

28TH ANNUAL REPORT

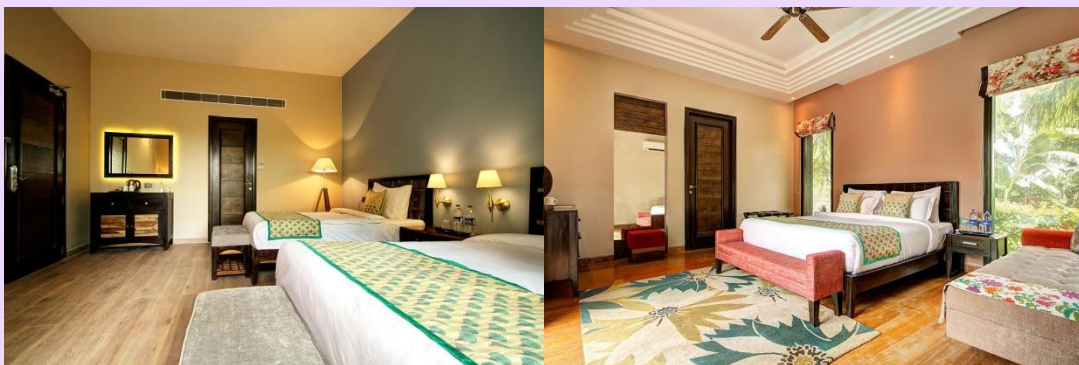
2020-21







SAMSKARA RESORT, JAIPUR



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CORPORATE INFORMATION**BOARD OF DIRECTORS & KMP**

| | |
|---|---|
| Mr. Girdhar Saboo (DIN: 00364750) | Managing Director (Executive) |
| Mr. Bikash Kumar Lakhotia (DIN: 01470180) | Independent Director |
| Mr. Neeraj Kumar Agarwal (DIN: 05358002) | Independent Director |
| Mr. Sanjay Sarna (DIN: 07052586) | Independent Director |
| Mr. Durgesh Sharma (DIN:08540732) | Whole time Director |
| Smt Sangita Devi (DIN: 09161446) | Non-executive Woman Director (Additional) |
| Mr..Vishnu Prakash Gagrani | Chief Financial Officer |
| Mrs. Megha Sharma | Company Secretary & Compliance Officer |

Board Committees**Audit Committee**

| | |
|---------------------------|----------|
| Mr. Sanjay Sarna | Chairman |
| Mr. Bikash Kumar Lakhotia | Member |
| Mr. Neeraj Kumar Agarwal | Member |

Stakeholders Relationship Committee

| | |
|--------------------------|----------|
| Mr. Sanjay Sarna | Chairman |
| Mr. Girdhar Saboo | Member |
| Mr. Neeraj Kumar Agarwal | Member |

Nomination and Remuneration Committee

| | |
|---------------------------|----------|
| Mr. Sanjay Sarna | Chairman |
| Mr. Bikash Kumar Lakhotia | Member |
| Mr. Neeraj Kumar Agarwal | Member |

Statutory Auditor

M/s P.K.S. & Company
Chartered Accountants
9/843, Malviya Nagar,
Jaipur-302017 (Raj.)

Secretarial Auditor

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

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

Bankers

State Bank of India
HDFC Bank

Stock Exchange where co.'s securities are listed

Bombay Stock Exchange (Scrip Code: 530461)

Plants

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

Registered Office

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

Resort Address

Samskara Resort & Spa
Village Peepla Bharatsingh, Jaisinghpura, Jaipur
302029

Website Address

www.suryasalt.com
www.samskararesorts.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 28th Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Saturday, 25th September, 2021 at 4:00 PM at the registered office of the Company at Surya House, 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 Financial Statements of the Company as on 31st March, 2021 including any explanatory note annexed there 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 Mr. Durgesh Sharma (DIN: 08540732), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Regularisation of Smt Sangita Devi (DIN: 09161446) as a non-executive woman Director of the Company liable to retire by rotation:**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 read with schedule IV and the rules framed thereunder as amended from time to time, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Smt Sangita Devi (DIN: 09161446) who was appointed as an Additional Director of the Company with effect from 6th May 2021 and who holds office until this AGM in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Smt Sangita Devi as a candidate for the office of director of the Company, be and is hereby appointed as a non-executive woman director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel or any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem fit."

4. **To enter into Related Party Transactions:**

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 188 of the Companies Act, 2013 and other applicable provisions read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 and Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per the recommendation of Audit Committee and Board, the consent of the members of the company be and is hereby accorded to enter into the related party

transactions by the company with the respective related parties and for the maximum amounts per annum as mentioned herein below:

| Sr. no. | Nature of transaction as per Section 188 | Name of the Director/KMP who is related and nature of their relationship | Name of the related parties | Amount |
|---------|--|--|-----------------------------|------------|
| 1. | Purchase/Sale of goods or material | Mr. Girdhar Gopal Saboo (MD and promoter of Saboo Sodium Chloro Ltd.) | Spectrum Foods Limited | 10.00 Cr. |
| 2. | Payment of rent for leasing office premises to the company | Mr. Girdhar Gopal Saboo (MD) | Saboo Sodium Chloro Ltd | 15.00 Lacs |

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. Appointment of Mr. Nagendra Singh (DIN: 09301141) as an Independent Director of the Company-

In this regard, to consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Nagendra Singh (DIN: 09301141), who on the recommendation of the Nomination and Remuneration Committee, proposed by the Board of Directors of the Company has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years effective from 25th September 2021 upto 24th September 2026, with an option to retire from the office at any time during the term of appointment.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion.

6. Appointment of Mr. Madan Singh Jain (DIN: 09301140) as an Independent Director of the Company-

In this regard, to consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. **Madan Singh Jain** (DIN: 09301140), who on the recommendation of the Nomination and Remuneration Committee, proposed by the Board of Directors of the Company has submitted a

declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years effective from 25th September 2021 upto 24th September 2026, with an option to retire from the office at any time during the term of appointment.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion

**01st September, 2021
Jaipur**

**By Order of the Board
Sd/-
Girdhar Gopal Saboo
Managing Director
(DIN- 00364750)**

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.suryasalt.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the