



# SABOO SODIUM CHLORO LTD

Regd. Off. : "Surya House" L-5, B-II, Krishna Marg, C-Scheme, Jaipur (Raj.)-01

☎: (0) +91-141-5191000/015 \* Fax : +91-141-2365888

Website: [www.suryasalt.com](http://www.suryasalt.com) \* Email : [salt@suryasalt.com](mailto:salt@suryasalt.com)

CIN: L24117RJ1993PLC007830



**NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of SABOO SODIUM CHLORO LIMITED will be held on Monday, 13<sup>th</sup> February, 2017 at 12.30 P.M. at Surya House, L-5, B-II, Krishna Marg, C-scheme, Jaipur, Rajasthan to transact the following business:**

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

**"RESOLVED THAT** in terms of Sections 42, and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchange where the Company's shares are listed and in accordance with the provisions of the SEBI (Issue of Capital and Disclosures Requirements) Regulation 2009, as may be applicable to the preferential issue of Equity shares and other applicable regulations of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as maybe necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches to the Promoters and others up to 50,00,000 Equity shares of Rs. 10/- each in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India ("SEBI") ICDR (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any amendments thereto or re-enactment thereof) or other provisions of law as may be prevailing at the time, provided that the price of the equity shares so issued shall not be less than the minimum price to be arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations."

**"RESOLVED FURTHER THAT** the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the 'Relevant Date.'" The "relevant date" for the purpose of pricing of equity share is considered thirty days prior to the date of this Extra-ordinary General Meeting i.e., 14<sup>th</sup> January, 2017 as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulation, 2009 for Preferential Issue on such further terms and conditions as may be approved by the Board of Directors. "

**"RESOLVED FURTHER THAT** the new equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares."



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**"RESOLVED FURTHER THAT** the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view the provisions of various Acts and Guidelines in force from time to time."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Company does apply for listing of the new equity shares and does make an application to the Depositories for admission of the new equity shares."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

**By the Order of Board  
For Saboo Sodium Chloro Limited**

**Place: Jaipur  
Date: 12.01.2017**

**Sd/-  
Anjali Kumawat  
Company Secretary**



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## NOTES:

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

1. 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.
2. 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.
3. 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.
4. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business mentioned under item no. 1 of the Notice is annexed hereto.
6. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
7. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra-ordinary General Meeting.
8. In compliance with Section 108 of the Companies Act, 2013, and the Rules framed there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by the National Securities Depository Limited (NSDL) on the resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the EGM (remote e-voting). The instructions for e-voting are given herein below. The Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at the EGM:
9. **The instructions for members for voting electronically are as under:-**
  - A. The voting period begins on 10<sup>th</sup> February, 2017 at 10:00 A.M and ends on 12<sup>th</sup> February, 2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6<sup>th</sup> February, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- C. The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- D. Click on "Shareholders" tab.
- E. Now, select the "Saboo Sodium Chloro Limited" from the drop down menu and click on "SUBMIT"
- F. Now Enter your User ID
- G. For CDSL: 16 digits beneficiary ID,
- H. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- I. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- J. Next enter the Image Verification as displayed and click on Login.
- K. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- L. If you are a first time user follow the steps given below:

<b>PAN*</b>	<b>For Members holding shares in Demat Form and Physical Form</b>
	<p><b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></p> <ul style="list-style-type: none"> <li>• <b>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digits sequence no in the PAN field.</b></li> <li>• <b>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</b></li> </ul>
<b>Dividend Bank Details# OR Date of Birth(DOB)</b>	<p><b>Enter the Dividend Bank Details or Date of Birth ( in dd/mm/yy format ) as recorded in your demat account or in the company records in order to login.</b></p> <p><b>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mention in instruction (vi).</b></p>

- (a) After entering these details appropriately, click on "SUBMIT" tab.
- (b) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is



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strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (c) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (d) Click on the EVSN (Electronic Voting Sequence Number) of "Saboo Sodium Chloro Limited "to vote.
- (e) 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.
- (f) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (g) 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.
- (h) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (i) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (j) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.
- (k) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(l) Note for Non-Individual Shareholders & Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (m) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. 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.
  11. 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. 6<sup>th</sup> February, 2017.
  12. 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



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

13. 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 14<sup>th</sup> February, 2017 at 3:00 P.M. at the Registered Office of the Company and will also be communicated to the Stock Exchanges where the Company's shares are listed.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.
15. Notice of Extra-ordinary General Meeting will be sent to those shareholders /beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 13<sup>th</sup> January, 2017.
16. 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](mailto:account@suryasalt.com)
17. Queries on account and operations may please be sent to the Company, 7 days in advance of the Extra-ordinary General Meeting so that the answers may be made available at the meeting.



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## EXPLANATORY STATEMENT

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

**Item No. 1:** The Special Resolution as mentioned under item no. 1 proposes to authorize the Board of Directors to issue and allot up to 50,00,000 equity shares to promoters and others in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

1. **Object of the Issue through Preferential Allotment:** To mobilize funds for current/future plans / activities directly of the Company, working capital and general corporate purposes, retirement of long term loans and to improve the net worth of the Company.
2. **Pricing of the Issue and Relevant Date:** The equity shares will be issued at such a price (including premium) not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations (Regulation 76) i.e., the higher of the following:
  - a. The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognized stock exchange during the 6 months / 26 weeks preceding the relevant date; or
  - b. The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognized stock exchange during the 2 weeks preceding the relevant date.

"Relevant Date" in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, would be 14<sup>th</sup> January, 2017 being the date 30 days prior to the date of this Extra Ordinary General Meeting where the proposed preferential issue is being considered for approval of the members.

