

25TH

ANNUAL REPORT 2017-18



SABOO SODIUM CHLORO LIMITED
L-5, B-II, KRISHNA MARG, C-SCHEME, JAIPUR-302001

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SABOO SODIUM CHLORO LIMITED

ANNUAL REPORT (2017-18)

BOARD OF DIRECTORS

Shri Girdhar Saboo (DIN: 00364750)
Managing Director (Executive)

Shri Bikash Kumar Lakhotia (DIN: 01470180)
Director (Non-Executive)

Shri Neeraj Kumar Agarwal (DIN: 05358002)
Director (Non-Executive)

Shri Sanjay Sarna (DIN: 07052586)
Director (Non-Executive)

Shri. Vishnu Prakash Gagrani
Chief Financial Officer (Executive)

Ms. Anjali Kumawat
Company Secretary

Statutory Auditor

M/s Choudhary Gupta & Co.
Chartered Accountants
T-4, Jivan Vihar Complex,
Panch Batti, M. I. Road,
Jaipur-302001 (Raj.)

Corporate Advisors

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

Registered Office

L-5, B-II, Krishna Marg,
C-Scheme, Jaipur-302001
(Rajasthan)

Bankers

State Bank of India
Indusind Bank
HDFC Bank Limited

Registrar & Share Transfer Agent

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, New Delhi-62
Tel: 011 2996 1281/82
Fax: 011 2996 1284

Plants:

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

Important Communication to members

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 25th Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Thursday, 27th September, 2018 at 1:00 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 financial statements of the Company for the year ended 31st March 2018, including the audited Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To ratify the appointment of Auditors and fix their remuneration and in this connection to consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules framed hereunder, as amended from time to time, the ratification of appointment of the statutory auditors of company M/s Choudhary Gupta & Co., Chartered Accountants, T-4, Jivan Vihar Complex, Panch Batti, M. I. Road, Jaipur-302001 (Raj.) (Firm Registration No. 003165C), who were appointed in the 24th Annual General Meeting dated 27th September, 2017 to hold office till the conclusion of 29th Annual general meeting of the company to be held in the calendar year 2022, subject to ratification of their appointment in every annual general meeting, be and is hereby confirmed on a remuneration as may be fixed by the board of directors of the company in consultation with them."

01st September, 2018
Jaipur

By Order of the Board
Sd/-
Anjali Kumawat
Company Secretary

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. The register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).
2. 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.
3. 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.
4. 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.
5. Members are requested to please bring their copies of Annual Report at the meeting.
6. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
7. 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.
8. 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.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

(a) The instructions for shareholders voting electronically are as under:

1. The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (b) Next enter the Image Verification as displayed and Click on Login.

- (c) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (d) If you are a first time user follow the steps given below:
- (e) For Members holding shares in Demat Form and Physical Form
- (f) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- (g) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- (h) 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.
- (i) 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.
- (j) 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 (4).
- (k) After entering these details appropriately, click on "SUBMIT" tab.
- (l) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (m) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (n) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (o) 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.
- (p) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (q) 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.
- (r) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (s) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (t) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (u) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (v) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
10. 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.
 11. 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.
 12. 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 20, 2018.
 13. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 14. 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, 2018 at 1:00 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.
 15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
 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
 17. 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.

GENERAL INFORMATION OF THE COMPANY:

Nature of Industry	Salt Manufacturing Industry, FMCG
Year of Commencement of Commercial Production	1993
Financial Performance	Rs. 23,34,93,661
Export Performance	Rs. 0
Foreign Investment	Nil

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 incurred losses.

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. Your company is planning to set up new salt refinery and to add more FMCG products so that it can increase its productivity and profit too. Also, company has set up a five star Resort and Spa named as Samskara Resorts at Jaipur.

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.

By Order of the Board
Sd/-
Anjali Kumawat
Company Secretary

01st September, 2018
Jaipur

BOARD'S REPORT

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

The Directors have pleasure in presenting before you the 25th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

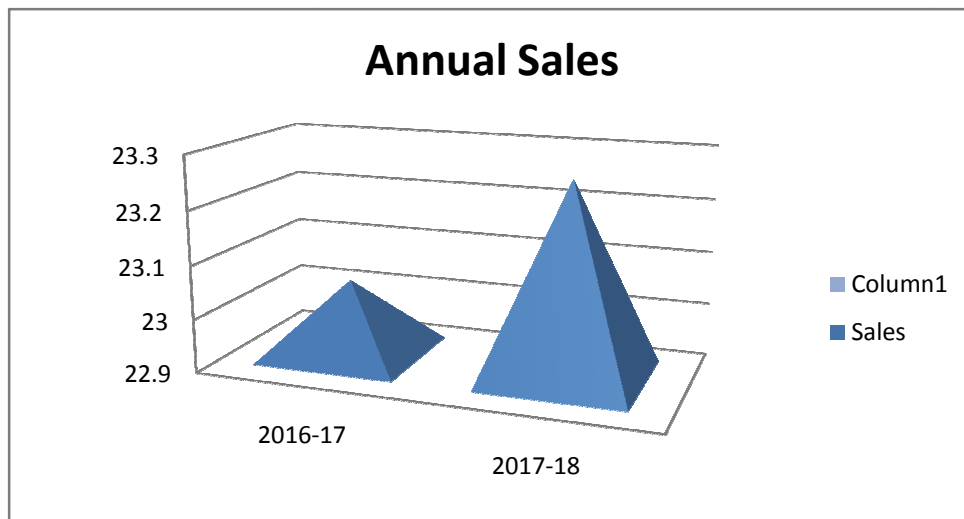
I. FINANCIAL PERFORMNACE

The financial results of the Company for the period under review as compared to the previous year are summarized below:

