

27TH

ANNUAL REPORT

2019-20





SAMSKARA RESORT, JAIPUR



Saboo Sodium Chloro Limited

Contents

Page No.

1	Corporate information	4
2	Notice	6
3	Board's Report	18
4	Management Discussion and Analysis Report	25
5	Report on Corporate Governance	35
6	Certificate by CEO/CFO	48
7	Report on Audit Committee	49
8	Report on Secretarial Audit	56
9	Independent Auditor's Report	61
10	Balance Sheet	70
11	Profit and Loss Account	69
12	Statement of Cash Flow	71
13	Accounting Policies and notes	72

Saboo Sodium Chloro Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS & KMP

Mr. Girdhar Saboo (DIN: 00364750)	Managing Director (Executive)
Mr. Bikash Kumar Lakhota (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.Bindu Saboo (DIN: 08238638)	Additional Director (Non-executive)
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 Lakhota	Member
Mr. Neeraj Kumar Agarwal	Member

Stakeholders Relationship Committee

Mr. Sanjay Sarna	Chairman
Mr. Girdha Saboo	Member
Mr. Neeraj Kumar Agarwal	Member

Nomination and Remuneration Committee

Mr. Sanjay Sarna	Chairman
Mr. Bikash Kumar Lakhota	Member
Mr. Neeraj Kumar Agarwal	Member

Statutory Auditor

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

Saboo Sodium Chloro Limited

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 rd 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	<ol style="list-style-type: none">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

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 register 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 register their e-mail addresses with the Company.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 27th Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Sunday, 27th September, 2020 at 12:00 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, 2020 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.

SPECIAL BUSINESS

2. **Regularisation of Ms. Kratika Godika (DIN: 08825445) 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, Ms. Kratika Godika (DIN: 08825445) who was appointed as an Additional Director of the Company with effect from 8th August 2020 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 Ms. Kratika Godika 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."

3. **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:

Saboo Sodium Chloro Limited

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.) Mrs. Bindu Saboo (Additional Director)	Saboo Sodium Chloro Limited	10.00 Cr.
2.	Payment of rent for leasing office premises to the company	Mr. Girdhar Gopal Saboo (MD)	Mr. Girdhar Gopal Saboo	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.”

4. Approval of the loan by the Company to other interested parties in terms of the provisions of section 185 of the Companies Act 2013

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

Resolved that Pursuant to the Provisions of section 185 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Meeting of Board and its Powers) Rules, 2014, (including any Statutory modification or re-enactment thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors of the company for grant of Loans or issue of Corporate Guarantee or providing security for an amount not exceeding Rs. 50 Crores (Rupees twenty crores) in aggregate to Tiger Salt Pvt Ltd., Rajasthan Mega Developers P Ltd., Spectrum Foods Ltd., Fortress Hotels & Resorts Pvt Ltd, Nawa Hotels and Resorts Private Limited, Saboo Damodar Ropeways Private Limited, Saboo Energy & Power Pvt. Ltd., Nawa Salt Pvt. Ltd., Companies in which director are interested on such terms and conditions as may be mutually agreed upon.

Further Resolved that Board of Directors of the Company be and is hereby authorized to negotiate, finalize and decide on terms and conditions from time to time, execute necessary agreement, papers, documents for the aforesaid for grant of Loans or issue of Corporate Guarantee or providing security to the companies and to do all such acts, deeds, things and matters to give effect to the said resolution.

5. Re-appointment of Mr. Sanjay Sarna (DIN: 07052586) as an Independent Director:

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

Saboo Sodium Chloro Limited

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sanjay Sarna (DIN: 07052586), who holds office of Independent Director up to 30th September, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Sanjay Sarna candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st October, 2020 upto 30th September, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**01st September, 2020
Jaipur**

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

Saboo Sodium Chloro Limited

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 will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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. 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 AGM will be provided by CDSL.
3. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM 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. 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 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. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM 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. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
9. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
- 10. Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., Beetal Financial & Computer Services Pvt. Ltd. or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2020 shall be available on the websites of the Company, and of the Stock Exchange where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., CDSL.
- 11. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

Saboo Sodium Chloro Limited

- (i) The voting period begins on 24th September 2020 at 10.00 A.M. and ends on 26th September 2020 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 i.e 21.09.2020 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" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 and voted on an earlier e-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:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• 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 mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Saboo Sodium Chloro Limited

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

12. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

13. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. account@suryasalt.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

14. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by

Saboo Sodium Chloro Limited

- such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 15. Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; account@suryasalt.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
15. The Explanatory Statement for Item Nos. 2 to 5, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), of persons seeking appointment / re-appointment as Directors are also annexed.
16. The register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2020 to 27th September, 2020 (both days inclusive).
17. 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.
18. 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.
19. 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.
20. 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.
21. 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.
22. 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.
23. 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, 2020.
24. 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

Saboo Sodium Chloro Limited

Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

25. 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 27, 2020 at 5:00 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.
26. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company up to and including the date of the Annual General Meeting of the Company. Members desirous of inspecting the same may send their request at account@suryasalt.com from their registered email address mentioning their name and folio/demat account numbers.
27. 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
28. 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.

Saboo Sodium Chloro Limited

EXPLANATORY STATEMENT

(Pursuant to section 102(1) of the Companies Act, 2013)

The following Explanatory Statement sets out the material facts relating to Item Nos. 2 to 5 of the accompanying Notice of Annual General Meeting (AGM).

Item no. 2:

Ms. Kratika Godika (DIN:08825445), who was appointed as an Additional Director in the meeting of Board of Directors of the company held on 7th August, 2020, is proposed to be appointed as non-executive non independent woman director liable to retire by rotation, as required by Section 149, 152 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Copy of draft letters for respective appointment of Ms. Kratika Godika as a non-executive non-independent directors setting out the terms and conditions are available for inspection by members upto the date of Annual General Meeting. Members desirous of inspecting can send their request at account@suryasalt.com from their registered email address.

Ms. Kratika Godika is interested in the resolution which relates to her appointment . Her relatives, if any, are also interested to the extent of their shareholding in the company.

The Board therefore recommends the resolution for your approval.

Except Ms. Kratika Godika (the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

Item no. 3:

Under Section 188 of the companies Act and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders through resolution. The said Regulation further provides a definition of the term 'Material' as follows:

“A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.”

As a part of its regular business, the company purchase salt from Spectrum Foods Limited at an arm's length basis under the purchase order raised from time to time and in the financial year 2019-20, the aggregate value of these transactions is likely to be around Rs. 2.04 Crores. (On going transactions).

Mr. Girdhar Gopal Saboo is the managing Director of the company is also the Managing Director of Spectrum Foods Limited. Similar trend of transactions with Spectrum Foods Limited is expected in the current year.

Apart from the above the company is also giving rent to Mr. Girdhar Saboo, Managing Director of the company for the office premises given on lease by him to the company. and hence requires your approval.

The Audit Committee of the Board of Directors of the Company has reviewed the company's on-going transactions with Spectrum Foods Limited and recommended the same for approval by the Board of Directors and Members of the Company at their meeting . The Board of Directors also at their meeting held on July 30th, 2020, reviewed the on-going transactions and proposed the same to be placed before the Members for their approval.

Saboo Sodium Chloro Limited

The Members' approval to the above material related party transactions is sought in terms of Section 188 of the Companies Act, 2013 and relevant rules therein and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item no. 4:

As per section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

The loan amount to the extent of Rs. 50 Crores./- (Rupees fifty Crores only), to be lent to the Companies, will be used by the borrowing company for the purpose of its principal business activities only.

Therefore, the said Special Resolution is proposed for the approval of members under item no.4 of the Notice.

All the relevant documents are available for inspection by members upto the date of Annual General Meeting. Members desirous of inspecting can send their request at account@suryasalt.com from their registered email address.

Girdhar Gopal Saboo, Managing Director of the company, Sanjay Sarna and Neeraj Kumar Agarwal, independent Directors are concerned or interested, financially or otherwise, in respect of passing of the Special Resolution set out at Item No. 4

None of the Directors, except the above mentioned Directors, of the company or their relatives are concerned or interested, financially or otherwise, in respect of passing of the Special Resolution set out at Item No. 4

The Board commends the passing of the Special Resolution set out at Item No. 4. of accompanying notice.

Item No. 5

RE-APPOINTMENT OF MR. SANJAY SARNA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Sanjay Sarna was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 30th September, 2015 to hold office upto 30th September, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.). The Nomination & Remuneration Committee at its Meeting held on 24th August, 2020 after taking into account the performance evaluation of Mr. Sanjay Sarna, during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective fields and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of Mr. Sanjay Sarna as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Sanjay Sarna as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 27th September, 2020 upto 30th September, 2025 and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Sanjay Sarna for his appointment to the office of Independent Directors.

Saboo Sodium Chloro Limited

Details of Directors Seeking Appointment and Re-appointment at the 27th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Ms. Kratika Godika	Mr. Sanjay Sarna
DIN	08825445	07052586
Date of Birth and Age	20.12.1994	12-07-1975
Date of first Appointment in the Board	08-08-2020	23-12-2014
Qualifications	Ms. Kratika Godika is B.COM Graduate and Associate member of The Institute of Company Secretaries of India.	Mr. Sanjay Sarna is BSC and MA Graduate.
Expertise in specific functional areas	Ms. Kratika has expertise in company law matters and corporate affairs.	Mr. Sanjay Sarna has a rich experience in FMCG industry.
Relationship with other Directors and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company.	Not related to Directors, Manager and other Key Managerial Personnel of the Company..
Nature of appointment (appointment/ Reappointment)	Appointment as a Non-executive non independent Director	Re-Appointment as Independent Director of the Company to hold office for the second term of five consecutive years.
Terms and Conditions of appointment/ reappointment	Terms and conditions of appointment are as per the resolution at Item No.2 of the Notice convening Annual General Meeting read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at Item No.5 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fees, the details are given in Corporate Governance Report	Sitting fees, the details are given in Corporate Governance Report.
Shareholding in the Company	NIL	NIL
List of Companies in which outside Directorship held as on 31.03.2019	NIL	1 (i.e Spectrum Foods Limited)
Chairman/Member of the *Committees of other Companies in which he is a Director as on 31.03.2020	NIL	1. Chariman and Member of Audit Committee 2. Chariman and Member of Nomination and Remuneration Committee

Saboo Sodium Chloro Limited

		3. Chairman and Member of Stakeholder Relationship Committee.
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GENERAL INFORMATION OF THE COMPANY:

Nature of Industry	The company is engaged in Hotel Industry FMCG and Hospitality
Year of Commencement of Commercial Production	Company commenced its business of Salt manufacturing in the year 1993 and entered into hotel industry in the year 2017 and the hotel commenced its operations in the year 2018.
Financial Performance	Rs. 29,00,34,630.54
Export Performance	The company did not exported in the fiscal year 2019-20.
Foreign Investment	The company has not invested any sum in foreign investments.

OTHER INFORMATION:

1) Reasons for Inadequate Profits:

The sale of Company's Food grade salt has declined during the year under purview hence company has not earned enough profit.

2) Steps taken or proposed to be taken for improvement:

The company has undertaken stringent cost actions. The management continuous to explore new avenues to increase revenue of the company through judicious investments in capabilities. Company has set up a five star Resort and Spa named as "Samskara Resorts" at Jaipur which is in operations from September 2018 and considering the growth in hotel industry, the company. Company is also striving for exporting salt.

3) Expected increase in productivity and profits:

The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that the financial position of the company will improve further in near future.

01st September, 2020
Jaipur

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

BOARD'S REPORT

**TO,
THE MEMBERS,
SABOO SODIUM CHLORO LIMITED,**

The Directors have pleasure in presenting before you the 27th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2020.

I. FINANCIAL PERFORMANCE

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, 2020	Financial year ended 31st March, 2019
Total Income	29,00,34,631	29,15,28,597
Profit before depreciation and taxation	1,81,80,242	1,94,64,123
Depreciation	1,69,12,121	1,46,63,363
Profit before tax	12,68,121	48,00,760
Taxation (including Deferred Taxation and Short/Excess Provision for Earlier year)	2,13,804	10,98,671
Profit /loss after Tax	10,54,317	37,02,089

Turnover, Profits & Future Prospects

The total income during the year under review was Rs. 29,00,34,631/- in the previous year. During the year under purview company incurred a profit of Rs. 10,54,317/- as against profit of Rs. 37,02,089/- in previous year.

Last year under review, the company had started operation in its new Hotel unit called as "Samskara Resort" from September 2018 and the total income from hotel during FY 2019-20 was Rs. 2,41,08,804/- included in the turnover above.

Depreciation and Finance Costs

Depreciation for the year was Rs.1.69 crores as against Rs.1.47 crores for the previous year. Finance costs for the year ended 31st March, 2020 was Rs. 29.86 crores, as against Rs. 29.97 crores in the previous year.

Dividend

Based on Company performance, the Directors are unable to recommend dividend due to inadequate profits.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The Provisions of section 125(2) of Companies Act, 201 3 are not applicable as there was no dividend declared or paid last year.

Deposits

During the year under review, Your Company has not accepted any deposits from public and as such, in the terms of the provision of Section 73 to 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and hence no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Saboo Sodium Chloro Limited

Insurance

All properties and insurable interests of the Company including building, plant and machinery and stocks have been fully insured.

Particulars of Loans, Guarantees or Investments

Pursuant to section 186 of Companies Act, 2013 and Schedule V of the Listing Regulations, disclosure on particulars relating to Loans, Advances, Guarantees and Investments are provided as part of the financial statements.

Borrowings / Indebtness

Pursuant to section 180(1)© of Companies Act, 2013, disclosure on particulars relating to borrowing and indebtedness are provided as part of the financial statements.

Related Party Transactions

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at <https://www.suryasalt.com>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. There were Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature.

The particulars of contracts or arrangements with related parties referred to in section 188(1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as Annexure D to this Annual Report.

Subsidiaries, joint venture and associate companies:

The company does not have any subsidiary, Joint ventures or associate company.

SHARES

Authorised Capital:-

During the Financial Year 2019-20 the Authorised Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 250,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Each).

Issued Capital:-

During the Financial Year 2019-20 the Issued Capital of the Company is Rs. 24,18,25,000/- (Rupees Twenty Four Crore Eighteen Lacs Twenty Five Thousand Only) divided into 2,41,82,500 (Two Crore Forty One Lacs Eighty Two thousand Twenty Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten Each).

Subscribed & Paid up Capital:-

During the Financial Year 2019-20 the Subscribed & paid up Capital of the Company is Rs. 24,18,25,000/- (Rupees Twenty Four Crore Eighteen Lacs Twenty Five Thousand Only) divided into 2,41,82,500 (Two Crore Forty One Lacs Eighty Two thousand Twenty Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten Each).