A Certificate will be obtained from the Statutory Auditors / Practicing Company Secretary confirming the minimum price for the preferential issue as per Preferential Issue Guidelines in Chapter VII of SEBI (ICDR) Regulations, 2009 along with the calculation thereof and the same will be made available for inspection at the Registered Office of the Company.

3. **The Proposal of the Promoters, or their Associates and Relatives, Directors/Key Managerial Person(s) of the issuer to subscribe to the offer:**

The proposed allottees would fall under Promoter and Public categories as mentioned under point No. (4). The said allottees propose to subscribe for the above said equity shares. Out of the total issue of 50,00,000 equity shares, the promoters of the Company are subscribing to the extent of 37,50,000 Equity shares and the balance will be given to



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the public category. The requirement of issue of securities on preferential basis is necessitated to fulfill the objects as mentioned in point No. (1).

#### 4. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control; the proposed allottees and percentage or pre and post preferential issue capital that may be held by them:

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares.

S. no.	Name of the proposed allottee and ultimate beneficial owner	Pre issue Shareholding	Equity shares proposed to be allotted	Post issue Shareholding
<b>A.</b>	<b>PROMOTER CATEGORY</b>			
1.	GIRDHAR SABOO	8502839	2750000	11252839
2.	ARCHANA SABOO	1250000	1000000	2250000
	<b>SUB TOTAL (A)</b>	<b>9752839</b>	<b>3750000</b>	<b>13502839</b>
<b>B.</b>	<b>NON-PROMOTER CATEGORY</b>			
1.	RAJASTHAN MEGA DEVELOPERS PVT. LTD.**	0	300000	300000
2.	SABOO ENERGY & POWER PVT. LTD.**	0	300000	300000
3.	NAWA SALTS PVT. LTD.**	0	650000	650000
	<b>SUB TOTAL (B)</b>	<b>0</b>	<b>1250000</b>	<b>1250000</b>
	<b>GRAND TOTAL (A+B)</b>	<b>9752839</b>	<b>5000000</b>	<b>14752839</b>

\*\* The list of ultimate beneficial of shares in case of Body corporate is as below:

Sr. no.	Name of the proposed allottee	Ultimate Beneficial Owner
1.	RAJASTHAN MEGA DEVELOPERS PVT. LTD.	Mr. Sanjay Sarna (Director)
2.	SABOO ENERGY & POWER PVT. LTD.	Mr. Sanjay Sarna (Director)
3.	NAWA SALTS PVT. LTD.	Mr. Atul Kharbanda(Director)

#### 5. Shareholding pattern before and after preferential issue of the capital would be as follows:

S. no.	Category	Pre issue Shareholding		Post issue Shareholding	
		No. of shares	% of shares	No. of shares	% of shares
<b>A.</b>	<b>Promoter Shareholding</b>				
	1. Indian Promoters	10189335	53.12	13939335	57.64
	2. Foreign Promoters	-	-	-	-





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	<b>Sub-Total (A)</b>	<b>10189335</b>	<b>53.12</b>	<b>13939335</b>	<b>57.64</b>
<b>B.</b>	<b>Public Shareholding</b>				
	1. Institutions	34600	0.18	34600	0.14
	2. Non-Institutions				
	(i) Bodies Corporate	2378323	12.40	3628323	15.00
	(ii) Individuals	6389043	33.30	6389043	26.42
	(iii) NRIs	16107	0.08	16107	0.07
	(iv) Clearing Members	7403	0.04	7403	0.03
	(iv) Individual HUF	167689	0.87	167689	0.69
	<b>Sub-Total (B)</b>	<b>8993165</b>	<b>46.88</b>	<b>10208565</b>	<b>42.36</b>
	<b>Grand Total (A+B)</b>	<b>19182500</b>	<b>100</b>	<b>24182500</b>	<b>100</b>

**6. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of no. of securities as well as price:**

During the year no preferential allotment has been made.

**7. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer:**

Not applicable as the shares are proposed to be allotted for consideration of cash.

**8. Proposed time within which the allotment shall be completed:**

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**9. Approvals:**

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

**10. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

**11. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**



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The entire shareholding of the proposed allottees in the Company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

## 12. Lock -in Period:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from all the stock exchanges where the securities of the Company are listed as per Regulation 78 of the SEBI (ICDR) Regulations, 2009.

## 13. Auditor Certificate:

Certificate from the Statutory Auditors / Practicing Company Secretary confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be/is obtained and the same will be made available for inspection at the Registered Office of the Company on any working day.

## 14. Control:

As a result of the proposed preferential allotment of equity shares, there will be no change in the composition of the Board of Directors and control of the Company.

## 15. Undertakings:

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- If the amount payable on account of the recomputation of price is not paid within the time stipulated in these regulations, the specified securities shall continued to be locked in till the time such amount is paid by the allottees.

## 16. Compliances:

The Company has complied with the requirement of listing agreement including regulation 38 i.e., maintaining minimum public shareholding.

## 17. Approval under the Companies Act:



# SABOO SODIUM CHLORO LTD

Regd. Off. : "Surya House" L-5, B-II, Krishna Marg, C-Scheme, Jaipur (Raj.)-01

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CIN: L24117RJ1993PLC007830



Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting / Postal Ballot by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchanges for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice. Except Shri Girdhar Gopal Saboo, Chairman and Managing Director, none of the other Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution.

**By the Order of Board  
For Saboo Sodium Chloro Limited**

**Place: Jaipur  
Date: 12.01.2017**

**Sd/-  
Anjali Kumawat  
Company Secretary**