Particulars	Financial year ended 31 st March, 2018	Financial year ended 31 st March, 2017
Total Income	23,34,93,661	23,04,09,393
Profit before depreciation and taxation	2,00,30,654	2,20,26,819
Depreciation	1,57,63,527	1,80,75,547
Profit before tax	42,67,127	39,51,272
Taxation (including Deferred Taxation and Short/Excess Provision for Earlier year)	21,53,370	97,63,283
Profit /loss after Tax	21,13,757	(58,12,011)

Turnover, Profits & Future Prospects

The total income during the year under review is Rs. 23,34,93,661/- as against Rs. 23, 04,09,393/- in the previous year. During the year under purview company incurred a profit of Rs. 21,13,757/- as against loss of Rs. 58,12,011/- in previous year. Although, there is an increase in company's turnover in comparison to the turnover of previous year. Now company is planning to start up hotel division alongwith salt division for increasing turnover and profit. Also, company is focusing upon increasing international sale of salt product.



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, 2013 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.

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.

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. No Material Related Party Transactions, i.e. transactions exceeding twenty five percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. All Related Party Transactions are placed on a quarterly basis before the Audit, Risk and Compliance Committee and before the Board for approval. Prior omnibus approval of the Audit, Risk and Compliance 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 I to this Annual Report.

Subsidiaries, joint venture and associate companies:

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

SHARES

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:

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.

Preferential issue:

During the year under review, company issued 50 lakhs equity shares with equal voting rights in the Extra-ordinary General Meeting held on 31st May, 2017 and company made allotment on 12th June, 2017 and the same were listed on the Bombay Stock Exchange and company got trading approval for the same on 01st August, 2017.

II. BUSINESS

Changes in nature of business:

There is no change in nature of business. During the year under review company entered into the line of Hotel & Resort business. The object clause of Memorandum of Association was altered by way of passing Special Resolution in the postal ballot conducted on 23rd September, 2017 and a new clause for carrying out hotel business was added in it. The company has build up a 7 star resort in the name of “**SAMSKARA RESORT**” at Village-Jaisinghpura, Peepla, Jaipur and the resort will get launched in the current Financial year i.e. 2018-19.

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.

Human Resources

The well disciplined workforce which has served the company for three decades lies at the very foundation of the company’s major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

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 pro-active 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 2017-18. There were no qualifications, reservations or adverse 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.

Board of Directors

Board's Composition and Independence Your Company's Board consists of global leaders and visionaries who provide strategic direction and guidance to the organization. As on March 31, 2018, the Board comprised One executive director and three non-executive Independent Directors.

During the year, Mrs. Archana Saboo, resigned from the post of Whole-time Director w.e.f. 06.10.2016, she was the only women Director in the company and since company has not found any suitable alternate for her hence it does not have any women Director in the Board.

Details of Directors and Key Managerial Personnel

Key Managerial Personnel

During the year, there was no change in the composition of director.

The company is having following Key Managerial Personnel: -

- | | |
|--------------------------------------|-------------------------|
| 1. Mr. Girdhar Saboo (DIN: 00364750) | Managing Director |
| 2. Mr. V.P. Gagrani | Chief Financial Officer |
| 3. Ms. Anjali Kumawat | Company Secretary |

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 (payable monthly) proposed to be paid to Mr. Girdhar Saboo Managing Director: - Consolidated Salary including Perquisites and allowances, etc- 36,00,000/- (Rupees Thirty Six Lakhs only).

Basic Salary: 2,04,000(Monthly)

Allowance: 96,000(Monthly)

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.

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.

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

Number of Board Meetings

During the year under review, company has conducted 9 (Nine) Board meetings.

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, 2018, 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, 2018 and of the profit of the company for the year ended on that date;
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.

Auditors

Statutory Auditor

M/s Choudhary Gupta & Co., Chartered Accountants (ICAI Firm Registration Number: 003165C) in place of M/s N. Kataria & Associates were appointed for the term of five years in the last Annual General Meeting held on 27th September, 2017 for the Financial year 2017-18 to 2021-22.

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 2017-18.

Internal Auditor

Ms. Chandni Jain, Chartered Accountant (Category Individual) Having Membership Number 421132 performs the duties of Internal Auditors of the company and their report is reviewed by the audit committee from time to time.

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

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

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”.

VI. OTHER DISCLOSURES

Listing at Stock Exchange

The Equity Shares of the Company are listed at Calcutta and Bombay Stock Exchange and its shares are actively traded at Bombay Stock Exchange. The Company confirms that it has paid the Annual Listing fees for the year 2017-18 to BSE where the Company's shares are listed.

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.

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.

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.

For and on behalf of the Board of Directors

Date: 30th May, 2018
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

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

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 has finalized an export deal with a Mauritius company and as of now the Company is the largest exporter of salt.

During the year 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.

ANNEXURE “B” TO THE BOARD’S REPORT:

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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.

I) Industry Structure and Developments

The Company proposed to capture the growth potential in FMCG products by entering in retailing of the same. Also, Company has various plans for expansion of its operations from the present level and it is proposed to start luxurious resort, hotel and Yoga & Meditation Centre.