Buy-back of shares:

During the year under review, company has not bought back any of its shares.

Sweat Equity Shares:

During the year under review, company has not issued any Sweat Equity shares.

Bonus Shares:

Saboo Sodium Chloro Limited

During the year under review, company has not issued any Bonus shares.

Employee Stock Option Plan:

During the year under review, company has not provided any Stock option plan to its employees.

II. BUSINESS

Changes in nature of business:

There was no change in nature of business.

Number of Board Meetings

During the year under review, company has conducted 12 (Twelve) Board meetings. The detailed disclosure of the Board of Directors and their Meetings is given in the Corporate Governance Report, which forms part of this report.

Composition of Board of Directors

The members of the Company's Board of Directors are eminent persons of proven competence and integrity. Besides experience, strong financial acumen, strategic astuteness and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation.

The detailed disclosure of the Board of Directors is given in the Corporate Governance Report, which forms part of this report.

Change in Directors

During the year, Mr. Durgesh Sharma has been appointed as Additional Director on 12.08.2019 and was regularized on AGM held on 28.09.2019. Mrs. Bindu Saboo, Woman Director resigned on 26.02.2020.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2020 are:

- | | |
|--------------------------------------|---|
| 1. Mr. Girdhar Saboo (DIN: 00364750) | Managing Director |
| 2. Mr. V.P. Gagrani | Chief Financial Officer |
| 3. Mrs. Megha Sharma | Company Secretary (Appointed on 25.10.2019) |

Performance Evaluation Criteria for Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board has carried out an Annual Evaluation of its own performance, Board Committees and Individual Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. Performance evaluation of independent directors was done by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company and Whole time Directors was evaluated.

The Chairman of the Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria approved by the Board. Each Committee and the Board expressed satisfaction on the performance of each Director.

Saboo Sodium Chloro Limited

Statement on Declaration given by the Independent Director U/S 149(6) of the Companies Act, 2013

It is stated that pursuant to the Provisions of Companies Act, 2013 the Declaration given by the Independent Directors meets the Criteria of Independence as mentioned in the schedule IV of Companies Act, 2013 and under regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. The declaration is enclosed in this report.

Meeting of Independent Directors

A separate meeting of Independent Directors as required under the Schedule IV of the Companies Act, 2013 was held on 20th February, 2020, without presence of Executive Directors. Such meeting was conducted to review and evaluate:

- (a) the performance of Non-Independent Directors and the Board as a whole,
- (b) the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors and
- (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed their satisfaction with the performance of Non-Independent Directors and the Board as a whole and the Chairman of the Independent Directors meeting briefed the outcome of the meeting to the Chairman of the Board.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

Auditors

Statutory Auditor

M/s P. K. S & Co., Chartered Accountants, (Firm Registration No. 007007C) was appointed as Statutory Auditors for a period of Five years in the Annual General Meeting held on 28th September, 2019. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2020 is annexed herewith for your kind perusal and information.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Naredi Vinod & Associates (CP No 7994, ACS 20453), Company Secretaries to undertake the Secretarial audit of the company for the financial year 2019-20.

Internal Auditor

Pursuant to section 138 of the Companies Act, 2013 read with Rule 13 of the Companies(Accounts)Rules,2014,and other applicable provisions of the Act, M/s Aditya Khunteta & Associates, Chartered accountants, was appointed as an internal auditors of the company for the financial year 2019-20.

Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the auditors and the Practicing Company Secretary:

Saboo Sodium Chloro Limited

There were no qualifications, reservations or adverse remarks or disclaimers made either by the auditors or the practicing company secretary in their respective reports.

Annual Return

Annual return in Form MGT-7 of Saboo Sodium Chloro Ltd. For the Financial year 2018-19 is placed in the Company's website www.suryasalt.com.

Material Changes and Commitments

There are no material changes and commitment affecting the financial position of the Company occurred between the end of the financial year of the Company to which the financial statement relates and the date of report.

Details of Significant and Material Orders Passed by the regulators/Courts/Tribunals Impacting the Going Concern Status and the Company's Operations in Future

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

Management Discussion and Analysis Report

The report on Management Discussion and Analysis as required under the Listing Regulations, 2015 with the Stock exchange is set out as 'Annexure B' to the Director's Report.

Business Risk Management

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with Listing Regulations, 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

III. GOVERNANCE AND ETHICS

Corporate Governance Report

The Company has adopted the policies in line with new governance requirements including the Policy on Related Party Transactions, Policy on Material Subsidiaries, Policy and Whistle Blower Policy. These policies are available on the website of the Company at <https://www.suryasalt.com>. The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report in Annexure "D".

Secretarial Audit was carried out by M/s Naredi Vinod & Associates , Company Secretaries, the Secretarial Auditor of the Company for the financial year 2019-20. There were no qualifications, reservations or adverse

Saboo Sodium Chloro Limited

remarks given by Secretarial Auditors of the Company. The detailed report on the Secretarial Audit is appended as an Annexure to this Report.

A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations. A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

Disclosure on the Remuneration of Managerial Personnel

The information required under section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Remuneration of Managing Director

Following are the details of the annual salary paid to Mr. Girdhar Saboo Managing Director: - Consolidated Salary excluding Perquisites and allowances, etc- 30,00,000/- (Rupees Thirty Lakhs only).

He is entitled to receive the following:-

- a. Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- b. Encashment of leave at the end of tenure.
- c. Provision of car for use on Company Business.
- d. Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- e. He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

Policy on Director's Appointment and Remuneration and Other Details

The company's policy on Director's appointment and remuneration and other details provided in section 178(3) of the Act has been disclosed In Corporate Governance Report, which forms part of Directors Report.

Compliance with Secretarial Standards

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India.

Particulars of Employees

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year- Nil
- b) Employed for part of the year- Nil

Director's Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

1. that in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. that such accounting policies as mentioned in Notes to the financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit of the company for the year ended on that date;

Saboo Sodium Chloro Limited

3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities ;
4. that the annual financial statements have been prepared on a going concern basis;
5. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
6. that systems to ensure compliance with provisions of all applicable laws were in place and were adequate and operating effectively;

Vigil Mechanism / Whistle Blower Policy

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report.

IV. INTERNAL FINANCIAL CONTROLS AND AUDIT

Details in respect of adequacy of internal financial controls with reference to the financial statements

The Company has in place adequate internal financial controls with reference to financial statements. Statutory Auditors in their report has expressed their opinion on the internal financial controls with reference to the financial statements which is self-explanatory. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

V. SOCIAL RESPONSIBILITY AND SUSTAINABILITY

Corporate Social Responsibility

Though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure A".

Prevention of Sexual Harassment at Workplace

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee has been set up to redress complaints received regarding sexual harassment. The Company has designated the external independent member as a Chairperson of the Committee. There were no complaints received during the year under review of sexual harassment.

VI. OTHER DISCLOSURES

Listing at Stock Exchange

The Equity Shares of the Company are listed at Bombay Stock Exchange (Scrip Code: 530461) and its shares are actively traded at Bombay Stock Exchange. The Company confirms that it has paid the Annual Listing fees for the year 2019-20 to BSE where the Company's shares are listed.

Saboo Sodium Chloro Limited

Extract of Annual Return

The extract of annual return in Form MGT-9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure “C” to this Report.

Acknowledgement

Your Directors would like to expose their grateful appreciation for the co-operation received from its Bankers, Government Authorities, Customers, Vendors, Business Associates and Shareholders during the year under review. Your Directors also wish to place in record their deep sense of appreciation for the committed services of the executive, staff and workers of the Company.

Cautionary Statement

The statements contained in the Board’s Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

ANNEXURE “A” TO THE BOARD’S REPORT:

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Energy conservation measures have been implemented wherever possible and company is using improved operational method in order to optimize the consumption of energy per unit. The company is continuously doing research and development regarding production of highest quality salt to meet the demands of its high profile customers. The company has solar power plant at Rajgarh Madhya Pradesh and generating electricity. The Company produced which are being sold to Indian Energy Exchange and Power Exchange India Limited. The Company is trying for export of salt.

The company has set up a fully-integrated 300 KWP in- house Grid –Tied Solar Power Plant at its factory located at Nawa city, Nagaur (Raj.) in addition to the existing 100 KWP solap plant, under captive power reverse net metering scheme of Government of Rajasthan. This will result in saving of approx. Rs. 75 Lakhs per annum for the company. This Solar plant will meet upto 80% of energy requirement of the company and with this, Saboo Sodium Chloro Limited becomes the first salt refinery in India to use Solar energy for their 80% of energy consumption. Company is now planning to set up a fully-integrated 300 KWP in- house Grid –Tied Solar Power Plant at the Samskara Resort.

FOREIGN EXCHANGE EARNINGS AND OUTGO: There were nil foreign exchange earnings and outgo.

ANNEXURE “B” TO THE BOARD’S REPORT:

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDIA: THE YEAR IN REVIEW

The January 2020 growth forecast of FY 2020-21 for the Indian economy has slashed to 1.9% from 5.8%. This comes at a time when the global economy has hit the worst recession since the Great Depression as a result of the collapse in economic activity due to the coronavirus-induced lockdown. In its latest World Economic Outlook report, the IMF projects a rebound in the growth of the Indian economy in CY 2021, at a rate of 7.4% and FY 2019-20 growth at 4.2%, down from 4.8% as estimated in January 2020. India has been placed among the fastest-growing emerging economies of the world. India is among the handful of countries which is projected to cling on to a positive growth rate at 1.9% and this is the highest GDP growth rate among the G-20 economies, as estimated by the IMF. GDP in India is expected to reach US\$ 2,950 billion by the end of CY 2020,

Saboo Sodium Chloro Limited

according to Trading Economics global macro models and analysts' expectations. In the long term, India's GDP is projected to trend around US\$ 3,100 billion in CY 2021 and US\$ 3,200 billion in CY 2022. India's foreign exchange reserves slumped by US\$11.98 billion during the week ended March 20 and stood at US\$ 469.9 billion as the central bank sold to arrest the slide of the rupee, but it was still better compared to US\$ 447.8 billion at end-March 2019.

GLOBAL ECONOMY: THE YEAR IN REVIEW

The global slowdown of the Calendar Year ('CY') 2019, caused by the US-China trade war, Brexit concerns and region-specific crises in Asia and Africa, has been exacerbated by the novel coronavirus outbreak of early CY 2020. Protecting lives and allowing health care systems to cope with the Covid-19 pandemic has required isolation, lockdowns and widespread closures of non-essential services, including the manufacturing of most goods. As a result, the global economy is projected to contract sharply by around 3% in 2020, worse than it fared during the Financial Year ('FY') 2008-09 financial crisis, as per the World Economic Outlook ('WEO') of April 2020 released by the International Monetary Fund ('IMF'). The growth forecast is marked down by more than 6% relative to the October 2019 and January 2020 projections by IMF – an extraordinary revision over such a short period of time. However, global growth is expected to rebound to 5.8% in CY 2021, well above the trend, reflecting the normalisation of economic activity based on inherent strengths. Growth in the Advanced Economies group, where several nations are experiencing widespread outbreaks and are deploying containment measures, is projected at (6.1)% in CY 2020. The Advanced Economies group is forecast to grow at 4.5% in CY 2021.

INDUSTRY STRUCTURE AND DEVELOPMENTS- SEGMENT WISE

SALT INDUSTRY

Being a food ingredient, salt did not experience demand challenges, even when Covid-19 affected demand for most of the sectors. The demand continued to be strong and the increased salt production helped the Company to capitalize on the demand growth.

The market continues to move towards a higher share of branded salt with the continuing awareness of better product quality, visible purity and iodine content. Specialty salts like rock salt and black salt have an increased presence in modern format stores. The outlook continues to be positive with share gains from unbranded salt and regional branded producers. The Company is working towards new product introductions in value added salt variants.

Saboo Sodium Chloro Limited is the largest salt refinery in North India producing Surya Iodized Salt, Tota Iodized Salt, Saboo Iodized Salt and all types of Industrial Salt. The Company is the most prominent and the largest manufacturer of salt in North India. Looking at the rapid economy growth of the Country and rising living standard there is good growth in the consumption of refined iodized salt and we feel that every year the refined iodized salt market is growing by 15%. People who are using unbranded non refined common salt are now switching rapidly to triple refined free flow iodized salt due to more awareness of health issues and television advertising.

OUTLOOK-SEGMENT WISE

SALT

The outlook for the business continues to be positive, as the Company continues to work on distribution expansion, brand building initiatives and strengthening of supply chain. The Company has identified opportunities around salt and related products, new to market offerings in foods, new packaging formats and tapping un-met consumer health needs. While the salt business continues to be the mainstay in terms of revenue generation, the growing foods portfolio is expected to contribute significantly to the overall business by the end of the year. The Company is expanding its retail footprint and focusing on sales fundamentals as well

Saboo Sodium Chloro Limited

as use of technology in driving productivity and customer service. The business is also focused on Modern Trade and non-traditional channels such as e-commerce, to ensure availability at a multitude of consumer touch points. Digital media continues to form an important medium of communication for the Company's brands. Going forward, the Surya brand is looking to scale up its portfolio of products and continue refining the business model to improve contribution.

OPPORTUNITIES, THREATS, RISK AND CONCERNS

SALT

The business has significant opportunities in the foods market and scope to scale up new variants of Salt. The Company is preparing to address opportunities offered by new consumer needs on the back of robust supply chain and distribution network. Premium product offerings and new go-to-market models are being developed to gain strengths in modern format stores and alternate distribution channels. Differentiated product offerings and targeted communication is being used to address the threat from the unbranded segment and from regional and local brands.

The business has put policies in place to mitigate risks from changes in the regulatory environment which might limit realizations. There are continuous efforts to improve efficiencies in the supply chain network, to mitigate rising costs of labour and fuel. Inventory and pricing controls are put in place to reduce the risk of fluctuations in raw material prices. The Company continues to digitally enable its processes across the value chain and bring in automation for greater transparency and better risk management.

INTERNAL CONTROL SYSTEM

The company remains committed to ensure an effective internal control that provides assurance on the efficiency of operations and security of assets. Your company's well established and robust internal audit processes, both at business and corporate levels, continuously monitor the effectiveness of the internal control environment across the company and the status of compliance with operating systems, internal policies and regulatory requirements. The company has also undertaken steps to implement new control measures in line with best global practices.

