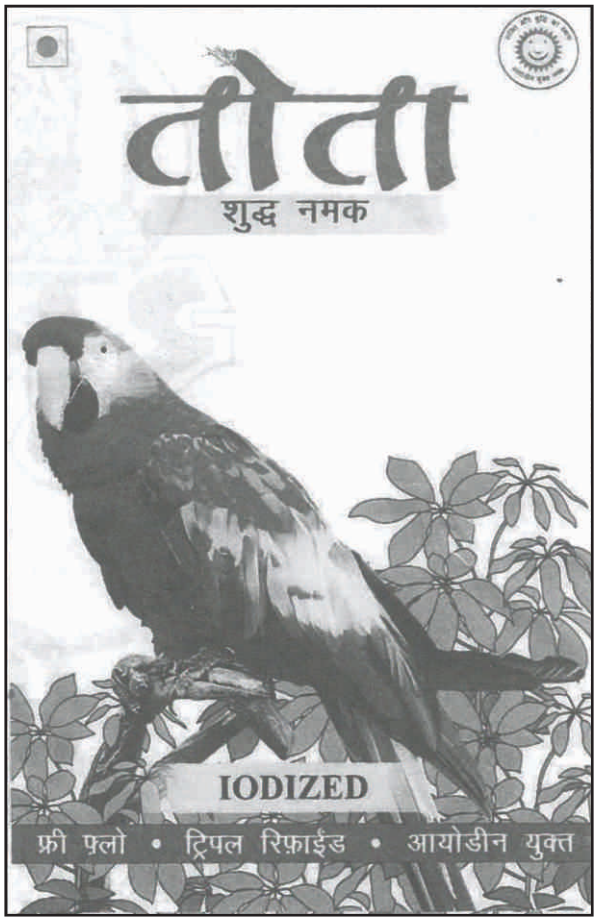
SABOO SODIUM CHLORO LIMITED

'SURYA HOUSE' L-5, B - II, KRISHNA MARG, C-SCHEME, JAIPUR - 302001

OUR BRANDS


सूर्या
IODIZED
नमक


S
IODISED SALT
SABOO
1 kg.
Free Flow • Triple Refined • Iodised


तोता
शुद्ध नमक
IODIZED
फ्री फ्लो • ट्रिपल रिफ़ाईड • आयोडीन युक्त

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SABOO SODIUM CHLORO LIMITED
ANNUAL REPORT (2014-15)

BOARD OF DIRECTORS

Shri Girdhar Gopal Saboo
Managing Director (Executive)

Shri Neeraj Kumar Agarwal
Director (Non-Executive)

Shri Sanjay Sarna (w.e.f. 23.12.2014)
Director (Non-Executive)

Shri Pradeep Saxena
Director (Non-Executive)

Shri Bikash Kumar Lakhotia
Director (Non-Executive)

Mrs. Archana Saboo (w.e.f.30.09.2014)
Whole Time Director (Executive)

Mr. Vishnu Prakash Gagrani
Chief Financial Officer (Executive)

Ms. Kalpana Jhalani (w.e.f.18.12.2014)
Company Secretary

Statutory Auditor
N. Kataria & Associates
Chartered Accountants
710, Paris Point,
Collectorate Circle,
Bani Park, Jaipur-302016

Corporate Advisors
Naredi Vinod & Associates
Company Secretaries,
Plot No. 56, Rameshwar Dham,
Near Kedia Place, Murlipura,
Jaipur- 302013 Rajasthan

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, 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 Govindi, Nawa City,
Nagour (Rajasthan)
2. Survey No. 416, Village
Moti Chirai, Taluka Bachau,
Ghandhidham (Gujarat)
3. Rajgarh,M.P

Important Communication to members

The ministry of Corporate Affairs has taken a "Green initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this Green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to registered their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in Physical form are requested to registered their e-mail addresses with the Company.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 22nd Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Monday, 28th September, 2015 at 3:00 PM at the registered office of the Company at L-5, B-II, Krishna Marg, C-Scheme, Jaipur- 302001, Rajasthan to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2015, the statement of Profit and Loss and the Cash Flow statement for the year ended on that date including any explanatory note annexed to, or forming part of the aforementioned documents, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mrs. Archana Saboo (DIN 02836258) 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, and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution is an **ordinary resolution:**