II) Outlook

Company continues to enjoy strong support from its promoters. FMCG markets are expected to continue to grow. Consumer confidence has increased. Company has also entered into a new line of Hospitality Industry and has build up a 7 star resort & spa in the name of “**SAMSKARA RESORT**” at Village-Jaisinghpura, Peepla, Jaipur. Samskara Resort provides all the luxurious facilities to its visitors which include approximately (but not limited to):

- 37 guest rooms
- 1 Presidential Villa
- Spa
- Yoga & Meditation center and Open Air Area
- Restaurant
- Swimming Pool

- Walkway and Jogging
- Multi-Purpose Hall
- Daily Activity Programs
- Motorized Buggies for Transportation
- Jacuzzis / Steam rooms

III) Opportunities, Threats, Risk and Concerns

In the current age of liberation and globalization your board consider it appropriate to explore new business areas / opportunities to broad base investment and industry presence, to attain its main purpose of delivering long term value to the shareholders of new improved means as etc. hence your Company has diversified its line of business to manufacturing industries by commencement of new business of manufacturing the industrial salt and detergent. Also looking towards the high growth in the retailing sectors in the coming years ahead the company is also planning to enter in the retail market of FMCG products.

The hotel industry in India thrives largely due to the growth in tourism and travel. Due to the increase in tourism with rising foreign and domestic tourists, hotel sector is bound to grow. There is an emergence of budget hotels in India to cater to much of the population who seek affordable stay and hence company have built up a 7 star Resort and Spa in the name of “Samskara Resort” and have confidence that company will grow faster in this industry as it is in the beautiful location of Jaipur.

IV) Challenges

Now the Company is working on building its own brand image. The Company is also setting up its own network for marketing and selling its spices and industrial salt. The brand building image will require recruitment of high quality manpower and setting up of distribution network on large scale. The management is also contemplating of taking steps for cost reduction in order to improve the financial position.

The company have now entered in the hospitality industry and there are lots of Hospitality company in Jaipur thus company will provide the best hospitality services and will be recognized in this industry and will definitely sustain its brand value in the market.

V) 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.

VI) 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

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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 May, 2018
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

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

ANNEXURE C**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2018****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/	% to total turnover of the company
1	None		

IV. 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-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	9752839	-	9752839	50.84	13052839	-	13052839	55.84	5.84
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	236970	-	236970	1.25	-	-	-	-	(1.25)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	9989809	-	9989809	52.08	13052839	-	13052839	55.84	3.76
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	34600	34600	0.18	-	34600	34600	0.18	Nil
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	34600	34600	0.18	-	34600	34600	0.18	Nil
2. Non-Institutions									
a) Bodies Corp.	1180428	11400	1191828	6.21	2757451	11400	2768851	11.45	5.24
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	3837022	398435	4235457	22.08	3856935	392335	4249270	17.57	(4.51)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3277465	31200	3308665	17.29	3595740	31200	3626940	15.00	(2.29)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	26086	-	26086	0.11	75829	-	75829	0.31	.20
OCB	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	30152	-	30152	0.12	14349	-	14349	0.06	(.06)
HUF	365903	-	365903	1.51	430540	-	430540	1.78	.27
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies -D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	8717056	475635	9192691	47.92	10210126	469535	10679661	44.16	(3.76)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	9192691	475635	9192691	47.92	10210126	469535	10679661	44.16	(3.76)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	18706865	475635	19182500	100	23712965	469535	24182500	100	0.00

B. Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2017]			Shareholding at the end of the year [As on 31-March-2018]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbere d to total shares	No. of Shares	% of total Share s of the comp any	%of Shares Pledged / encumbere d to total shares	
1	ARCHANA SABOO	1250000	6.52	-	2250000	9.30	-	2.78
2	GIRDHAR SABOO	8502839	44.33	-	11252839	46.53	-	2.20
3	SPECTRUM FOODS LIMITED	236970	1.25	-	0	0	-	(1.25)

* 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, 2018.

C. Change in Promoters' Shareholding

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.	Spectrum Foods Limited	236970	1.25			236970	1.25
	Sale of shares in open market			236970	1.25	-	-
	At the end of the year					0	0
2.	Archana Saboo	1250000	6.52			1250000	6.52
	Preferential Allotment			1000000	4.14	1000000	4.14
	At the end of the year					2250000	9.30
3.	Girdhar Saboo	8502839	44.33			8502839	44.33
	Preferential Allotment			2750000	11.37	2750000	11.37
	At the end of the year					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.	Nawa Salts Private Limited	0	0	650000	2.69
2.	Chandra Shekhar Saboo	573085	2.99	573085	2.99
3.	Saboo Energy And Power Pvt Ltd	0	0	300000	1.24
4.	Rajasthan Mega Developers Pvt Ltd	0	0	300000	1.24
5.	Bags Registry Services Pvt Ltd	306000	1.60	305372	1.26
6.	Manju Devi Saboo	272800	1.42	272800	1.42
7.	Dipak Kanhyalal Shah	205000	1.07	265000	1.10
8.	Deepak Sachdeva	205000	1.07	239850	0.99
9.	Madhu Agarwal	250000	1.30	230000	0.95
10.	Globe Capital Market Ltd.	171598	0.71	204675	0.85

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	8502839	44.33	8502839	44.33
	Preferential Allotment of Shares in the EGM held on 31.05.2017			2750000	11.37
	At the end of the year			11252839	46.53

V. 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	120530731	-	-	120530731
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	120530731	-	-	120530731
Change in Indebtedness during the financial year				
* Addition	60168808	-	-	60168808
* Reduction	-	-	-	-
Net Change	60168808	-	-	60168808
Indebtedness at the end of the financial year				
i) Principal Amount	180699539	-	-	180699539
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	180699539	-	-	180699539

VI. 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	2548000	2548000
	(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	1152000	1152000
	Total (A)	3600000	3600000

B. Remuneration to other directors

No setting fees and other benefits are given to Independent Directors.