HUMAN RESOURCE DEVELOPMENT

Of all the resources available to the Company, Human Resource is the only asset that appreciates with time. In its continued efforts to nurture the best human talent, during the year the management continued with its strategy of imparting professional training to the executives and staff at various levels with a view to upgrade their competency and remove all levels of inefficiency in order to make the Company more competitive. This is not a luxury, but a necessity, if the Company has to survive in a globally competitive market, providing better product at better cost requires additional efforts to develop skills and efficiency in the new appointees to face the challenge.

For and on behalf of the Board of Directors

Date: 30th July, 2020
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

Sd/-
GIRDHAR SABOO
(Managing Director)
DIN: 00364750

Saboo Sodium Chloro Limited

ANNEXURE C

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24117RJ1993PLC007830
2.	Registration Date	22/11/1993
3.	Name of the Company	SABOO SODIUM CHLORO LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY, LIMITED BY SHARES
5.	Address of the Registered office & contact details	L -5, B-II, KRISHNA MARG, C-SCHEME, JAIPUR- 302001 RAJASTHAN, INDIA
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Beetal Financial & Computer Services (P) Ltd Beetal house, 3rd floor, 99, Madangir Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-62 Telephone no. 011 2996 1281/82 Fax: 011 2996 1284

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Salt Manufacturing	10798	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	None		

Saboo Sodium Chloro Limited

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual (Director)/ HUF	13052839	-	13052839	55.84	13052839	-	13052839	55.84	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	13052839	-	13052839	55.84	13052839	-	13052839	55.84	-
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	34600	34600	0.18	-	34600	34600	0.14	-0.04
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	34600	34600	0.18	-	34600	34600	0.14	-0.04
2. Non-Institutions									
a) Bodies Corp.	1606245	11400	1617645	6.68	947261	11400	958661	3.96	(2.72)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

Saboo Sodium Chloro Limited

i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	4026518	373317	4399835	18.19	4333464	367135	4700599	19.44	1.25
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3999985	31200	4031185	16.67	4465595	31200	4496795	18.59	1.92
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	80392	-	80392	0.33	61085	-	61.085	0.25	(0.08)
OCB	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	10045	-	10045	0.04	13531	-	13531	0.05	0.01
HUF	505941	-	505941	2.09	414390	-	414390	1.74	(0.38)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies -DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	10229126	450535	10679661	44.16	10235326	409735	10645061	44.019	(0.14)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	10229126	450535	10679661	44.16	10235326	444335	10679661	44.16	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	23712965	469535	24182500	100	23738165	444335	24182500	100	0.00

B. Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2019]			Shareholding at the end of the year [As on 31-March-2020]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	ARCHANA SABOO	2250000	9.30	-	2250000	9.30	-	-
2	GIRDHAR SABOO	11252839	46.53	-	11252839	46.53	-	-

* The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

* Shareholders listed under Sl. No. 1 to 3 are disclosed as promoters under regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on March 31, 2019.

C. Change in Promoters' Shareholding

Saboo Sodium Chloro Limited

SN	Particulars	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Archana Saboo	2250000	9.30	-	-	2250000	9.30
2.	Girdhar Saboo	11252839	46.53	-	-	11252839	46.53

D. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Chandra Shekhar Saboo	573085	2.99	573085	2.37
2.	DIPAK KANAYALAL SHAH	280000	1.16	300000	1.24
3	Bags Registry Services Pvt Ltd	295372	1.22	295100	1.22
4.	Manju Devi Saboo	272800	1.13	272800	1.13
5.	Deepak Sachdeva	251000	1.04	264000	1.09
6.	Madhu Agarwal	242103	1.00	242300	1.00
7.	Sharad Kanayalal Shah	191550	0.79	225001	0.93
8.	COMPUCOM TECHNOLOGIES PVT LTD	144159	0.60	217785	0.900
9.	MAHENDRA GIRDHARILAL	165250	0.68	166240	0.68
10.	VISHRUTI SABOO	151264	0.62	151264	0.62

E. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GIRDHAR SABOO	11252839	46.53	11252839	46.53

IV. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	264785859	37996	-	264823855
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	264785859	37996	-	295349646

Saboo Sodium Chloro Limited

Change in Indebtedness during the financial year				
* Addition	-	1332004	-	1332004
* Reduction	113397110	-	-	113397110
Net Change	(113397110)	1332004	-	(30487795)
Indebtedness at the end of the financial year				
i) Principal Amount	151388749	1370000	-	152758749
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	151388749	1370000	-	152758749

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors:

SN.	Particulars of Remuneration	Total Amount (per annum)	
		Girdhar Saboo (Managing Director)	Total
1	Gross salary	30,00,000	30,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Allowance	-	-
	Total (A)	3000000	3000000

B. Remuneration to other directors : No remuneration is paid to other Directors except sitting fees.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel (Per annum)			
		CEO	CS	CFO	Total
1	Gross salary	-	2,33,902	-	2,33,902
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-

Saboo Sodium Chloro Limited

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others specify...	-	-	-	-
5	Allowance	-	-	-	-
	Total	-	2,33,902	-	2,33,902

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company	None				
Penalty					
Punishment					
Compounding					
B. DIRECTORS	None				
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT	None				
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Date: 30th July 2020
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

Sd/-
GIRDHAR SABOO
(Managing Director)
DIN: 00364750

Saboo Sodium Chloro Limited

ANNEXURE- D

Particulars of contracts/arrangements made with related parties

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March 31, 2020)

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2020, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis:

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2020 are as follows:

Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms	Amount (In Cr.)
Purchases of Goods & Services				
Spectrum Foods Limited	Common Directors	Ongoing	As per RPT Policy guidelines	2.04

For and on behalf of the Board of Directors

**Date: 30th July, 2020
Place: JAIPUR**

**Sd/-
SANJAY SARNA
(Director)
DIN: 07052586**

**Sd/-
GIRDHAR SABOO
(Managing Director)
DIN: 00364750**

Saboo Sodium Chloro Limited

REPORT ON CORPORATE GOVERNANCE

1. **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance is about promoting corporate fairness, transparency, accountability and integrity of the management. It also aims to align, as nearly as possible, the interests of individuals, corporations and society and thereby enhancing the stakeholders' value. Good corporate governance practices have always been an integral part of the Company's philosophy. The commitment to good corporate governance practices predates the laws and mandates of the Securities and Exchange Board of India (SEBI) and the stock exchanges regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. Given below are the Company's corporate governance policies and practices:

2. **BOARD OF DIRECTORS**

The Board of Directors provides strategic direction and thrust to the operations of the Company, thereby enhancing the value of the stakeholders.

• **Composition**

The Board has an optimum combination of Executive and Non-Executive Directors, and is in conformity with the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 with the stock exchange, in which the Company's shares are listed. The composition of the Board as on March 31, 2019 was as under:

Category	No. of Directors	Percentage to Total No. of Directors
Executive Directors	2	33.33
Non-Executive Non Independent Directors	1	16.67
Non-Executive Independent Directors	3	50
TOTAL	6	100

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which he is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies.

• **Details of meeting held**

The Board met 12 times on the following dates during the financial year 2019-20:

QUARTERS	Date of Meeting
1 ST QUARTER	19.04.2019
	21.05.2019
	30.05.2019
2 ND QUARTER	12.08.2019
	04.09.2019
3 RD QUARTER	09.10.2019
	25.10.2019
	11.12.2019
	13.12.2019
4 TH QUARTER	13.01.2020
	13.02.2020
	20.03.2020

Saboo Sodium Chloro Limited

• Category and Attendance of Directors

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year 2019-20 and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee positions held by them in other Public Limited Companies as on March 31, 2020 are as follows:

Name of Directors	Category	Board Meetings attended during the year	Attendance at last AGM	Directorships in companies under Section 165 as on 31 st March, 2020			No. of other Committee positions held	
				Listed Public	Unlisted Public	Unlisted Private	Member	Chairman
Mr. Girdhar Saboo DIN: 00346750	Managing Director (Executive)	10	Yes	2	1	5	1	-
Mr. Bikash Kumar Lakhotia DIN: 01470180	Independent Director	10	Yes	1	-	-	3	-
Mr. Neeraj Kumar Agarwal DIN: 05358002	Independent Director	12	Yes	2	-	-	3	-
Mr. Sanjay Sarna DIN: 07052586	Independent Director	12	Yes	2	-	7	3	3
Mr. Durgesh Sharma DIN:08540732	Wholetime Director	2	Yes	1	-	-	-	-
Mrs. Bindu Saboo DIN: 08238638	Non Executive Director	3	Yes	2	-	-	-	-

- **Mrs. Bindu Saboo Resigned on 26.02.2020**
- **Mr. Durgesh Sharma was appointed on 12.08.2019 as additional director and regularized in the Annual General Meeting held on 28.09.2019.**

• Disclosure of relationship between directors inter-se:

None of the Directors are related inter-se.

Shareholding of Directors as on March 31, 2020 is as under:

Sr. No.	Name	No. of shares held	% of Paid-up Capital
1.	Mr. Girdhar Gopal Saboo DIN: 00364750	11252839	46.43
2.	Mrs. Bindu Saboo DIN: 08238638	NIL	-
3.	Mr. Bikash Kumar Lakhotia DIN: 01470180	25236	.001
4.	Mr. Neeraj Kumar Agarwal DIN: 05358002	NIL	-
5.	Mr. Sanjay Sarna DIN: 07052586	Nil	-

Saboo Sodium Chloro Limited

6.	Mr. Durgesh Sharma DIN: 08540732	Nil	-
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- **Board Business**

The normal business of the Board includes:

- framing and overseeing progress of the Company's annual plan and operating framework;
- framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation;
- reviewing financial plans of the Company;
- reviewing quarterly and annual business performance of the Company;
- reviewing the Annual Report and accounts for adoption by the Members;
- reviewing the progress of various functions and businesses of the Company;
- reviewing the functioning of the Board and its Committees;
- reviewing the functioning of the subsidiary companies;
- reviewing and resolving fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems or significant labour issues, if any;
- reviewing the details of significant development in human resources and industrial relations front;
- reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement;
- reviewing compliance with all relevant legislations and regulations and litigation status as well as steps taken by the Company to rectify instances of non-compliance, including materially important show cause, demand, prosecution and penalty notices, if any;
- reviewing Board Remuneration Policy and individual remuneration packages of Directors;

3. **AUDIT COMMITTEE**

The Audit Committee has been reconstituted as per Section 177(8) of the Companies Act, 2013 and the guidelines set out in the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2018. The terms of reference include:

- To investigate any activity within its terms of reference.
- To seek information from any employee/ records of the Company.
- To obtain outside legal or other professional advice.
- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Major accounting entries based on exercise of judgment by management.
- Compliance with accounting standards
- Compliance with Stock Exchange and legal requirements concerning financial statements.
- Any changes in accounting policies and practices.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Reviewing the adequacy of internal audit function.
- Discussion with internal auditor regarding any significant findings and follow up thereon.
- Discussion with external auditors before the audit commences the nature and scope. of audit as well as has post-audit discussion to ascertain any area of concern.
- Review the functioning of the Whistle Blower mechanism.
- Any other item referred to it by the Board.

- **Composition:**

Name	Designation	Category
Mr. Sanjay Sarna DIN: 07052586	Chairperson	Non-Executive & Independent Director
Mr. Bikash Kumar Lakhota DIN: 01470180	Member	Non-Executive & Independent Director

Saboo Sodium Chloro Limited

Mr. Neeraj Kumar Agarwal DIN: 05358002	Member	Non-Executive & Independent Director
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- **Meetings held:**

The committee met 5 times on the following dates during the financial year 2019-20:

Date of meetings:

21st May, 2019, 30th May, 2019, 12th August, 2019, 11th November, 2019, 2nd December 2020.

- **Category and Attendance of members:**

The names and categories of the Directors on the Committee, their attendance at the Meetings held during the Financial Year 2019-20 are as follows:

<i>Name</i>	<i>Category</i>	<i>Attendance</i>
Mr. Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	5
Mr. Bikash Kumar Lakhotia DIN: 01470180	Non-Executive & Independent Director	5
Mr. Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	5

Members of the Audit Committee have requisite financial and management expertise and have held or hold senior positions in other reputed organization.

The Statutory Auditors, Internal Auditors and the Compliance Officer are invited to attend and participate in the meeting of the Committee. The Compliance Officer acts as the Secretary to the Committee.

4. **NOMINATION AND REMUNERATION COMMITTEE**

The Company had merged the existing Nomination and Remuneration Committee in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and in pursuant to the provisions of Companies Act, 2013. The terms of reference of the remuneration committee includes among others:

- To review, assess and recommend to the Board the appointment of the executive and non-executive Directors and the compensation payable to him.
- To consider and recommend human resource policies relating to the compensation and performance management.

- **Composition:**

<i>Name</i>	<i>Designation</i>	<i>Category</i>
Mr. Sanjay Sarna DIN: 07052586	Chairperson	Non-Executive & Independent Director
Mr. Bikash Kumar Lakhotia DIN: 01470180	Member	Non-Executive & Independent Director
Mr. Neeraj Kumar Agarwal DIN: 05358002	Member	Non-Executive & Independent Director

- **Meetings held :**

The committee met 4 times on the following dates during the financial year 2019-20:

Date of meetings: 30th May 2019, 12th August 2019, 23rd October 2019, 20th January 2020.

- **Category and Attendance of members:**

The names and categories of the Directors on the Committee, their attendance at the Meetings held during the Financial Year 2019-20 are as follows:

Saboo Sodium Chloro Limited

Name	Category	Attendance
Mr. Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	4
Mr. Bikash Kumar Lakhota DIN: 01470180	Non-Executive & Independent Director	4
Mr. Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	4

REMUNERATION OF THE DIRECTORS:

The Non - Executive Directors do not draw any remuneration except the sitting fees. The details of the remuneration payable to the Executive Directors for the financial year 2019-20 are:

Name of Director	Salary (Rs.) per annum	Benefits Perquisites and Allowance	Commission	Notice Period/ Severance fees*
Mr. Girdhar Saboo (Managing Director) DIN: 00364750	30,00,000	-	-	Service of managing and Whole Time Director may be terminated by giving notice. There is no separate provision for payment of Severance fees.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Board of Directors constituted the shareholders/ investors' grievance committee to look into redressal of investors' complaints like share transfers, non-receipt of annual reports, issue of duplicate share certificate, transfer and transmission of shares and other allied transactions. Its scope also includes delegating the powers to the executives of Company/ share transfer agents to process share transfers etc.