"RESOLVED THAT pursuant to the Section 139(2), 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 and other applicable rules, if any, M/s N. Kataria & Associates (ICAI Firm Registration Number: 014941C) , Chartered Accountants, be and is hereby rectified by the members of the Company for the Financial Year 2015-16 at such remuneration as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS

4 .Confirmation of appointment of Additional Director

To confirm the appointment of Mr. Sanjay Sarna (DIN: 07052586) as Director who was appointed as an Additional Director and in this regards to consider and if thought fir, to pass, following resolution as an ordinary Resolution:

"RESOLVED THAT Shri Sanjay Sarna (DIN: 07052586) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 23rd December,2014 in terms of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

5. TO INCREASE THE AUTHORISED SHARE CAPITAL

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolutions:**

"RESOLVED THAT pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from INR 200,00,00,00/- divided into 20,00,00,00 equity shares of INR 10/- each, to INR 250,00,00,00/- divided into 25,00,00,00 equity shares of INR 10/- each, by creating 500,00,00 equity shares of INR 10/- each.

"RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing shares."

"RESOLVED THAT in order to reflect the increase in authorized share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Board is hereby accorded to amend the existing "Clause V" of Memorandum of Association of the Company with the following:

"V. The Authorised Share Capital of the Company is Rs. 250,00,00,00 divided into 25,00,00,00 equity shares of Rs.10/- (Rupees Ten only) each"

"FURTHER RESOLVED THAT Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the aforesaid resolution including authorizing any person / firm, etc to do act on his behalf."

"FURTHER RESOLVED THAT Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the aforesaid resolution including authorizing any person / firm, etc to do act on his behalf."

6. TO AMEND THE ARTICLES OF ASSOCIATION

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

"RESOLVED THAT in order to reflect the increase in authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Board is hereby accorded to amend the existing "Article 4" of the Articles of Association of the Company with the following:

"4. The Authorised Share Capital of the Company is Rs.250,00,00,00/- divided into 25,00,00,00 equity shares of Rs.10/- (Rupees Ten only) each".

"FURTHER RESOLVED THAT Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the aforesaid resolution including authorizing any person / firm, etc to do act on his behalf."

Date: 03/09/2015
Place: Jaipur

By Order of the Board of Directors
Sd/-

Sanjay Sarna
(Director)

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 22nd September, 2015 to 28th September, 2015 (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 7 (Seven) 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 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 22nd 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 25/Sept/2015 at 9:00 A.M and ends on 27/Sept/2015 at 5:00 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 (record date) of 21/Sept/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should Log on to the e-voting website www.evotingindia.com

(iv) Click on "Shareholders" tab.

PAN*	**For Members holding shares in Demat Form and Physical Form**
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • **Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digits sequence no 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/yy format) as recorded in your demat account or in the company records in order to login.** **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 as mention in instruction (vi).**

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

(vi) 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.

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

(viii) 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.

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

(x) After entering these details appropriately, click on "SUBMIT" tab.

(xi) 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.

(xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xiii) Click on the EVSN (Electronic Voting Sequence Number) of "Saboo Sodium Chloro Limited"to vote.

(xiv) 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.

(xv) 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.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit 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 should be mailed to 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, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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.

13. The voting period begins on September 25, 2015 at 9.00 A: M. and ends on September 27, 2015 at 5:00 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 (record date) of September 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

14. The e-voting period ends on September 27, 2015 at 5:00 P.M. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

15. 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.

16. 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. September 21, 2015.

17. 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.

18. The Scrutinizer will submit his report addressed to the Board of Directors of the Company, Mr. Sanjay Sarna, 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 28, 2015 at 3:00 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.

19. 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.

20. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 22nd Annual General Meeting are given separately in the notice.

21. 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 28st day of August, 2015.

22. The investors may contact the Company Secretary for redressed 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

23. 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".

24. 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

Shri Sanjay Sarna was appointed as an Additional Director of the Company in the Board Meeting held on 23th December, 2014. As per the provisions of Section 161 of the Companies Act 2013 read with Article 78 of the Articles of Association of the Company, the director shall hold office only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as a Director.

The Company has received a Notice in writing from a Member along with a deposit proposing the candidature of Shri Sanjay Sarna as a Director of the Company, under the provisions of Section 160 of the Companies Act, 2013.

It will be in interest of the Company that Shri Sanjay Sarna is appointed as Non-Executive Director, who if appointed, shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Save and except Shri Sanjay Sarna , as appointee, none of the Directors of the Company are in any way, concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution for approval.