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

SN	Particulars of Remuneration	Key Managerial Personnel (Per annum)			
		CEO	CS	CFO	Total
1	Gross salary	-	216000	162000	378000
	(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	Others, please specify	-	-	-	-
	Total	-	216000	162000	378000

VII. 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 May, 2018
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

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

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, 2018)

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, 2018, 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, 2018 are as follows:

Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms	Amount (In Lakhs)
Purchases of Goods & Services				
Spectrum Foods Limited	Common Directors	Ongoing	As per RPT Policy guidelines	497.04
Rent Paid				
Girdhar Saboo	Managing Director	Ongoing	As per agreement and RPT policy guidelines	12.00
Rendering of services				
Spectrum Foods Limited (Electricity)	Common Directors	Ongoing	As per RPT Policy guidelines	34.85

For and on behalf of the Board of Directors

Date: 30th May, 2018
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

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

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, 2018 was as under:

1. Promoter & Executive Chairman
2. Non-Executive & Independent Directors

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 9 times on the following dates during the financial year 2017-18:

QUARTERS	Date of Meeting
1 ST QUARTER	29.04.2017
	29.05.2017
	12.06.2017
2 ND QUARTER	14.08.2017
	30.08.2017
	11.09.2017
3 RD QUARTER	13.11.2017
4 TH QUARTER	31.01.2018
	13.02.2018

Name of Directors	Status	Board Meetings attended during the year	Attendance at last AGM	Number of Directorship Held in other Public companies	Board Committee Membership/ Chairmanship held in other Public companies
Shri Girdhar Saboo DIN: 00346750	Executive Director	9	Yes	1	NIL
Shri Bikash Kumar Lakhota DIN: 01470180	Non- Executive Director and Independent	8	Yes	NIL	NIL
Shri Neeraj Kumar Agarwal DIN: 05358002	Non- Executive Director and Independent	8	Yes	NIL	NIL
Shri Sanjay Sarna DIN: 07052586	Non- Executive Director and Independent	9	Yes	1	1

• **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 2017-18 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, 2018 are as follows:

Shareholding of Non-Executive Directors as on March 31, 2018 is as under:

Sr. No.	Name	No. of shares held	% of Paid-up Capital
1.	Shri Bikash Kumar Lakhota DIN: 01470180	25236	.001
2.	Shri Neeraj Kumar Agarwal DIN: 05358002	NIL	-
3.	Shri Sanjay Sarna DIN: 07052586	Nil	-

• **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, 2017. 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:**

<i>Name</i>	<i>Designation</i>	<i>Category</i>
Shri Sanjay Sarna DIN: 07052586	Chairperson	Non-Executive & Independent Director
Shri Bikash Kumar Lakhotia DIN: 01470180	Member	Non-Executive & Independent Director
Shri 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 2017-18:

Date of meetings:

30th April, 2017, 28th May, 2017, 10th August, 2017, 11th September, 2017, 13th November, 2017 and 13th February, 2018

- **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 2017-18 are as follows:

<i>Name</i>	<i>Category</i>	<i>Attendance</i>
Shri Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	6

Shri Bikash Kumar Lakhotia DIN: 01470180	Non-Executive & Independent Director	5
Shri 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>
Shri Sanjay Sarna DIN: 07052586	Chairperson	Non-Executive & Independent Director
Shri Bikash Kumar Lakhotia DIN: 01470180	Member	Non-Executive & Independent Director
Shri Neeraj Kumar Agarwal DIN: 05358002	Member	Non-Executive & Independent Director

- **Meetings held :**

The committee met 1 times on the following dates during the financial year 2017-18:

Date of meetings: 10th August, 2017

- **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 2017-18 are as follows:

<i>Name</i>	<i>Category</i>	<i>Attendance</i>
Shri Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	1
Shri Bikash Kumar Lakhotia DIN: 01470180	Non-Executive & Independent Director	1
Shri Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	1

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 2017-18 are:

Name of Director	Salary (Rs.) per annum	Benefits Perquisites and Allowance	Commission	Notice Period/ Severance fees*
Mr. Girdhar Saboo (Managing Director) DIN: 00364750	25,48,000	11,52,000	Nil	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
Shri Sanjay Sarna DIN: 07052586	Chairman	Non-Executive & Independent Director
Shri Girdhar Saboo DIN: 00364750	Member	Executive Director
Shri Neeraj Agarwal DIN: 05358002	Member	Non-Executive & Independent Director

Meetings held:

The Board met 4 times on the following dates during the financial year 2017-18:

Date of meetings: 11th April, 2017, 12th April, 2017, 18th July, 2017, 09th September, 2017, 24th November, 2017, 19th January, 2018, 09th March, 2018 and 28th March, 2018.

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 2017-18 are as follows:

Name	Category	Attendance
Shri Girdhar Saboo DIN: 00364750	Executive Director	8
Shri Neeraj Kumar Agarwal DIN: 05358002	Non-Executive & Independent Director	7
Shri Sanjay Sarna DIN: 07052586	Non-Executive & Independent Director	8

Status of Investor Complaints

During the year under review, neither any complaint was pending as on 31st March, 2018 nor was any complaint received.

6. GENERAL BODY MEETINGS**(A) Annual General Meeting**

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

AGM	Date	Time	Venue
AGM	28.09.2015	1.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
AGM	28.09.2016	3.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
AGM	27.09.2017	3.00 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.

(B) Extra Ordinary General Meeting during the year

EGM	Date	Time	Venue
EGM	31.05.2017	12.30 pm	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
Postal Ballot	25.09.2017	N.A.	N.A.

7. 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.

8. 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.

9. 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.

10. 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.

11. 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.

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.