- **Constitution of Shareholders/ Investors Grievance Committee is as under:**

Name	Designation	Category
Mr. Sanjay Sarna DIN: 07052586	Chairman	Non-Executive & Independent Director
Mr. Girdhar Saboo DIN: 00364750	Member	Executive Director
Mr. Neeraj Agarwal DIN: 05358002	Member	Non-Executive & Independent Director

Meetings held:

The committee met 4 times on the following dates during the financial year 2019-20:

Date of meetings: 11th April, 2019, 19th July, 2019, 31st December 2019 and 20th March, 2020.

Category and Attendance of members:

The names and categories of the Directors on the Committee, their attendance at the Meetings held during the Financial Year 2019-20 are as follows:

Name	Category	Attendance
------	----------	------------

Saboo Sodium Chloro Limited

Mr. Girdhar Saboo DIN: 00364750	Executive Director	4
Mr. Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	4
Mr. Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	4

Status of Investor Complaints

During the year under review, neither any complaint was pending as on 31st March, 2020. nor was any complaint received.

6. MEETING OF INDEPENDENT DIRECTORS

A Separate meeting of the Independent Directors was held on 20.02.2020, inter-alia, to discuss evaluation of the performance of Non-Independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors and the evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole and Chairman of the Company. Inputs and suggestions received from the Directors were considered at the Board meeting and have been implemented.

7. LEAD INDEPENDENT DIRECTOR

The Board has appointed Mr. Sanjay Sarna, Chairperson of the Independent Directors Meeting, as the Lead Independent Director. The role of the Lead Independent Director is to provide leadership to the Independent Directors, liaise on behalf of the Independent Directors and ensure the Board's effectiveness to maintain high-quality governance of the organisation and the effective functioning of the Board.

8. GENERAL BODY MEETINGS

(A) Annual General Meeting

a) The details of Annual General Meetings held in the last three years are given below:

Date	Time	Venue
27.09.2017	1.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
27.09.2018	1.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
28.09.2019	4.30 P.m	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.

b) Special Resolutions passed during last three Annual General Meetings

Date	Meeting	Special resolutions passed with requisite majority
27.09.2017	AGM	NIL
27.09.2018	AGM	NIL
28.09.2019	AGM	1.To approve related party transaction. 2. To Reappoint Neeraj Kumar Agarwal as independent Director. 3. To re appoint Bikash Kumar Lakhotia as independent

Saboo Sodium Chloro Limited

		Director 4. To give loan, make investment and provide guarantee under section 186 of Companies Act 2013.
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(B) Extra Ordinary General Meeting during the year- Nil

9. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put on the Company's website (www.suryasalt.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Company's Chairman and Managing Director is published in this Report.

10. ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

11. OBSERVANCE OF THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

The Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal and Board's Report. Although these standards, as of now, are recommendatory in nature, the Company substantially adheres to these standards voluntarily.

12. PROHIBITION OF INSIDER TRADING

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

13. DISCLOSURES

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their relatives etc. that may have potential conflict with the interests of the Company at large.

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Saboo Sodium Chloro Limited

In accordance with requirement of Companies Act as well as Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

14. RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

15. MEANS OF COMMUNICATION

In compliance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after they are taken on record by the Board. Moreover, the said results were put up on the BSE website, apart from being published in newspaper.

16. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting for the Financial Year 2019-20:

Date:	Sunday, 27th September, 2020
Venue:	L-5, B-II, Krishna Marg, C-Scheme, Jaipur-302001
Time:	12:00 PM

b. Financial Calendar

The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2020 were held the following dates:

Result for the qtr ending June 30, 2019	12 th August, 2019
Result for the qtr ending Sep 30, 2019	12 th November, 2019
Result for the qtr ending Dec 31, 2019	13 th February, 2020
Audited Result if any for the current year ending Mar 31, 2020	30 th July, 2020

c. Book Closure Date

The Share Transfer Register of the Company remains closed from 22nd September, 2020 to 27th September, 2020 (both days inclusive) for the purpose of AGM.

d. Listing of Equity Shares in Stock Exchange

The shares of the Company are Listed at Bombay Stock Exchange.

e. Market Price data

The high and low prices of every month during the financial year 2019-20 are given below:

Saboo Sodium Chloro Limited

Month	High Price	Low Price	No. of Shares	No. of trades
Apr-19	8.47	7.01	246500	1573
May-19	7.77	6.3	143745	595
June-19	7.68	5.7	93996	421
Jul-19	7.4	4.8	348931	2866
Aug-19	6.87	4.65	233810	1947
Sep-19	6.3	4.75	452900	2735
Oct-19	5.88	4.3	50443	365
Nov-19	5.55	4.51	161515	1104
Dec-19	5.4	4.19	85593	366
Jan-20	7.5	4.53	749095	3995
Feb-20	5.5	4.5	170735	1643
Mar-20	5.4	2.27	431510	1688

Source: BSE website

f. REGISTRAR & SHARE TRANSFER AGENT

Address & Correspondence:

M/s Beetal Financial & Computer Services (P) Ltd
 Beetal house, 3rd floor, 99, Madangir
 Behind Local Shopping Centre
 Near Dada Harsukhdas Mandir, New Delhi-62
 Telephone no. 011 2996 1281/82

g. SHARE TRANSFER SYSTEM

With a view to expedite the process of share transfers, the Board of Directors of the Company has delegated the power of share transfer to Shareholders' & Investor Grievances Committee. As on date all the work related to the shares both held in physical and electronic form is handled by RTA. All correspondences are to be directed to the RTA at the address mentioned above. The correspondences may also be sent at the Company's address which will be sent by the Company to RTA. Share transfer is normally affected within the maximum period of 30 days from the date of receipt, if all required documentation is submitted.

h. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020

Shareholding of Nominal value	Number of Shareholders	% of Total	No. of Shares	Amount in Rs.	% of Total
Up to 5000	3242	65.10	671994	6719940	2.7788
5001 to 10000	658	13.21	578256	5782560	2.3912
10001 to 20000	411	8.25	659369	6593690	2.7266
20001 to 30000	196	3.93	505977	5059770	2.0923
30001 to 40000	85	1.70	303737	3037370	1.2560
40001 to 50000	88	1.76	419157	4191570	1.7333
50001 to 100000	159	3.19	1178167	11781670	4.8720
100001 & Above	141	2.83	19865843	198658430	82.1497
Total	4980	100	24182500	241825000	100

i. SHARE HOLDING PATTERN AS ON 31ST MARCH, 2020

Saboo Sodium Chloro Limited

DESCRIPTION	HOLDER	SHARES	%TAGE
INDIAN PROMOTER - INDIVIDUAL	2	13502839	55.84
TOTAL (A)	2	13502839	55.84
MUTUAL FUNDS	5	34600	0.14
RESIDENT INDIVIDUAL	4716	9197394	38.03
BODIES CORPORATE	63	958661	3.96
CLEARING MEMBER	9	13531	0.06
N R I - NON - REPARTRIABLE	5	6500	0.03
RESIDENT INDIVIDUALS-HUF	160	414390	1.71
NRI- REPATRIABLE	20	54585	0.23
TOTAL (B)	4978	10679661	44.16
TOTAL (A+B)	4980	24182500	100.00

m. DEMATERIALISATION OF SHARES

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on 31st March 2020, 23738165 equity shares of the Company forming 98.14% of the share capital of the Company stand dematerialized.

o. LIQUIDITY OF SHARES

The Equity Shares of the Company have been regularly traded at Bombay Stock Exchange.

n. PLANT LOCATIONS

1. Village Govindi, Nawa City, Distt: Nagour 341509 (Rajasthan)
2. Survey No.416, Village Moti Chirai, Taluka Bachau, Gandhidham(Gujarat)

p. CREDIT RATINGS

Credit Rating in respect of Bank Loans of the Company was received on 30th April, 2018 from Brickwork Ratings India Pvt. Ltd. and the rating assigned to the Company is BWR BB ((Pronounced As : BWR DOUBLE B) Outlook: Stable Reaffirmation.

17. RECONCILIATION OD SHARE CAPITAL AUDIT

For each of the quarter in the financial year 2019-20, M/s Naredi Vinod & Associates, Company Secretaries, Jaipur carried out secretarial audits to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The audit report confirm that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

18. DISCLOSURE OF PENDING CASES /INSTANCES OF NON-COMPLIANCE

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

19. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, Company has adopted Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 for the Financial Year Commencing from 01st April, 2018 as notified by the Ministry of Corporate Affairs. The significant

Saboo Sodium Chloro Limited

accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

20. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Company's Secretarial Auditors, M/s. **Naredi Vinod & Associates (Company Secretaries)** confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

21. COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS UNDER LISTING REGULATIONS

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- **Audit Qualification**

The Company is in the regime of unqualified financial statements with unmodified opinion.

- **Reporting of Internal Auditor**

The Internal Auditor directly reports to the Audit Committee on functional matters.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

22. SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Audit for the financial year 2019-20 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

23. CEO/CFO CERTIFICATE

The Chairman and Managing Director and the Chief Financial Officer of the company give annual certification on financial reporting and internal controls on the Board in terms of Regulation 17(8) of the Listing Regulations. The Annual Certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this report.

24. OTHER DISCLOSURES

- a) During the year ended 31st March, 2020 there were material related party transactions as per regulation 23 of SEBI (LODR) Regulations, 2015, which were done in the ordinary course of business and at Arms' length Price and with the prior approval of the Audit committee.
- b) Details of establishment of Vigil Mechanism:
The Board of Directors of the Company had adopted the Vigil Mechanism Policy. A mechanism has been established for all stakeholders including Directors, employees, vendors and suppliers to report concerns about unethical behaviour, actual or suspected fraud, or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimisation of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases The Audit Committee reviews periodically the functioning of Vigil Mechanism Policy. No personnel has been denied access to the Audit Committee. A copy of the Vigil Mechanism Policy is also available on the website of the Company: www.suryasalt.com under corporate policies. The company has not received any complaint during the Financial Year ended 31.03.2020.
- c) Details of non-compliance:
A Statement on Compliance with all Laws and Regulations as certified by the Managing Director and Company Secretary is placed at periodic intervals for review of the Board. There were no instances of non-compliance, penalty or strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years No penalty has

Saboo Sodium Chloro Limited

been imposed by any Stock Exchange, SEBI or any other regulatory authority nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital markets over the last three years.

- d) The policy on dealing with related party transactions is available on the website of the Company: www.suryasalt.com under corporate governance.
- e) The Company has adopted the policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: www.suryasalt.com under corporate policies.
- f) The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended 31.03.2020.
- g) There has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company during the year under review.
- h) The Company Complied with the requirements of Schedule V Corporate Governance Report sub-paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- i) Details of Compliance with Mandatory Requirements and adoption of Discretionary Requirements The Company has complied with all the mandatory requirements of Corporate Governance as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With regard to discretionary requirements, the Company has adopted clauses relating to the following:
- i) Board: The Company has Non-Executive Chairperson and position of Chairman, Managing Director are held by separate Directors.
- ii) Reporting of Internal Auditor: Internal Auditors reports directly to the Audit Committee.
- j) Code of Conduct and Business Ethics
The Company has adopted a Code of Conduct and Business Ethics for Directors and Senior Management of the Company, as required under Regulation 17(5)(a) of the Listing Regulations. The Board has laid down Code of Conduct policy covering the ethical requirements to be complied with covering all the Board members and all employees of the Company. An affirmation of compliance with the code is received from them on an annual basis. The Code has been displayed on the Company's website www.suryaslt.com/corporate_governance/ miscellaneous.
- k) Disclosure with respect to Demat suspense account/unclaimed suspense account: The Company does not have any of its shares lying in demat/unclaimed suspense account.
- l) Details of total fees paid to Statutory Auditors:
A sum of Rs. 45,000/- was paid by the Company to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part as fees for all the services rendered by him.

For and on behalf of the Board of Directors

Date: 30th July, 2020
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

Sd/-
GIRDHAR SABOO
(Managing Director)
DIN: 00364750

Saboo Sodium Chloro Limited

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Board of Directors and Senior Management Personnel.

I confirm that the Company has, in respect of the financial year ended March 31, 2020, received from the members of the Board and the senior management team of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

Place: Jaipur
Date: 30th July, 2020

Sd/-
GIRDHAR SABOO
(Managing Director)
DIN: 00364750

Saboo Sodium Chloro Limited

CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO)

To,
The Board of Directors
Saboo Sodium Chloro Limited

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Saboo Sodium Chloro Limited ("the Company"), to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2020 and to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- e. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - i. significant changes, if any, in the internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place: Jaipur
Date: 30th July, 2020

Sd/-
GIRDHAR SABOO
Managing Director
DIN: 00364750

Sd/-
V.P. GAGRANI
Chief Financial Officer

Saboo Sodium Chloro Limited

REPORT OF THE AUDIT COMMITTEE

To,
The Shareholders,
Saboo Sodium Chloro Limited,
Jaipur

1. The Audit Committee of the Board of Directors comprises of 3 Directors (Non-Executive Independent Directors) of the Company. The Committee operates under a written charter adopted by the Board of Directors, and has been vested with all the powers necessary to effectively discharge its responsibilities.
2. The committee has primary responsibility for the financial statements and reporting process including the systems of internal controls. During the year, the Committee discussed with the Company's auditors about the overall scope and plans for their audit. The Committee also discussed the result of their examination, their evaluation of the Company's internal controls and the overall quality of the Company's financial reporting.
3. In fulfilling its oversight responsibilities, the committee has reviewed and discussed the Company's audited financial statements with the management. Relying on the review and discussions with the management and the auditors, the Audit Committee believes that the Company's financial statements are fairly presented in all material aspects.
4. The Company's Code of Business Conduct and Ethics has the mechanism whereby no personnel intending to make a complaint relating to Securities and financial reporting shall be denied access to the Audit Committee.

