

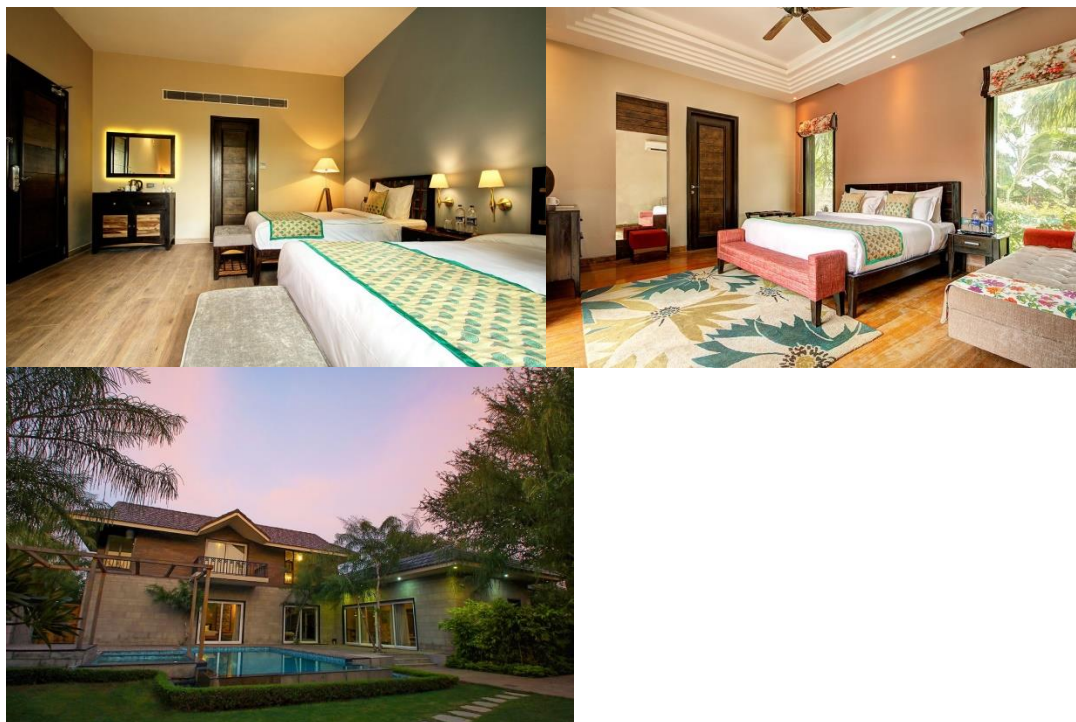
# 29TH ANNUAL REPORT 2021-22







## **SAMSKARA RESORT, JAIPUR**



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**CORPORATE INFORMATION****BOARD OF DIRECTORS & KMP**

Mr. Girdhar Saboo (DIN: 00364750)	Managing Director (Executive)
Mr. Madan Singh Jain (DIN: 03901140)	Independent Director
Mr. Nagendra Singh (DIN: 03901141)	Independent Director
Mr. Sanjay Sarna (DIN: 07052586)	Independent Director
Mr. Kamal Bhardwaj (DIN:09494642)	Whole time Director
Smt Sangita Devi (DIN: 09161446)	Non-executive Woman Director
Mr..Vishnu Prakash Gagrani	Chief Financial Officer
Mrs. Megha Sharma	Company Secretary & Compliance Officer

**Board Committees****Audit Committee**

Mr. Sanjay Sarna	Chairman
Mr. Madan Singh Jain	Member
Mr. Nagendra Singh	Member

**Stakeholders Relationship Committee**

Mr. Sanjay Sarna	Chairman
Mr. Girdhar Saboo	Member
Mr. Nagendra Singh	Member

**Nomination and Remuneration Committee**

Mr. Sanjay Sarna	Chairman
Mr. Madan Singh Jain	Member
Mr. Nagendra Singh	Member

**Statutory Auditor**

M/s Gopal Sharma & co  
Chartered Accountants  
G-2, Golden palace, L-2A,  
Krishna Marg, C-Schme  
Jaipur-302001 (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, 3<sup>rd</sup> 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](http://www.suryasalt.com)  
[www.samskararesorts.com](http://www.samskararesorts.com)



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 29<sup>th</sup> Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Monday, 26<sup>th</sup> September, 2022 at 12.30 PM through video conferencing/other audio visual means to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company as on 31st March, 2022 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 Mrs. Sangita Devi (DIN: 09161446), who retires by rotation and, being eligible, offers himself for re-appointment.
3. **Appointment of R.P.Khandelwal & Associates, Chartered Accountants, as statutory auditors of the Company**

To consider and if thought fit, to pass the following resolution, as an ordinary resolution:

**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, R.P.Khandelwal & Associates, Chartered Accountants (Firm Registration No. 001795C) having office at 103 I Floor, Navjeevan Complex, 29, Station Road, Jaipur-302001 Rajasthan be and are hereby appointed as the Statutory Auditors of the Company for the term of five consecutive years, who shall hold office from the conclusion of this 29<sup>th</sup> AGM till the conclusion of the 34<sup>th</sup> AGM to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

### **SPECIAL BUSINESS**

4. **Regularisation of Mr. Kamal Bhardwaj (DIN: 09494642) as a wholetime Director of the Company:**

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, Mr. Kamal Bhardwaj (DIN: 09494642) who was appointed as an Additional Director of the Company with effect from 12th February 2022 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 Mr. Kamal Bhardwaj as a candidate for the office of director of the Company, be and is hereby appointed as wholetime director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Kamal Bhardwaj as a Whole-time Director of the Company designated as Executive Director for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Kamal Bhardwaj in the best interests of the Company and as may be permissible at law, viz.:

**Terms and Conditions:**

- A. Period: 5 years w.e.f. 14<sup>th</sup> February, 2022 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. Remuneration:
  - i. Basic Salary: Rs. 70,000/- (Rupees Eighty Thousand Only) per month with such increments as the Board may decide from time to time.
  - ii. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

Mr. Kamal Bhardwaj shall be subject to retire by rotation during his tenure as the Whole-Time Director of the Company. So long as Mr. Kamal Bhardwaj functions as the Whole-Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**RESOLVED FURTHER THAT** consent of the Members of the company be and is hereby accorded to the Board of Directors to modify, change, alter and/or increase the terms and conditions and remuneration of Mr. Kamal Bhardwaj as Whole Time Director of the company from time to time, as and when required.

**"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. 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.”

**6. Appointment of Mr. Kamal Sharma (DIN: 09720912) 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. Kamal Sharma (DIN:09720912), 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 26th September 2022 upto 25th September 2027, not liable to retire by rotation.

**“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.

2<sup>nd</sup> September, 2022

Jaipur

By Order of the Board

Sd/-  
Megha Sharma  
Company Secretary

## 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 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](http://www.suryasalt.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com). 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](http://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 requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

## THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.