12. 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.

13. 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 "Adhikar".

14. GENERAL SHAREHOLDER INFORMATION**a. Annual General Meeting for the Financial Year 2017-18:**

Date: Thursday, 27th September, 2018
Venue: L-5, B-II, Krishna Marg, C-Scheme, Jaipur-302001
Time: 1:00 PM
Last Date for receipt of Proxy Forms: Tuesday, 25th September, 2018 before 1:00 PM

b. Financial Calendar

The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2018 were held the following dates:

Result for the qtr ending June 30, 2017	11 th September, 2017**
Result for the qtr ending Sep 30, 2017	13 th November, 2017
Result for the qtr ending Dec 31, 2017	13 th February, 2018
Audited Result if any for the current year ending Mar 31, 2018	30 th May, 2018

** Company sought extension of time for the same from BSE.

c. Book Closure Date

The Share Transfer Register of the Company remain closed from 21st September, 2017 to 27th September, 2017 (both days inclusive) for the purpose of AGM.

d. Listing of Equity Shares in Stock Exchange

The share 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 2017-18 are given below:

<i>Month</i>	<i>High Price</i>	<i>Low Price</i>	<i>No. of Shares</i>	<i>No. of trades</i>	<i>BSE Sensex High</i>
<i>Apr-17</i>	<i>15.95</i>	<i>12.61</i>	<i>917172</i>	<i>3181</i>	<i>29918.4</i>
<i>May-17</i>	<i>15.9</i>	<i>12.61</i>	<i>736397</i>	<i>1543</i>	<i>31145.8</i>
<i>June-17</i>	<i>13.71</i>	<i>11.91</i>	<i>380060</i>	<i>705</i>	<i>30921.61</i>
<i>Jul-17</i>	<i>15.78</i>	<i>13.5</i>	<i>555962</i>	<i>1231</i>	<i>32514.94</i>
<i>Aug-17</i>	<i>14.25</i>	<i>11.35</i>	<i>282844</i>	<i>753</i>	<i>31730.49</i>
<i>Sep-17</i>	<i>14.35</i>	<i>12.54</i>	<i>384634</i>	<i>889</i>	<i>31283.72</i>
<i>Oct-17</i>	<i>28.8</i>	<i>13.5</i>	<i>3589121</i>	<i>8319</i>	<i>33213.13</i>
<i>Nov-17</i>	<i>30.7</i>	<i>22.95</i>	<i>834769</i>	<i>2608</i>	<i>33149.35</i>
<i>Dec-17</i>	<i>25.1</i>	<i>22.15</i>	<i>318242</i>	<i>976</i>	<i>34056.83</i>
<i>Jan-18</i>	<i>25</i>	<i>19.25</i>	<i>464399</i>	<i>1391</i>	<i>35965.02</i>
<i>Feb-18</i>	<i>20.5</i>	<i>16.7</i>	<i>193444</i>	<i>667</i>	<i>34184.04</i>
<i>Mar-18</i>	<i>17</i>	<i>12.55</i>	<i>361757</i>	<i>859</i>	<i>32968.68</i>

Source: BSE website

f. REGISTRAR & SHARE TRANSFER AGENT

All the physical share transfer work is done in-house at the Share Department at the registered office of the Company at Jaipur and for Demat work the Company has appointed a registrar.

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, 2018

<i>Shareholding of Nominal value</i>	<i>Number of Shareholders</i>	<i>% of Total</i>	<i>No. of Shares</i>	<i>Amount in Rs.</i>	<i>% of Total</i>
<i>Up to 5000</i>	<i>3370</i>	<i>66.97</i>	<i>711519</i>	<i>7115190</i>	<i>3.37</i>
<i>5001 to 10000</i>	<i>671</i>	<i>13.33</i>	<i>591016</i>	<i>5910160</i>	<i>3.00</i>
<i>10001 to 20000</i>	<i>412</i>	<i>8.18</i>	<i>667951</i>	<i>6679510</i>	<i>3.14</i>
<i>20001 to 30000</i>	<i>181</i>	<i>3.59</i>	<i>470133</i>	<i>4701330</i>	<i>2.13</i>
<i>30001 to 40000</i>	<i>79</i>	<i>1.57</i>	<i>286424</i>	<i>2864240</i>	<i>1.37</i>
<i>40001 to 50000</i>	<i>66</i>	<i>1.31</i>	<i>315696</i>	<i>3156960</i>	<i>2.31</i>
<i>50001 to 100000</i>	<i>125</i>	<i>2.48</i>	<i>910170</i>	<i>9101700</i>	<i>5.09</i>
<i>100001 & Above</i>	<i>128</i>	<i>2.54</i>	<i>20229591</i>	<i>202295910</i>	<i>79.60</i>
Total	5032	100	24182500	241825000	100

i. SHARE HOLDING PATTERN AS ON 31ST MARCH, 2018

ANNEXURE II

SCRIP CODE : 530461 SCRIP NAME : SABOO SODIUM CHLORO LIMITED SCRIP TYPE :: EQUITY

(I)(A) STATEMENT SHOWING SHAREHOLDING PATTERN AS ON 31/03/2018

CATEGORY CODE	CATEGORY OF SHAREHOLDERS	NUMBERS OF SHAREHOLDERS	TOTAL NUMBER OF SHARES	NUMBER OF SHARES HELD IN DEMATERIALIZED FORM	TOTAL SHAREHOLDING AS A PERCENTAGE OF TOTAL NUMBER OF SHARES		SHARES PLEDGED OR OTHERWISE ENCUMBERED	
					AS A % OF(A+B)	AS A % OF(A+B+C)	NO. OF SHARES	AS A %
(A)	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP							
(1)	INDIAN							