Place: Jaipur
Date: 30th July, 2020

Sd/-
Sanjay Sarna
(Chairman)
Audit Committee

Saboo Sodium Chloro Limited

DECLARATION OF INDEPENDENCE

[Pursuant to Sec 149(7) of the Companies Act, 2013]

Date: 31.03.2020

To,
The Board of Directors
Saboo Sodium Chloro Limited
Surya House, L-5, B-II, Krishna Marg
C-scheme, Jaipur (Raj.)-302001

Dear Sir,

Pursuant to section 149 (7) of the Companies Act, 2013, I, **Sanjay Sarna (DIN: 07052586)**, S/o Late Mr. Som Nath Sarna, aged 44 years, resident of 72, New Rajapark, Ramgali No.7, Ward No. 31 Jaipur, 302004, Rajasthan, India, being an Independent Director in Saboo Sodium Chloro Limited (hereinafter being referred as **the Company**) the date of appointment was 23.12.2014, hereby declare that I fully meet the criteria as mentioned under section 149(6) of the companies Act, 2013 and such other rules & laws as may be applicable in this regards including the Listing agreement entered into by and between the company & the Stock Exchanges :

I hereby further declare **THAT-**

1. I am not/have never been a promoter of the company or its holding, subsidiary or associate company;
2. I am not/have never been **related** to promoters or directors or persons occupying management position at the board level or one level below the board in the company, its holding, subsidiary or associate company;
3. I am not/have never been in **pecuniary relationship or transaction** with the company, its holding, subsidiary or associate company, or their promoters, or directors, or senior management during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has/had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or its promoters, or directors, amounting to two per cent. or more of its gross turnover during the two immediately preceding financial years or during the current financial year;
5. Neither me nor any of my relatives-
 - a) Holds or have held the position of a key managerial personnel or have been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which I was appointed as Independent Director in the company;
 - b) Have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed as Independent Director in the company, of a firm of Statutory auditors or Internal auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
 - c) Hold together with my relatives two per cent or more of the total voting power of the company;
 - d) Are a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its

Saboo Sodium Chloro Limited

holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company.

6. I hereby undertake that the above is true to the best of my knowledge and understanding.
7. I hereby further undertake that as and when any circumstances arise which makes me lose my independence, I shall immediately inform the Board about the same.

Thanking You,
Yours Faithfully,
-sd-
Sanjay Sarna
(DIN: 07052586)
Independent Director

Saboo Sodium Chloro Limited

DECLARATION OF INDEPENDENCE

[Pursuant to Sec 149(7) of the Companies Act, 2013]

Date: 31.03.2020

To,
The Board of Directors
Saboo Sodium Chloro Limited
Surya House, L-5, B-II, Krishna Marg
C-scheme, Jaipur (Raj.)-302001

Dear Sir,

Pursuant to section 149 (7) of the Companies Act, 2013, I, **Neeraj Kumar Agarwal (DIN: 05358002)**, S/o Mr. Ramesh Chand Agarwal, aged 61 years, resident of house no. KA-161, 2nd Floor, Sector no. 12 Pratap Vihar, Tehsil-sadar, Ghaziabad-201009, Uttar Pradesh, India, being an Independent Director in Saboo Sodium Chloro Limited (hereinafter being referred as **the Company**) the date of appointment was 23.01.2013, hereby declare that I fully meet the criteria as mentioned under section 149(6) of the companies Act, 2013 and such other rules & laws as may be applicable in this regards including the Listing agreement entered into by and between the company & the Stock Exchanges :

I hereby further declare **THAT-**

1. I am not/have never been a promoter of the company or its holding, subsidiary or associate company;
2. I am not/have never been **related** to promoters or directors or persons occupying management position at the board level or one level below the board in the company, its holding, subsidiary or associate company;
3. I am not/have never been in **pecuniary relationship or transaction** with the company, its holding, subsidiary or associate company, or their promoters, or directors, or senior management during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has/had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or its promoters, or directors, amounting to two per cent. or more of its gross turnover during the two immediately preceding financial years or during the current financial year;
5. Neither me nor any of my relatives-
 - a) Holds or have held the position of a key managerial personnel or have been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which I was appointed as Independent Director in the company;
 - b) Have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed as Independent Director in the company, of a firm of Statutory auditors or Internal auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
 - c) Hold together with my relatives two per cent or more of the total voting power of the company;
 - d) Are a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its

Saboo Sodium Chloro Limited

holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company.

6. I hereby undertake that the above is true to the best of my knowledge and understanding.
7. I hereby further undertake that as and when any circumstances arise which makes me lose my independence, I shall immediately inform the Board about the same.

Thanking You,

Yours Faithfully,

-sd-

Neeraj Kumar Agarwal
(DIN: 05358002)
Independent Director

Saboo Sodium Chloro Limited

DECLARATION OF INDEPENDENCE

[Pursuant to Sec 149(7) of the Companies Act, 2013]

Date: 31.03.2020

To,
The Board of Directors
Saboo Sodium Chloro Limited
Surya House, L-5, B-II, Krishna Marg
C-scheme, Jaipur (Raj.)-302001

Dear Sir,

Pursuant to section 149 (7) of the Companies Act, 2013, I, **Bikash kumar Lakhotia (DIN: 01470180)**, S/o Mr. Binod Kumar Lakhotia, aged 44 years, resident of house no. 6A, Iron Side Road, PO- Ballygunge, Kolkata 700019, West Bengal, India, being an Independent Director in Saboo Sodium Chloro Limited (hereinafter being referred as **the Company**) the date of appointment was 30.01.2009, hereby declare that I fully meet the criteria as mentioned under section 149(6) of the companies Act, 2013 and such other rules & laws as may be applicable in this regards including the Listing agreement entered into by and between the company & the Stock Exchanges :

I hereby further declare **THAT-**

8. I am not/have never been a promoter of the company or its holding, subsidiary or associate company;
9. I am not/have never been **related** to promoters or directors or persons occupying management position at the board level or one level below the board in the company, its holding, subsidiary or associate company;
10. I am not/have never been in **pecuniary relationship or transaction** with the company, its holding, subsidiary or associate company, or their promoters, or directors, or senior management during the two immediately preceding financial years or during the current financial year;
11. None of my relatives has/had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or its promoters, or directors, amounting to two per cent. or more of its gross turnover during the two immediately preceding financial years or during the current financial year;
12. Neither me nor any of my relatives-
 - e) Holds or have held the position of a key managerial personnel or have been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which I was appointed as Independent Director in the company;
 - f) Have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed as Independent Director in the company, of a firm of Statutory auditors or Internal auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
 - g) Hold together with my relatives two per cent or more of the total voting power of the company;
 - h) Are a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its

Saboo Sodium Chloro Limited

holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company.

13. I hereby undertake that the above is true to the best of my knowledge and understanding.

14. I hereby further undertake that as and when any circumstances arise which makes me lose my independence, I shall immediately inform the Board about the same.

Thanking You,

Yours Faithfully,

-sd-

Bikash Kumar Lakhota

(DIN: 01470180)

Independent Director

Saboo Sodium Chloro Limited

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Saboo Sodium Chloro Limited
Surya House, L-5, B-II, Krishna Marg
C-Scheme, Jaipur-302001 (Raj.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Saboo Sodium Chloro Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Saboo Sodium Chloro Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Saboo Sodium Chloro Limited** ("the Company") for the financial year ended on **31st March, 2020** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
 - v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit Period)**
 - viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
 - ix) The Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations, 2015

Saboo Sodium Chloro Limited

6. The EPF & Misc. Provisions Act, 1952;

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.;
- b. The Listing Agreements entered into by the Company with Bombay Stock Exchange with respect to 2Guity Shares listed on the Stock Exchange.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as follows:

Sr. No	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent by hand/ Email at least seven days in advance or at a shorter notice subject to the compliances under the Companies Act 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3) Resolutions were passed at all the Meetings by the requisite majority and there were no instance of the dissent which were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Jaipur
Date: 29th July, 2020

Vinod Kumar Naredi
For Naredi Vinod and Associates
Company Secretaries
ACS 20453
CP No. 7994

UDIN number A020453B000522251

Note: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

Saboo Sodium Chloro Limited

Annexure to the Secretarial Audit Report

To,
The Members,
Saboo Sodium Chloro Limited
Surya House, L-5, B-II, Krishna Marg
C-Scheme, Jaipur-302001 (Raj.)

We have appointed as Secretarial Auditor of the Company for conducting Secretarial Audit as per provision of Companies Act 2013 for Financial Year 2019-2020, we would like to inform that our report dated 29/07/2020, in this regards is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur
Date: 29th July, 2020

Vinod Kumar Naredi
For Naredi Vinod and Associates
Company Secretaries
ACS 20453
CP No. 7994

Saboo Sodium Chloro Limited

CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE

(Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

Saboo Sodium Chloro Limited

Surya House, L-5, B-II, Krishna Marg C-
Scheme, Jaipur-302001 (Raj.)

We have reviewed the compliance of conditions of Corporate Governance by Saboo Sodium Chloro Limited, for the year ended 31st March, 2020, as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

No investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 01/09/2020

Place: Jaipur

**For Naredi Vinod and Associates
Company Secretaries**

(Vinod Kumar Naredi)

Prop.

ACS 20453

CP No. 7994

UDIN number A020453B000656088

Saboo Sodium Chloro Limited

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

Saboo Sodium Chloro Limited

Surya House, L-5, B-II, Krishna
Marg C-Scheme, Jaipur-302001
(Raj.)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Saboo Sodium Chloro Limited (hereinafter referred to as 'the Company') having CIN: L24117RJ1993PLC007830 and having registered office at Surya House, L-5, B-II, Krishna Marg C-Scheme, Jaipur-302001 (Raj.), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of the Director	Designation	DIN
1.	Mr. Girdhar Gopal Saboo	Managing Director	00364750
2.	Mr. Sanjay Sarna	Independent Director	07052586
3.	Mr. Neeraj Kumar Agarwal	Independent Director	05358002
4.	Mr. Bikash Kumar Lakhota	Independent Director	01470180
5.	Mrs. Bindu Saboo	Women Director	08238638 UP TO 26/02/2020
6.	Mr. Durgesh Sharma	Independent Director	08540732

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: 01/09/2020

Vinod Kumar Naredi
For Naredi Vinod and Associates
Company Secretaries
ACS 20453
CP No. 7994

UDIN number A020453B000656022



INDEPENDENT AUDITORS' REPORT

To,
The Members of
SABOO SODIUM CHLORO LIMITED
Jaipur

Report on the Financial Statements

We have audited the accompanying financial statements of Saboo Sodium Chloro Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

Saboo Sodium Chloro Limited

opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2020;

- (a) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (b) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure A**, a statement on the matters specified in the paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f) With respect to the adequacy of the Internal Financial Controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B**.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.30 to the financial statements.

Saboo Sodium Chloro Limited

- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For P. K. S. & CO.
Chartered Accountants
FRN – 007007C

[Piyush Kumar Singhi]
Partner
M. No. 075922

Place: Jaipur
Date: 30th July, 2020

Saboo Sodium Chloro Limited

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section our report of even date to the members of SABOO SODIUM CHLORO LIMITED on the financial statements for the year ended 31st March 2020

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Saboo Sodium Chloro Limited ('the Company') as of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial control with reference to financial statements included obtaining an understanding of internal financial control with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial

Saboo Sodium Chloro Limited

control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2020, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **P. K. S. & CO**
Chartered Accountants
FRN – 007007C

[Piyush Kumar Singhi]
Partner
M. No. 075922

Place: Jaipur
Date: 30th July, 2020

Saboo Sodium Chloro Limited

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph (1) of 'Report on other Legal and Regulatory Requirements' of our Independent Auditors' Report of even date to the members of the Saboo Sodium Chloro Limited, Jaipur on the Financial statements for the year ended on 31st March, 2020, we report that:

- (i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipments).
 - b) As explained to us, the fixed assets (property, plant and equipments) have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) With respect to immovable properties of acquired land and building that are freehold according to the information and explanation given to us. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company, where the company is the lessee in the agreement.
- (ii) As per the information and explanation given to us, the Company's management has carried out physical verification of inventory at regular intervals. No material discrepancies were noticed on such physical verification.
- (iii) The Company has granted loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under section 189 of the Companies Act, 2013 hence reporting as under:
 - A) The term and conditions of grant of such loan are, in our opinion, prime facie not prejudicial to the company's interest.
 - B) The schedule of repayment of principal and payment of interest has been not stipulated. As per explanation received loans are given without interest.
 - C) In view of not stipulation on interest and repayment amount of overdue not ascertainable as the end of year.
- (iv) In our opinion and according to the information and explanations given to us, during the year the company has complied with the provision of section 185 and section 186 of the act in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the act and the Companies (Acceptance of Deposit) Rules, 2016 with regard to the deposits accepted from the public are not applicable. According to the information and explanations given to us, no Order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.
- (vi) As Informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub- section (1) of section 148 of the Act, in respect of the activities carried on by the company.

Saboo Sodium Chloro Limited

(vii)

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, goods & service tax, duty of customs, duty of excise, value added tax, GST, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March 2020 for a period of more than six months from the date when they became payable.
- b) On the Basis of information and explanation given to us, details of dues of Income-tax, Sales-Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax which have not been deposited as on 31st March 2020 on account of disputes are given below:
Annexure I

S. No.	Name of Statute	Nature of dues	Forum where dispute is pending	Demand (in Rs.)	Amount deposited (under Protest) (in Rs.)
1	Income Tax Act, 1961	Income Tax Demand (TDS) for A.Y. 2015-16		294451.00	294451.00
2	Income Tax Act, 1961	Income Tax Demand (TDS) for A.Y. 2016-17		36727.50	36727.50
3	Income Tax Act, 1961	Income Tax Demand for A.Y. 2017-18		6716.00	6716.00
4	Income Tax Act, 1961	Income Tax Demand (TDS) for A.Y. 2018-19		8698.50	8698.50
5	Income Tax Act, 1961	Prior Years		430754.98	430754.98

(viii) Based on examination of books of accounts and information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution or bank. Company has not issued any debentures; hence nothing is due to debenture holders.

(ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3(ix) of the order are not applicable to the company

Saboo Sodium Chloro Limited

and hence not commented upon.

- (x) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The company is not a Nidhi Company; hence reporting under this clause is not applicable.
- (xiii) The Company has complied with the provisions of Section 177 and section 188 of the Act, wherever applicable. Details of the transactions with the related parties have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the order are not applicable to the company and hence not commented upon.
- (xv) Based upon the audit procedure performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him as covered under section 192 of Companies Act, 2013. Accordingly, the provisions of clause 3(xv) of the order are not applicable to the Company and hence not commented upon.
- (xvi) According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the order is not applicable to the company.