(A)	INDIVIDUALS/ HINDU UNDIVIDED FAMILY	2	13052839	13052839	50.84	55.84	0.00	0.00
(B)	CENTRAL GOVERNMENT /STATE GOVERNMENT(S)	0	0	0	0.00	0.00	0	0.00
(C)	BODIES CORPORATE	0	0	0	0.00	0.00	0	0.00
(D)	FINANCIAL INSTITUTIONS BANKS	0	0	0	0.00	0.00	0	0.00
(E)	ANY OTHER DIRECTORS & THEIR RELATIVES SOCIETIES PARTNERSHIP FIRMS RBI EMP.WELFARE FUND ESOP/ESOS TRUSTS	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00
	SUB-TOTAL (A)(1)	2	13052839	13052839	50.84	55.84	0	0.00
(2)	FOREIGN							
(A)	INDIVIDUALS (NON-RESIDENT INDIVIDUALS FOREIGN INDIVIDUALS)	0	0	0	0.00	0.00	0	0.00
(B)	BODIES CORPORATE	0	0	0	0.00	0.00	0	0.00
(C)	INSTITUTIONS	0	0	0	0.00	0.00	0	0.00
(D)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
(E)	ANY DIRECTORS & THEIR RELATIVES SOCIETIES PARTNERSHIP FIRMS EMP.WELFARE FUND TRUST ESOP/ESOS	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	0 0 0 0 0 0 0 0 0	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00
	SUB-TOTAL(A)(2)	0	0	0	0.00	0.00	0	0.00
	TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP A= (A)(1)+(A)(2)	2	13052839	13052839	50.84	55.84	0	0.00
(B)	PUBLIC SHAREHOLDINGS							
(1)	INSTITUTIONS							
(A)	MUTUAL FUNDS/UTI	5	34600	34600	0.18	0.18	0	0.00
(B)	FINANCIAL INSTITUTIONS BANKS	0	0	0	0.00	0.00	0	0.00
(C)	CENTRAL GOVERNMENT STATE	0	0	0	0.00	0.00	0	0.00

	GOVERNMENT(S)							
(D)	VENTURE CAPITAL FUND	0	0	0	0.00	0.00	0	0.00
(E)	INSURANCE COMPANIES	0	0	0	0.00	0.00	0	0.00
(F)	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.00	0.00	0	0.00
(G)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0.00	0	0.00
(H)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
(I)	ANY OTHER FOREIGN FIN INST							
	FOREIGN MUT.FUND				0.00	0.00	0	0.00
	F.F.I/BANKS	0	0	0	0.00	0.00	0	0.00
	STRESSED ASSET	0	0	0	0.00	0.00	0	0.00
	STABILISATION FUND	0	0	0	0.00	0.00	0	0.00
	FUND STATE	0	0	0	0.00	0.00	0	0.00
	FIN.CORP.	0	0	0				
	SUB TOTAL B(1)	0	0	0	0.00	0.00	0	0.00
2	NON-INSTITUTIONS							
(A)	BODIES CORPORATE	113	2768851	2248133	9.30	9.30	0	0.00
(B)	I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 2 LAKH S	4670	4249270	3856935	17.57	17.57	2000	0.01
	II.INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 2 LAKHS	46	3626940	3595740	15.00	15.00	0	0.00
(C)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0.00	0	0.00
(D)	ANY OTHER TRUSTS DIRECTORS & THEIR RELATIVES MARKET MAKER NRI CLEARING MEMBERS HUF NRIS/OCBS ESOP/ESOS/ESPS	30 7 159 0	75829 14349 430540 0	75829 14349 430540 0	0.12 0.06 1.78 0.00	0.12 0.06 1.78 0.00	0 0 0 0	0.00 0.00 0.00 0.00
	SUB-TOTAL(B)(2)	5025	10645164	10175626	44.02	44.02	2000	0.01
	TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	5030	10679661	10210126	44.16	44.16	2000	0.01
	TOTAL (A)+(B)	5032	24182500	23712965	100.00	100.00	2000	0.01
(C)	SHARES HELD BY							

	CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	-	-	-	-	-	-	-
1	PROMOTER AND PROMOTER GROUP	0	0	0	0.00	0.00	0	0.00
2	PUBLIC	0	0	0	N.A.	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	5032	24182500	23712965	100.00	100.00	2000	0.01

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 2018, 23712965 equity shares of the Company forming 98.06% of the share capital of the Company stand dematerialized.

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)

15. RECONCILIATION OF SHARE CAPITAL AUDIT

For each of the quarter in the financial year 2017-18, 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.

16. 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.

17. 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, 2017 as notified by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

18. 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.

19. 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.

20. SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Audit for the financial year 2017-18 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.

21. 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.

For and on behalf of the Board of Directors

Date: 30th May, 2018
Place: JAIPUR

Sd/-
SANJAY SARNA
(Director)
DIN: 07052586

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

**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.**

We have examined the compliance of conditions of corporate governance by Saboo Sodium Chloro Limited ('the Company') for the year ended 31st March, 2018, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations except the composition of Board of Directors.

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.