For **P. K. S. & CO**
Chartered Accountants
FRN – 007007C

[Piyush Kumar Singhi]
Partner
M. No. 075922

Place: Jaipur
Date: 30th July, 2020

Saboo Sodium Chloro Limited

BALANCE SHEET AS AT 31st March, 2020			
	Note	As at	As at
		31st March 2020	31st March 2019
		(in Rs.)	(in Rs.)
I. EQUITY AND LIABILITIES			
Shareholders Fund			
(1) Share Capital	2	24,18,25,000.00	24,18,25,000.00
(a) Share Application Money		-	-
(b) Reserve & Surplus	3	4,90,12,655.33	4,79,58,338.59
		29,08,37,655.33	28,97,83,338.59
(2) Non-current Liabilities			
(a) Long Term Borrowings	4	15,27,58,749.00	16,46,27,629.10
(b) Deferred Tax Liabilities	5	1,64,62,835.00	1,64,62,835.00
(c) Long Term Provision	6	14,74,288.00	14,74,288.00
		17,06,95,872.00	18,25,64,752.10
(3) Current Liabilities			
(a) Short Term Borrowings & Advances	7	10,28,18,849.35	10,08,09,186.19
(b) Trade Payables	8	3,89,94,513.09	2,73,67,055.17
(c) Other Current Liabilities	9	54,23,497.90	54,07,515.15
(d) Short Term Provisions	10	76,86,272.96	76,96,984.00
		15,49,23,133.30	14,12,80,740.51
Total Liabilities		61,64,56,660.63	61,36,28,831.20
II. ASSETS			
(1) Non-current Assets			
(a) Property, Plant & Equipment	11		
(I) Tangible Assets		16,87,93,256.49	18,30,18,104.49
(II) Intangible Assets		1,18,200.00	1,18,200.00
(III) Capital Work In Progress		4,76,63,545.00	4,76,63,545.00
		21,65,75,001.49	23,07,99,849.49
(b) Non Current Investments	12	1,12,15,003.54	1,12,15,003.54
(c) Long Term Loans & Advances	13	3,83,66,138.42	1,31,96,284.36
(d) Other Non-current Assets	14	-	-
		4,95,81,141.96	2,44,11,287.90
(2) Current Assets			
(a) Current Investments	15	30,29,238.00	46,06,780.00
(b) Inventories	16	15,74,95,772.00	14,05,17,891.15
(c) Trade Receivables	17	6,53,38,753.21	6,30,56,837.95
(d) Cash & Cash Equivalents	18	22,21,487.94	8,64,610.86
(e) Short Term Loans & Advances	19	12,20,09,050.03	14,88,70,679.25
(f) Other Current Assets	20	2,06,216.00	5,00,894.60
		35,03,00,517.18	35,84,17,693.81
Total Assets		61,64,56,660.64	61,36,28,831.20
Significant Accounting Policies & Notes on Financial Statements	1		

Saboo Sodium Chloro Limited

The notes referred above from an integral part to financial statements.				
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As per our report of even date

For P.K.S.& Co.

Chartered Accountants

Firm Reg. No.007007C

For and on behalf of the Board of Directors

Piyush Kumar Singhi

Partner

Membership No.075922

Jaipur, July, 30th, 2020

Managing Director

Girdhar Gopal Saboo

DIN: 00364750

Director

Sanjay Sarna

DIN:07052586

Saboo Sodium Chloro Limited

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31ST MARCH 2020

	<i>Note</i>	Year Ended 31st March 2020 <i>(in Rs.)</i>	Year Ended 31st March 2019 <i>(in Rs.)</i>
(I) Revenue from operations	21	28,28,51,195.85	26,93,01,442.65
(II) Other Income	22	71,83,434.69	2,22,27,154.79
Total Revenue		29,00,34,630.54	29,15,28,597.44
(III) Expenses:			
Cost of materials consumed	23	13,72,98,397.19	9,34,31,627.59
Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	(1,44,21,364.91)	4,55,76,109.45
Employee benefit expense	25	81,12,573.00	1,51,97,921.00
Financial costs	26	2,98,60,531.99	2,99,67,367.09
Depreciation and amortization expense	11	1,69,12,121.00	1,46,63,363.04
Other expenses	27	11,10,04,251.52	8,78,91,449.26
Total Expenses		28,87,66,509.79	28,67,27,837.43
Profit and Loss before tax		12,68,120.75	48,00,760.01
Short/ (Excess) Provision for Earlier Year			
Tax expense:			
Current tax <i>(Provision)</i>		2,13,804.00	9,81,795.00
Deferred tax <i>(Provision)</i>			1,16,876.00
Total Tax Expenses		2,13,804.00	10,98,671.00
Profit and Loss after Tax for the Period		10,54,316.75	37,02,089.01
Earning per equity share:			
Basic		0.04	0.15
Diluted	32	0.04	0.15

Summary Of Significant Accounting Policies

As per our report of even date attached

For P.K.S. & Co.

Chartered Accountants

Firm Reg. No.007007C

For and on behalf of the Board of Directors

Piyush Kumar Singhi

Partner

Membership No.075922

Jaipur, July, 30th, 2020

Managing Director

Girdhar Gopal Saboo

DIN: 00364750

Director

Sanjay Sarna

DIN:07052586

Saboo Sodium Chloro Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.3.2020

(Annexed to the Balance Sheet for FY 2019-20)

PARTICULARS	31.03.2020	31.03.2019
A. Cash Flow from Operating Activities		
Net Profit before Tax and extraordinary items	12,68,120.75	48,00,760.01
<i>Adjustments for :</i>		
Depreciation	1,69,12,121.00	1,46,63,363.04
Dividend received	-	-
Interest (Income)	10,73,114.87	12,50,771.00
Profit on sale of fixed assets	-	1,45,342.00
Interest Expense	2,90,39,306.00	2,95,91,335.12
Operating Profit before Working Capital Changes	4,82,92,662.62	5,04,51,571.17
<i>Adjustments for :</i>		
Decrease/(Increase) in Inventories	(1,69,77,880.86)	1,96,12,360.10
Decrease/(Increase) in Trade & Other Receivables	(22,81,915.26)	3,01,00,287.05
Decrease/(Increase) in Other Assets	2,94,678.60	(41,521.60)
Increase/(Decrease) in Current Liability	1,16,32,729.63	(1,97,01,407.94)
Preliminary Exp. Not Written Off	-	-
Cash Generated From Operations	4,09,60,274.73	8,04,21,288.78
Income Tax	(2,13,804.00)	(9,81,795.00)
Net Cash from Operating Activities	4,07,46,470.73	7,94,39,493.78
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(26,87,274.00)	(72,49,446.13)
Proceeds from sale of fixed assets	-	-
Interest Received	(10,73,114.87)	(12,50,771.00)
Sale/ (Purchase) of Investments	15,77,542.00	(19,538.54)
Decrease (Increase) in Loans & Advances and Other Assets	16,91,775.16	(1,14,59,540.00)
Dividend Income	-	-
Net Cash from Investing Activities	(4,91,071.71)	(1,99,79,295.67)
C. Cash Flow from Financing Activities		
Proceeds/(Repayment) of Long Term Borrowings	(1,18,68,880.10)	(1,60,71,909.48)
Proceed/(Repayment) of Short Term Borrowings	20,09,663.16	(1,38,40,921.89)
Issue of Share Capital/ Share Application Money	-	-
Interest paid	(2,90,39,306.00)	(2,95,91,335.12)
Net Cash from Financing Activities	(3,88,98,522.94)	(5,95,04,166.49)
Net Increase (Decrease) in Cash and Cash Equivalents	13,56,876.08	(43,968.38)
Cash and Cash Equivalents at the Beginning of the year*	8,64,610.86	9,08,579.24
Cash and Cash Equivalents at the end of the year	22,21,486.94	8,64,610.86

As per our report of even date attached

For P.K.S. & Co.

Chartered Accountants

Piyush Kumar Singhi

Partner

Membership No.075922

Jaipur, July, 30th, 2020

For and on behalf of the Board of Directors

Managing Director

Girdhar Gopal Saboo

DIN: 00364750

Director

Sanjay Sarna

DIN:07052586

Saboo Sodium Chloro Limited

NOTE 1 :SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

1. Significant Accounting Policies

Basis of Preparation of Financial Statement

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards (AS) as prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Use of Estimates

The presentation of financial statement is in conformity with the generally accepted accounting principle, that requires estimates and assumption to be made that effect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in which the results are known / materialized.

Valuation of Inventory:-

The stock of Raw Material, Work-in-progress, Stock in trade and finished goods has been valued at the lower of cost and net realizable value. Cost is measured on actual average for the year and includes cost of materials and cost of conversion. Excise duty wherever applicable is provided on finished goods lying within the factory at the end of the year. All other inventories of accessories and packing materials are valued at lower of cost or net realizable value.

Cash Flow Statement:-

Cash flow Statements has been prepared by adopting the Indirect method as prescribed under para 18 of Accounting Standard-3 (AS-3) on "Cash Flow Statement".

Revenue Recognition:-

Sales are recognized based on passage of title to goods which generally coincides with delivery and acceptance and on transfer of all significant risk and rewards of ownership to the buyer. Revenue from export sales are recognized on shipment basis. The company presents sales net of returns, excise duty sales tax and Goods & Services Tax. Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled. Dividend is accounted for as and when right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Property Plant and Equipment:-

- a. Property Plant and Equipment are stated at its cost less any accumulated depreciation and any accumulated impairment losses.
- b. Cost comprises its purchase price including directly attributable cost, including import duties and non-refundable purchase taxes, after deducting trade discount and rebates.
 - C. Depreciation / Amortization is provided on Straight Line method (SLM) based on the useful life as Specified in Part 'C' of Schedule II of Companies Act, 2013 after retaining residual value of 5%.

Saboo Sodium Chloro Limited

Intangible Assets:-

- a. Intangible assets are recognized when it is probable that the future economic benefits that are Attributable to the asset will flow to the company and the cost of the asset can be measured reliably.
- b. Intangible Asset i.e. software & patent is amortized on Straight Line Method basis considering best estimate of its useful life of 5 years as provided in Accounting Standard 26 considering NIL residual value. Depreciation on additions / disposals during the year is provided on pro-rata basis.

Foreign currency Transaction:-

- a. Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing on the day of transaction.
- b. Monetary items denominated in foreign currency at the year-end and not covered by the foreign exchange contract are restated at year end rates.
- c. In case of transactions which are covered by forward exchange hedging contracts are recorded at forward hedged rates on matured deals. Difference between transaction rates and hedging contract rates are recognized as exchange difference and charged/credited to the Statement of Profit and Loss

Government Grants:-

Government grants related to depreciable property, plant & equipment is treated as deferred income which is recognised in the statement of profit and loss on a systematic and rational basis over the useful life of the asset i.e. such grants is allocated to income over the periods and in the proportion in which depreciation on those assets is charged.

Investments:-

Investments are classified as Long Term Investments and Current Investments. Long term investments are stated at cost less permanent diminution in value, if any. Current Investments are stated at lower of cost and net realizable value.

Employee Benefits:-

A. Defined Contribution Plan:

Companies contribution in respect of provident fund (PF) and employee state insurance (ESI) to the eligible employees and paid/payable, if any, are shortly recognized in the statement of profit and loss

B. Defined Benefit Plan:

Gratuity: - The Company has not made provision for gratuity, a defined benefit retirement plan for its employees. The plan provides for lump sum payments to the eligible employees at retirement, death while in employment or on termination of employment or otherwise as per the provisions of The Payment of Gratuity Act, 1972. The Company accounts for liability of future gratuity benefits bases on an external actuarial valuation on projected unit credit method carried out annually for assessing liability as at the Balance sheet date.

Borrowing Cost:-

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing

Cost is recognized as an expense in the period in which they are incurred.

Saboo Sodium Chloro Limited

Earnings per Share:-

The earning considered in ascertaining the company's earnings per share comprises the net profit/losses for the period attributable to equity shareholder. The number of share used in computing basis earning per share is the weighted average number of share outstanding during the year.

Taxes on Income:-

Tax expense consists of both current as well as deferred tax. Current tax represents amount of income tax payable including the tax payable u/s 115JB, if any, in respect of taxable income for the year. Minimum Alternate Tax Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax within the specified period. The said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT Credit Entitlement.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts. Deferred taxes is recognized on timing difference between the accounting income and the taxable income for the year that originates in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax asset is recognized and carried forward to the extent that there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized.

Impairment of Assets:-

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

Provision, Contingent Liabilities and Contingent Assets:-

a) Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

B) Contingent Liabilities is disclosed in Notes to the account for (I) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimates of the amount of the obligation can not be made. Contingent assets are not recognized in the financial statement since this may result is the recognition of the income that may never realized.

Saboo Sodium Chloro Limited

	As at 31st March 2020 (in Rs.)	As at 31st March 2019 (in Rs.)
Note 2 : Share Capital		
a) Authorized :		
2,50,00,000 equity shares of Rs. 10/- each (previous Year 2,00,00,000 equity shares of Rs.10 each)	25,00,00,000.00	25,00,00,000.00
	<u>25,00,00,000.00</u>	<u>25,00,00,000.00</u>
b) Issued Capital*:		
2,41,82,500 equity shares of Rs. 10/- each (previous Year 1,91,82,500 equity shares of Rs.10 each)	24,18,25,000.00	24,18,25,000.00
	<u>24,18,25,000.00</u>	<u>24,18,25,000.00</u>
c) Subscribed & Paid Up Capital*:		
2,41,82,500 equity shares of Rs. 10/- each (previous Year 1,91,82,500 equity shares of Rs.10 each)	24,18,25,000.00	24,18,25,000.00
	<u>24,18,25,000.00</u>	<u>24,18,25,000.00</u>

*see note 4.1

Note 2.1 The details of shareholder holding in excess of 5% shares are as under:

Name of Shareholder	As at 31st March, 2020		As at 31st March, 2019	
	% of shares	No. of Shares	% of shares	No. of Shares
Girdhar Saboo	46.53	1,12,52,839.00	46.53	1,12,52,839.00
Archana Saboo	9.30	22,50,000.00	9.30	22,50,000.00

Note 2.2 Out of above, Shri Girdhar Saboo & Archana Saboo are directors in the company and in other companies also Shri Girdhar Saboo is one of the director and shareholder.

Note 2.3 Reconciliation of number of shares outstanding

Equity Shares at the beginning of the year	2,41,82,500.00	2,41,82,500.00
Addition/ deletion during the year	-	-
Equity Shares at the end of the year	2,41,82,500.00	2,41,82,500.00

Note 2.4: see note 4.1 below

Saboo Sodium Chloro Limited

Note 3 : Reserve and Surplus Profit & Loss Account

Balance from Previous Year	2,44,38,338.59	2,07,36,249.58
Add: Profit During the Year	10,54,316.75	37,02,089.01
Add: Retained Earning	-	-
	<u>2,54,92,655.33</u>	<u>2,44,38,338.59</u>

Share Premium

As per last balance sheet	2,35,20,000.00	2,35,20,000.00
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Capital Reserve

Share Premium

	<u>4,90,12,655.33</u>	<u>4,79,58,338.59</u>
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Note 4 : Long Term Borrowings

a) Secured Loan

Banks

Term Loan For Rajgarh Solar SBI	2,04,38,152.00	2,54,61,712.00
ICICI BANK LTD. - CAR LOAN	29,90,000.00	29,44,287.10
DHFL Term Loan 2018	9,26,82,749.00	-
SUBSIDY RECEIVED	50,00,000.00	9,38,80,214.00
TATA Cap Financial Services Private Ltd	3,02,77,848.00	50,00,000.00
Others	-	3,66,90,460.00
	<u>15,13,88,749.00</u>	<u>16,39,76,673.10</u>

Note 4.1:

1) SBI Term Loan (Govindi) is primarily secured against Plant, fixed assets of the company with extension of charge.