**Place: Jaipur
Date: 30th May, 2018**

**Sd/-
Vinod Kumar Naredi
For Naredi Vinod and Associates
Company Secretaries
ACS 20453
CP No. 7994**

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, 2018, 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 May 2018

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

**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, 2018 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 May, 2018

Sd/-
GIRDHAR SABOO
*Managing Director and
Chief Executive Officer*
DIN: 00364750

Sd/-
V.P. GAGRANI
Chief Financial Officer

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 May, 2018

Sd/-
Sanjay Sarna
(Chairman)
Audit Committee

DECLARATION OF INDEPENDENCE
[Pursuant to sec 149(7) of the Companies Act, 2013]

Date: 31.03.2018

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 Shri Som Nath Sarna, aged 43 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 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

DECLARATION OF INDEPENDENCE
[Pursuant to sec 149(7) of the Companies Act, 2013]

Date: 31.03.2018

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 Shri Ramesh Chand Agarwal, aged 60 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 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

DECLARATION OF INDEPENDENCE
[Pursuant to sec 149(7) of the Companies Act, 2013]

Date: 31.03.2018

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 Shri Binod Kumar Lakhotia, aged 43 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 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 Lakhotia

(DIN: 01470180)

Independent Director

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018
[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, 2018** 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, 2018** 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i) The Environment (Protection) Act, 1986

j) The EPF & Misc. Provisions Act, 1952;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India, yet to be approved by the Central Government.

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

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 but post resignation of Mrs. Archana Saboo who was a women director in the company, no other women director has been appointed yet in the company.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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) Majority decision is carried through while the dissenting members' views are 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.

We further report that during the audit period the company has Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Jaipur
Date: 30th May, 2018

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

Note: This report is to be read with our letter of even date which is annexed as 'Annexure 2' and forms an integral part of this report.

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.)

Our report of even date 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: 30th May, 2018

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

SECRETARIAL STANDARDS REPORT
For The Financial Year Ended 31st March, 2018

To,
THE BOARD OF DIRECTORS
SABOO SODIUM CHLORO LTD.

We have examined the relevant registers, records and documents maintained by Saboo Sodium Chloro Ltd. ("the Company") for the financial year ended March 31, 2018 for compliances of Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) relating to Meetings of the Board of Directors (SS1) and General Meetings (SS2) as applicable during the Financial Year 2017-18.

The management has voluntarily decided to adhere to the Secretarial Standards and comply with the same. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the above said Secretarial Standards.

In our opinion and to the best of our information and according to the explanation given and documents/papers furnished to us, we report that the Company has complied with applicable Secretarial Standards relating to Meetings of the Board of Directors (SS1) and General Meetings (SS2).

Place: Jaipur
Date: 30th May, 2018

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



Choudhary Gupta & CO.

CHARTERED ACCOUNTANTS

Independent Auditor's Report

To,
The Members,
Saboo Sodium Chloro Limited,
Jaipur

Reports 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 March 31, 2018, the Statement of Profit and Loss, and the Cash Flow Statement for the year ended on that date, and a summary of the 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 sub-section 5 of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation 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 conducted our audit in accordance with the Standards on Auditing specified under sub-section 10 of Section 143 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 auditors' 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 said accounts 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.

- (a) in the case of balance sheet, of the state of affairs of the Company as at 31st March 2018;
- (b) in the case of profit and loss account, of the profit for the year ended on that date except as appearing in clause 2(g) below; and
- (c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal & Regulatory Requirement

As required by the Companies (Auditor's Report) Order, 2017 ('the Order'), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of section 143 of the Act, we enclose in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by sub-section 3 of Section 143 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 account 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 March 31, 2018

taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2018 from being appointed as a Director in terms of sub-section 2 of Section 164 of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting
- (g) The company has not complied with the mandatory AS-15 on Retirement Benefits (see note 1.9 on accounting policies) however impact not expected to be substantial, our opinion remain unmodified.
- (h) With respect to the other matters to be included in the Auditors’ 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:
 - 1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 32 to the financial statements;
 - 2. There are no material foreseeable losses on long-term contracts including derivatives contracts on which provision is required to be made in the financial statements.
 - 3. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

***For M/s Choudhary Gupta & Co.
Chartered Accountant
(Firm Registration No. 003165C)
Ram Babu Gupta
(Membership No. 072138)***

Jaipur, May 30th, 2018



Choudhary Gupta & CO.

CHARTERED ACCOUNTANTS

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date)

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 2018:

- i. (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) With respect to immovable properties of acquired land and buildings that are freehold, according to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/transfer deed/conveyance deed/court orders approving schemes of arrangements/amalgamations provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset 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 explained to us, the management has conducted the physical verification of inventories at reasonable intervals. No material discrepancies were noticed on physical verification of the inventories as compared to books records
- iii. The Company has granted, during the year, unsecured advances to companies, firms, limited liability partnership or other parties covered in register maintained under section 189 of the Companies Act, 2013. As per the information and explanation given by the management the following advances have been made which is in addition to the current outstanding balance of Rs. 881.75 lacs. Tiger salts Pvt. Ltd.-85.41 lacs, Rajasthan Mega developers Pvt. Ltd. – Rs. 4.51 lacs, fortress Hotels & Resorts Pvt. Ltd.- Rs. 2.60 lacs, Nawa Hotels & Resorts Pvt. Ltd. – Rs.10.01 Lacs. Saboo Damodar Roapways Pvt.- Rs. 0.34 Lacs., Girdhar Gopal Saboo – Rs. 248.50 Lacs, Saboo Energy & Power Pvt. Ltd.- Rs.800, Nawa Salts Pvt Ltd – Rs.5800.
 - a) The terms and conditions of the grant of such loans are not prejudicial to the company's interest except to the extent that no interest is charged by the company.
 - b) The schedule of repayment of principal and payment of interest (n.a.) is not stipulated as the interest free loans are given on demand.
 - c) There are no overdue amounts.