2) ICICI Bank Ltd. Car Loan is secured against car

3) DHFI term Loan Is secured against Land at pipla Bharat Singh, Ajmer Road Jaipur.

4) Kotak Prime Ltd. loan is secured against existing vehicles.

5) Tata Capital Financial Service Ltd. is primarily secured against Land at Rajasthan 502,503,493/554,201/1 Village Chirota Tehsil Sanganer, Jaipur in the Name of Mega Developers Pvt Ltd.

6) IDFC First Bank is Business Loan Against Personal Guarantee of Mr. Girdhar Gopal Saboo

Terms of repayment are given below:

1) Term Loans taken from SBI is repayable in quarterly installments of Rs.12,36,000/- .

Saboo Sodium Chloro Limited

- 2) Loan Taken from ICICI Bank Ltd. is repayable in monthly EMI of Rs 174890.00 each.
 3) Loan Taken from IDFC First Bank Ltd. is repayable in monthly EMI of Rs 140129.00 each.
 4) Loan taken from DHFL is Repayable in monthly EMI Of Rs. 1228283.00 each
 5) Loan taken from Tata Capital Financial Service Ltd is repayable in monthly EMI of Rs. 547620.00 each.
 6) Loan taken from Kotak Prime is repayable in monthly EMI of Rs. 117155.00 each.

b) Unsecured Loan

Others

Bajaj Finance Ltd III (2017-18)	-	1,523.00
MADHUR GUPTA LOAN JAIPUR	-	6,12,960.00
KOTAK PRIME LTD	-	36,473.00
Anoushka saboo	13,70,000.00	
	Total (a+b)	16,46,27,629.10
	15,27,58,749.00	16,46,27,629.10

Note 5 : Deferred Tax Liabilities

Provision for Deffered Tax	1,64,62,835.00	1,64,62,835.00
	1,64,62,835.00	1,64,62,835.00

Note 6 : Long Term Provision

Provision for Employee Benefits

Gratuity Payable	14,74,288.00	14,74,288.00
	14,74,288.00	14,74,288.00

CURRENT LAIBILITIES

Note 7 :Short Term Borrowings & Advances

Banks

Rupee Loans-SBI CC	10,07,04,160.59	9,70,54,597.96
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Others

Short Term Advances, Inter Corporate Loans

IDFC FIRST BANK	20,34,439.48	33,30,770.95
Kotak Mahindra Loan II	80,249.28	4,23,817.28

	10,28,18,849.35	10,08,09,186.19
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Note 7.1 : a) Working Capital Loans from SBI are secured by first pari passu charge on present and future stock of raw materials, stock-in-process, finished goods, stores and spares, book debts, etc., and second pari passu charge on the Total Fixed Assets.

- 1) Loan Taken from IDFC First Bank Ltd. is repayable in monthly EMI of Rs 140129.00 each.
- 2)

Saboo Sodium Chloro Limited

Note 8: Trade Payables

Sundry Creditors	3,27,24,206.95	2,23,63,701.82
Advances From Customers	62,70,306.14	50,03,353.35
	3,89,94,513.09	2,73,67,055.17

Note 9 : Other Current Liabilities

Note 9.1 :Liability Towards Employees

Bonus Payable	84,825.00	86,854.00
P. F. (Employee Contribution)	6,816.00	29,558.00
P. F. (Employer) - Payable	6,816.00	29,558.00
Salary Payable	8,33,818.00	6,42,748.00
Stipend Payable	16,793.00	16,793.00
Wages Payable	-	
Gratuity Payable		
	9,49,068.00	8,05,511.00

Note 9.2: Other Current Liabilities

TDS Payble	23,44,578.85	15,42,064.39
GST Payable	4,87,691.12	3,07,310.83
Administrative Chrges On P.F. (Payable)		2,984.00
Audit Fee Payable	51,000.00	36,000.00
Security Deposits	15,91,159.93	25,91,159.93
Spectrum Foods Ltd		76,996.00
Girdhar Gopal saboo		45,489.00
	44,74,429.90	46,02,004.15

Note 9.3 : Out of the above amounts as referred to in above note 7,8 & 9 Rs. nil Enterprises (MSME) as defined under “ Micro, Small and Medium Enterprises Development Act, 2006” based on the information available with the Company. There is no interest or overdue interest payable to such parties as at March 31, 2020 (March 31, 2019 : Rs. NIL)

Saboo Sodium Chloro Limited

Note 12: Non Current Investments

Trade Investment - Unquoted

NSC Post Office	4,000.00	4,000.00
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Other Investments

In Equity Shares of Associate Company

Fortress Hotels & Resorts P Ltd -		
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Unquoted	1,10,65,500.00	1,10,65,500.00
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Other Companies

Unquoted	<u>1,45,503.54</u>	<u>1,45,503.54</u>
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	<u>1,12,15,003.54</u>	<u>1,12,15,003.54</u>
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Aggregate Amount of Quoted Investments	-	-
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Aggregate Amount of UnQuoted Investments	1,12,15,003.54	1,12,15,003.54
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Note 13 : Long Term Loans & Advances

(Unsecured considered good)

TDS & Advance Tax	87,627.00	1,78,657.23
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MAT Credit Entitlement	64,92,900.00	64,92,900.00
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Security Deposits	2,97,17,753.00	65,24,727.13
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CGST Input	7,97,535.41	
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SGST Input	7,97,535.41	
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IGST Input	3,81,851.65	
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TCS	10,963.95	
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TDS	<u>79,972.00</u>	
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	<u>3,83,66,138.42</u>	<u>1,31,96,284.36</u>
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Note 13.1: The company has Rs.64.93 lacs as MAT credit entitlement as per the return filed for the AY 2015-16. The company is liable to pay MAT and no regular tax is payable by the company during the year. As a matter of prudence, this MAT credit is shown as asset as the same would be available for set off towards regular tax liability.

Note 14 : Other Non Current- Unamortised Expenses

Preliminary Expenses	<u>-</u>	<u>-</u>
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	<u>-</u>	<u>-</u>
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Saboo Sodium Chloro Limited

CURRENT ASSETS

Note 15: Current Investments

Trade Investment

In Certificate of Deposits - Unquoted

FFD With HDFC-6107	36,017.00	4,57,695.00
State Bank Of India	<u>29,93,221.00</u>	<u>41,49,085.00</u>
	<u>30,29,238.00</u>	<u>46,06,780.00</u>
Aggregate Amount of Quoted Investments	-	-
Aggregate Amount of UnQuoted Investments	30,29,238.00	46,06,780.00

Note 16: Inventories

(lower of cost or net realisable value)

Raw Material	3,73,74,246.55	3,49,12,875.02
Packing Material	95,50,413.07	1,07,63,181.89
Consumables <i>(Stores and Spares)</i>	34,92,962.59	21,85,049.36
Finished goods	10,65,69,919.79	15,69,87,542
Food & Beverages	2,26,430.00	3,56,246.00
Stores & Operating Supplies	<u>2,81,800.00</u>	<u>4,49,037.00</u>
	<u>15,74,95,772.01</u>	<u>14,05,17,891.15</u>

Note 16.1: The Management is of the view that now there is reasonable certnitiy with regard to the relization of the Certificates of power generation as received from the appropriate authority. Therefore inventory of such certificates have been valued and accounted as per prudent apporach and as per past practice.

Note 17 :Trade Receivables

(unsecured and considered good)

More than 6 Months	1,25,57,023.26	80,21,831.10
Others	<u>5,27,81,729.95</u>	<u>5,50,35,006.85</u>
	<u>6,53,38,753.21</u>	<u>6,30,56,837.95</u>

Note 18 : Cash And Cash Equivalent

Cash In hand	5,29,025.47	15,21,317.20
Balances with Scheduled Banks	16,92,462.47	(6,56,706.34)

Saboo Sodium Chloro Limited

	22,21,487.94	8,64,610.86
Note 19 : Short Term Loan And Advances <i>(Unsecured considered good)</i>		
Imprest A/C	22,54,712.93	22,88,116.41
Loans & Advances to Related Parties	10,65,85,999.69	13,16,85,504.15
Other Advances	22,000.00	22,000.00
Advances For Goods and Expenses	1,31,46,337.41	1,48,75,058.69
	12,20,09,050.03	14,88,70,679.25

Note 19.1: Loans & Advances given to Related Parties:

	As at 31st March 2020	Max. Bal. outstanding in the year
Tiger Salt Pvt Ltd.	2,24,09,983.00	2,23,99,983.00
Rajasthan Mega Developers P Ltd	1,41,17,400.00	1,52,17,400.00
Spectrum Foods Ltd.	4,00,00,000.00	4,00,00,000.00
Fortress Hotels & Resorts Pvt Ltd	58,15,700.00	58,15,700.00
Nawa Hotels and Resorts Private Limited	2,05,03,099.00	2,06,46,099.00
Saboo Damodar Ropeways Private Limited	2,91,556.00	19,41,556.00
Saboo Energy & Power Pvt. Ltd.	(85,544.00)	(85,544.00)
Girdhar Gopal Saboo	24,455.09	3,82,15,510.00
NAWA SALT PVT. LTD. - JPR	(15,43,800.00)	(15,43,800.00)
Samskara Resort Peepla	3,12,97,250.04	4,19,15,297.00

Note 19.2: All the above advances are on demand and non interest bearing. The management consider all such advances as good.

Note 19.3: As the advances are on demand, the same are treated as short term though the same are outstanding for more than one year.

Saboo Sodium Chloro Limited

Note 20 : Other Current Assets

Prepaid Insurance	2,06,216.00	2,46,517.00
Capital First Ltd. II-TDS	-	34,463.00
Edelweiss Loan-TDS	-	20,125.00
Equitas Small Finance Bank Ltd-TDS	-	19,201.00
IndusInd Bank Loan-TDS	-	49,305.60
Kotak Mahindra Loan-TDS	-	34,850.00
Magma Fincorp Ltd-TDS	-	27,110.00
RELIGARE FINVEST PVT LTD-TDS	-	10,584.00
Tata Capital Financial Services TDS	-	26,830.00
Tata Capital Financial Services-TDS	-	31,909.00
		-
	2,06,216.00	5,00,894.60

Note 21 : Income From Operations Products

Sales Salt	24,88,07,701.15	24,51,59,913.54
REC	37,08,400.00	
Income from Sale of Solar Power (Government)	-	1,45,41,282.00
Income from Sale of Electricity (Third Party)	16,55,926.00	14,82,539.00
Prior Period Income from Sale of Electricity (Third Party)	45,70,364.00	
Room Revenue & Banquet Revenue	1,25,44,923.21	5153778.60
Food & Restaurants Revenue (F & B Sales)	1,15,63,881.49	2867460.27
SPA Sales	-	96469.24
	28,28,51,195.85	26,93,01,442.65

Note 22 : Other Income

Discount Received and Rate Difference	1,121.84	2,360.08
Accrued Interest on Stdr	1,77,018.00	-
Dividend Received	234.00	275.00
Insurance Claim Received	25,40,127.88	-

Saboo Sodium Chloro Limited

Interest On FDR	1,50,137.00	5,84,718.00
Interest on Security Deposit	91,538.00	-
Interest From Parties	6,54,421.87	6,66,053.00
Miscellaneous A/c W/off	-	2,07,73,636.75
Miscellaneous Income	35,68,836.10	
Rate Diffearnce	-	54,769.96
PROFITLOSS ON SALE OF FIXED ASSETS	-	1,45,342.00
	<u>71,83,434.69</u>	<u>2,22,27,154.79</u>

Note 22.1: Misc. income includes net of credit and debit balances written off against which no amount is expected to be payable or receivable as per the management.

Note 23 : Cost of Raw Material Consumed

Raw Material Consumed	11,59,89,536.87	6,97,56,133.44
Packing Material Consumed	1,12,97,374.81	1,79,26,624.76
Purchases of Trading Material	36,30,515.26	30,99,702.26
Wastage and Salvage Goods	18,150.00	18,150.00
Consumable Store	21,48,622.52	13,39,612.52
Kitchan Expenses	40,87,297.73	11,98,139.61
Kitchan Maintainance Expenses	-	49,000.00
Wages Expenses	34,000.00	13,700.00
Laundry Expenses	-	23,565.00
House Keeping Expenses	92,900.00	7,000.00
	<u>13,72,98,397.19</u>	<u>9,34,31,627.59</u>

Note 23.1:

*a) Raw Material Consumed
Includes*

Raw Salt	10,04,76,790.35	7,04,24,841.83
Iodine	3,13,920.12	3,86,642.70

Saboo Sodium Chloro Limited

PFC	19,285.40	4,17,528.92
	10,08,09,995.87	7,12,29,013.44
<i>b) Packing Material Consumed Includes</i>		
HDPE Bardana	58,28,628.32	64,53,264.75
Poly Pouch	53,61,224.95	1,02,35,188.92
Laminated Roll	1,07,521.55	12,38,171.09
	1,12,97,374.81	1,79,26,624.76

Note 23.2: Value of Raw Material & Packing Material Consumed Imported	2019-20	2018-19
Indigenous	11,57,37,885.94	9,22,55,340
Note 23.3: Value of Imports on CIF Basis in respect of:		
Raw Material	- -	
Packing Material	- -	

Note 24 : Changes in Inventoris of Finished Goods, WIP & Stores

Opening Stock

Salt	9,18,51,501.88	10,02,03,694.33
REC Stock	-	3,80,29,200.00
Food & Beverages	3,56,246.00	
Stores & Operatiating Suppies	4,49,037.00	
	9,26,56,784.88	13,82,32,894.33

Closing Stock

Salt	10,65,69,919.79	9,18,51,501.88
Food & Beverages	2,26,430.00	3,56,246.00
Stores and Operatiating Supplies	2,81,800.00	4,49,037.00
	10,70,78,149.79	9,26,56,784.88
	(1,44,21,364.91)	4,55,76,109.45

Note 25 : Employees Benefit Expenses

Saboo Sodium Chloro Limited

Salaries	45,69,232.00	37,78,510.00
Directors Remuneration & Perquisites	30,00,000.00	38,32,695.00
HRA Allowances on wages	-	9,37,504.00
Bonus	53,134.00	55,163.00
Canteen Exp.	71,097.00	1,08,566.00
Employer Contribution to P.F.	3,06,946.00	3,53,603.00
Gratuity	-	53,609.00
Security Maint. Exp.	-	1,32,257.00
Stipend to Apprentice	9,677.00	11,032.00
Wages	-	58,82,669.00
Workmen & Staff Welfare	<u>1,02,487.00</u>	<u>52,313.00</u>
	<u>81,12,573.00</u>	<u>1,51,97,921.00</u>

Note 25.1 : The Company has not complied with mandatory accounting standard AS-15 on employees benefit in so far as the provision for post retirement benefit are concerned (see notes also). Leave encashment etc. are charged on cash basis.

Note 26 : Financial Costs

Bank Commission & charges	2,10,056.99	2,27,556.97
Brokerage	-	7,080.00
Processing Fees on Bank Loan	6,11,169.00	1,41,395.00
Interest On Bank Borrowing & Others	<u>2,90,39,306.00</u>	<u>2,95,91,335.12</u>
	<u>2,98,60,531.99</u>	<u>2,99,67,367.09</u>

Note 27 : Other Expenses

Note 27.1 : Auditor's Remuneration

Statutory Audit Fees	35,000.00	36,000.00
Tax Audit Fees	<u>10,000.00</u>	<u>-</u>
	<u>45,000.00</u>	<u>36,000.00</u>

Note 27.2 : Selling & Distribution Exp

Advertisement Expenses	11,12,442.50	18,96,795.15
Discount & Rebate	1,93,246.80	11,80,335.00

Saboo Sodium Chloro Limited

Sales Distribution & Retailing Exp.	10,90,440.00	24,29,112.00
Quality Discount	5,32,659.75	13,60,813.00
Commission on Sales	80,785.00	-
Freight Outward (<i>Factory</i>)	30,52,420.00	3,13,33,549.00
Distribution Discount	7,04,65,865.00	-
Sales Promotion Exp.	1,29,835.00	44,487.00
Travelling Exp.	12,88,976.33	5,33,113.40
Customer Entertainment Exp	8,450.00	
	<u>7,79,55,120.38</u>	<u>3,87,78,204.55</u>

Note 27.2.1: Selling & distribution expenses also includes salary paid to the marketing staff of the company

Note 27.20.2: Travelling expenses includes director travelling expenses consisting of expenses of lodging, boarding and other expenses incurred.

Note 27.3 : Other Expenses

a) Manufacturing Expenses

Electricity & Duty Exp.	57,10,384.38	61,15,560.90
Entry Tax	-	8,95,959.00
Freight Inward	9,87,691.59	6,90,498.00
Laboratory Expenses	-	7,080.00
Power & Fuel (<i>diesel & fire wood</i>)	103086.00	74,32,489.29
Labour Exp (Loading & Unloading)	35,000.00	58,031.00
Store & Spares	9,54,143.70	9,76,781.00
Building Repair & Maintenance	28,750.00	70,427.00
Insurance	-	5,54,377.00
Plant & Machinery Repair	1,87,820.00	3,61,234.00
Raw salt Kyar Repair	36,000.00	1,28,725.00
Repair & Maintenance (D.G.Set)	27,343.00	1,500.00
Repair & Maintenance Of J.C.B.	8,695.00	2,040.00
Boiler Operating Expenses	-	3,42,000.00

Saboo Sodium Chloro Limited

Trade & Retailer Discount	1,86,52,070.90	2,21,88,570.00
Wages	10,03,028.00	-
PACKING EXPENSES	5,81,992.00	10,18,071.00
catering Charges	2,800.00	-
General Expenses (Catering Supplies)	-	55974.46
Labour Cees (RBOCWB Jaipur)	32,960.00	50000.00
Repair & Maintenance (Other)	1,74,928.00	63835.93
Repair & Maintenance Of Electricity.	59,498.00	46920.00
	Total (a)	4,10,60,073.58
	2,85,86,190.57	4,10,60,073.58
Note 27.3.1: Value of Stores Consumed Imported	2018-19	2017-18
Indigenous	9,54,143.70	9,76,781.00
Note 27.3.2: Value of Imports of CIF Basis in respect of Stores	-	-

b) Administrative Expenses

Administrative Charges on PF	30,427.00	35,076.00
Annual Custodial Fees	88,500.00	88,500.00
Computer Exp.	49,593.00	44,726.00
Donation	17,405.00	16,205.00
Electricity & Water	-	23,000.00
Environment Exp.	-	-
General Expenses	1,84,255.53	3,81,549.93
Insurance	4,86,508.72	1,33,077.00
Legal & Professional charges	6,42,682.21	12,02,695.57
Listing Fees	3,54,000.00	2,95,000.00
Membership & Subscription	3,65,956.70	9,13,431.38
Postage Telegram & Telephone Expenses	2,34,908.08	2,52,285.80

Saboo Sodium Chloro Limited

Printing & Stationery	1,33,430.68	2,58,147.90
Rent Rates & Taxes	2,24,000.00	13,40,740.00
CST Demand	1,388.00	-
Repair & Maintenance	46,161.25	60,960.00
REC Fees	69,862.59	3,01,073.50
Share Transfer Expenses	15,982.00	1,29,638.00
Travelling & Conveyance	3,43,358.00	11,02,198.00
Foreingn Travelling Exp	-	56,436.40
R.O.C Fees	11,400.00	-
Service Tax	-	-
Interest On OLD PF	-	165.00
Interest On TDS	4,268.21	19,534.00
Late Fees for GST	1,13,970.00	4,600.00
AMC Charges for Solar Plant	-	7,44,500.00
Prior Period Expenses	-	1,62,893.00
Sundry Balance W/off	4,36,372.72	89,777.62
Mobile & TV Recharges	2,50,212.00	70850.23
MMT Commission	1,55,611.18	208605.20
Registration And Licence Fees	25,000.00	44700.00
Ezee Ultimate Software	15,522.11	36805.00
Pest Control Exp	13,130.00	
Garden Exp	4,035.00	
Interior Design & Consultanc	1,00,000.00	
	Total	
	(b)	
	44,17,939.98	80,17,170.53
	Total	
	(a+b)	
	3,30,04,130.55	4,90,77,244.11

Note 27.3.3: Travelling expenses includes director travelling expenses consisting of expenses of lodging, boarding and other expenses incurred.

Saboo Sodium Chloro Limited

Note 27.3.4: Membership and subscription exp Mainly includes expenditure incurred by Directors.

Note 28 : Expenditure in Foreign Currency	2019-20	2018-19
Expenses (excl. travelling)	-	-

Note 29 : Earnings in Foreign Exchange	2019-20	2018-19
Sale of Goods		

Note 30: Basic & Diluted EPS

Basic Earnings Per Share	March 31, 2020	March 31, 2019
Net Profit/Loss (after tax)		
	10,54,316.75	37,02,089.01
No. of Share		
	1,91,82,500.00	1,91,82,500.00
Face Value (Per Share)		
	10.00	10.00
EPS-Basic		
	0.04	0.15
Diluted Earnings Per Share		
Net Profit/Loss (after tax)		
	10,54,316.75	37,02,089.01
No. of Share (including share application money for 50 lacs shares)		
	2,41,82,500.00	2,41,82,500.00
Face Value (Per Share)		
	10.00	10.00
EPS- Diluted		
	0.04	0.15

Note 31: Related Party Disclosures

a. Key Management Personnel	:	Girdhar Gopal Saboo
	:	Sanjay Sarna
b. Associate Companies	:	Spectrum Foods Ltd.
	:	Rajasthan Mega Developers P
	:	Ltd
	:	Nawa Salts P
	:	Ltd.
	:	Tiger Salts P
	:	Ltd.
	:	Saboo Damodar Ropeways
	:	Private Limited
	:	Fortress Hotels and Resorts Private Limited
	:	Nawa Hotels and Resorts
	:	Private Limited
	:	Saboo Energy & Power Pvt. Ltd.

Disclosure of Transactions with the Related Persons

	Year Ended	Year Ended
	31st March,	31st March,
	2020	2019
Summary of Transaction of Revenue Nature		

Saboo Sodium Chloro Limited

a. Key Management Personnel

Director Remuneration (excluding perquisites, TA/DA etc.)

Girdhar Gopal Saboo	30,00,000.00	38,32,695.00
Sanjay Sarna	2,52,000.00	2,43,691.00
Neeraj Agarwal	2,35,000.00	2,40,000.00
Rent Paid - Girdhar Gopal saboo	0.00	12,00,000.00

b. Associate Companies

Purchases	2,04,24,000.00	5,62,32,000.00
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Summary of Other Transactions

Loans & Advances Given (Refunded)

a. Key Management Personnel

b. Associate Companies (Gross Amounts)
(including transactions of revenue nature in case of Spectrum Foods Ltd.)

Transactions with Related Parties		Year Ended 31st March, 2020	Year Ended 31st March, 2019
a. Key Management Personnel			
Girdhar Gopal Saboo	Director's Remuneration	30,00,000.00	38,32,695.00
Neeraj Agarwal	Director's Remuneration	2,35,000.00	2,40,000.00
Sanjay Sarna	Director's Remuneration	2,52,000.00	2,43,691.00
Archana Saboo	Salary to Director's Wife	3,00,000.00	3,00,000.00
Girdhar Gopal Saboo	Rent	0	12,00,000.00

b. Associate Companies

Revenue Transaction

Spectrum Foods Ltd.	Purchas	20424000	5,62,32,000.00
Spectrum Foods Ltd. (closing balance)	Advances against purchases	-	-

Financial Transactions

Saboo Sodium Chloro Limited

Loans & Advances Given/ Repaid	Transactions		Net Received/ (paid)
	Debit	Credit	
Nawa Salts Pvt Ltd	-	1945000	19,45,000.00
Nawa Hotels & Resorts Pvt. Ltd	7,000.00	425000	4,18,000.00
Tiger Salts Pvt. Ltd.	10,000.00	45000	35,000.00
Fortress Hotels & Resorts Pvt. Ltd.	71,000.00	0	(71,000.00)
Rajasthan Mega Developers Pvt Ltd.	1,09,50,000.00	1100000	(98,50,000.00)
Saboo Damodar Roapways Pvt Ltd	6,000.00	1650000	16,44,000.00
Saboo Energy & Power Pvt. Ltd.	-	0	-
Girdhar Gopal Saboo	94,78,686.00	22712496	1,32,33,810.00

Outstanding Balances (Dr.)

	As at 31st March 2020	Max. Balance outstanding during the year	As at 31st March 2019	Max. Balance outstanding during the year
Tiger Salt Pvt Ltd.	2,24,09,983.00	2,23,99,983.00	22444983.00	2,26,44,983.00
Rajasthan Mega Developers P Ltd	1,41,17,400.00	1,52,17,400.00	4267400.00	42,67,400.00
Spectrum Foods Ltd.	4,00,00,000.00	4,00,00,000.00	401200.00	4,01,200.00
Fortress Hotels & Resorts Pvt Ltd	58,15,700.00	58,15,700.00	5744700.00	59,44,700.00
Nawa Hotels and Resorts Private Limited	2,05,03,099.00	2,06,46,099.00	20921099.00	2,37,36,099.00
Saboo Damodar Ropeways Private Limited	2,91,556.00	19,41,556.00	1935556.00	19,35,556.00
Saboo Energy & Power Pvt. Ltd.	(85,544.00)	(85,544.00)	85544.00	85,544.00
Girdhar Gopal Saboo	24,455.09	3,82,15,510.00	4000000.00	4,00,00,000.00
NAWA SALT PVT. LTD. - JPR	(15,43,800.00)	(15,43,800.00)	38216110.15	3,94,50,555.86
Samskara Resort Peepla <i>*excluding trading transactions</i>	3,12,97,250.04	4,19,15,297.00	42415297.49	4,41,66,102.00

Note 32: Contingent Liabilities & Commitments

As at

As at

Saboo Sodium Chloro Limited

	31st March, 2020	31st March, 2019
a. Contingent Liabilities		
A. Claims against the company/ disputed liabilities not acknowledged as debt		
i) in respect of joint ventures		
	1,21,91,087.0	
ii) in respect of others*	0	1,21,91,087.00
B. Guarantees		
(i) Guarantees given to bank and financial institutions against credit facilities extended to third parties		
i) in respect of joint ventures		
ii) in respect of others	0	-
b. Commitments		
There are no contracts remained to be executed on capital account		

* Estimated amount involved in suits. The company has been advised that the demand is likely not to be raised or deleted substantially and as such no provision is considered necessary.

** In AY 2008-09, a disallowance of brought forward depreciation was made totalling to Rs.168.39 lacs which stands confirmed by the first appellate authority. However, the company is advised that there is strong case in favor of the assessee and the Hon'ble ITAT may give a substantial relief in the matter. As such no provision is being made against the Same.

Note 34: Financial & Derivative Instruments

The company has not entered into any long term contracts including derivative contracts during the year

Note 35: Details of Loans Given, Invst. Made & Guarantees Given u/s 186(4) of the Companies Act, 2013

	As at 31st March, 2020	As at 31st March, 2019
(i) Loans & Advances Given	See note 33 above	
(ii) Guarantees given to bank and financial institutions against credit facilities extended to Spectrum Foods Ltd.	0	-
(iii) Investment made		

Saboo Sodium Chloro Limited

Fortress Hotels & Resorts P Ltd -
Unquoted

0 -

**no loans, guarantee or investment during the year. Only opening balances exists*

Note 36: Interest in Joint Venture

The company has not entered into any joint venture during the year.

Note 37: Provisions relating to Corporate Social Responsibility as provided in section 135 of the Companies Act, 2013 are not applicable to the company.

Note 38: No Research & Development expenses were made during the year.

Note 39: Information regarding defined benefit plans and defined benefit obligation is not available with the company and the company has not complied with the AS -15 relating to Employee Benefit.

	Salt Busine ss	Energy*	Resort	Total
Note 40: Segment Reporting				
i) Primary Segment Revenue	2019-20	2019-20	2019-20	2019-20
External Turnover	2488.09	99.34	241.08	2828.51
Other Income	158.45	0	35.7	194.15
Total	2646.54	99.34	276.78	3022.66
Segment Profit/Loss	191.17	31.8	75.44	298.41
Interest Income	10.73	0	0	10.73
Interest Expenses	113.11	24.67	160.82	298.6
Other Exp.	0	0	0	0
Profit before Tax	88.79	7.13	-85.38	10.54

Note 40: Previous years figures have been regrouped or reclassified wherever considered necessary.