- iv. In our opinion and according to the information and explanations given to us, during the year the company has made loans, investments, guarantees, and security as contemplated u/s 185 & 186 of the Companies Act, 2013. The details of the same is appearing in the point no. 31 as detailed above as also explained in note no. 31 of Related Party Transactions.
- 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 provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2017 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
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
- (b) On the basis of information and explanation given to us, details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on 31st March, 2018 on account of disputes are given below:

Annexure I

Name of the statute	Nature of dues	Amount Demanded	Amount Deposited	Period	Appeal Status
Income Tax Act, 1961	Income Tax	Nil	Nil	AY 08-09	Pending before Hon'ble ITAT
Income Tax Act, 1961	Income Tax	5150	Nil	AY 12-13	Pending before CPC
Income Tax Act, 1961	Income Tax	6055390	Nil	AY 13-14	Pending before AO
Vat	Vat	184800	Nil	AY 16-17	Pending before CTO
Cst	Cst	129780	Nil	AY 16-17	Pending before CTO
ET	ET	1435791	717896	AY 14-15	Pending before CTO
ET	ET	356250	178124	AY 15-16	Pending before CTO
ET	ET	312403	Nil	AY 16-17	Pending before CTO

ET	ET	1475461	Nil	AY 15-16	Pending before CTO
Income Tax Act, 1961	TDS	8698.50	Nil	AY 18-19	Pending before AO
Income Tax Act, 1961	TDS	6716.00	Nil	AY 17-18	Pending before AO
Income Tax Act, 1961	TDS	36727.50	Nil	AY 16-17	Pending before AO
Income Tax Act, 1961	TDS	294451.00	Nil	AY 15-16	Pending before AO
Income Tax Act, 1961	TDS	430754.98	Nil	Prior Years	Pending before AO

*Though this year there are no tax implications in this year but in the subsequent years it may have tax implication to the tune of appx. Rs.157.32 lacs.

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues 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 or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the note 33 of Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, Company has made preferential allotment of 50,00,000 equity shares @ Rs. 10/- each during the year under audit. Such allotment was made in compliance with provisions of section 42 of the Companies Act, 2013 and other applicable provisions including SEBI (ICDR) Regulations, 2009. According to the information and explanations given to us and on the basis of our examination of the records of the Company the funds so received on such allotment has been utilized for the purposes for which it was raised.
- 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. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

***For M/s Choudhary Gupta & Co.
Chartered Accountant
(Firm Registration No. 003165C)
Ram Babu Gupta
(Membership No. 072138)***

Jaipur, May 30th, 2018



Choudhary Gupta & CO.

CHARTERED ACCOUNTANTS

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 2018

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 over financial reporting of Saboo Sodium Chloro Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the 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 based on the internal control 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 the respective 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 Institute of Chartered Accountants of India. 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 over financial reporting 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, 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 over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 to the best of our information and according to the explanations given to us, the Company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control 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.

SABOO SODIUM CHLORO LTD
L-5, B-II,, KRISHNA MARG, C-SCHEME, JAIPUR-302001
CIN : L24117RJ1993PLC007830
BALANCE SHEET AS AT 31st March, 2018

	Note	As at 31st March 2018 (in Rs.)	As at 31st March 2017 (in Rs.)
I. EQUITY AND LIABILITIES			
Shareholders Fund			
Share Capital	2	241,825,000	191,825,000
Share Application Money		-	50,000,000
Reserve & Surplus	3	44,256,250	24,642,493
		286,081,250	266,467,493
Non-current Liabilities			
Long Term Borrowings	4	180,699,539	120,530,731
Deferred Tax Liabilities	5	16,345,959	15,007,589
Long Term Provision	6	1,420,679	1,367,070
		198,466,177	136,905,390
Current Liabilities			
Short Term Borrowings & Advances	7	114,650,108	111,851,177
Trade Payables	8	49,329,108	36,998,419
Other Current Liabilities	9	3,187,684	3,385,641
Short Term Provisions	10	7,709,779	8,697,245
		174,876,679	160,932,482
Total Liabilities		659,424,106	564,305,365
II. ASSETS			
Non-current Assets			
Fixed Assets	11		
Tangible Assets		156,036,132	157,495,306
Intangible Assets		118,200	118,200
Capital Work In Progress		82,204,776	50,669,239
		238,359,108	208,282,745
Non Current Investments	12	11,240,004	11,240,004
Long Term Loans & Advances	13	13,713,044	13,114,281
Other Non-current Assets	14	-	140,798
		24,953,048	24,495,083
Current Assets			
Current Investments	15	4,562,241	2,060,452
Inventories	16	160,130,251	121,426,764
Trade Receivables	17	93,157,125	85,683,103
Cash & Cash Equivalents	18	908,579	913,512
Short Term Loans & Advances	19	136,894,380	120,904,628
Other Current Assets	20	459,373	539,081
		396,111,950	331,527,541
Total Assets		659,424,106	564,305,365

Summary Of Significant Accounting Policies

1

As per our report of even date attached
For Choudhary Gupta & Co.
Chartered Accountants
 Firm Reg. No.003165C
Ram Babu Gupta, FCA
Partner
 Membership No.072138
 Jaipur, May 30th, 2018

For and on behalf of the Board of Directors

Sd/-
Managing Director
 Girdhar Gopal saboo
 DIN: 00364750

Sd/-
Director
 Sanjay sarna
 DIN: 07052586

SABOO SODIUM CHLORO LTD
L-5, B-II,, KRISHNA MARG, C-SCHEME, JAIPUR-302001
CIN : L24117RJ1993PLC007830

PROFIT & LOSS ACCCOUNT FOR THE YEAR ENDING 31ST MARCH 2018

	<i>Note</i>	Year Ended 31st March 2018		Year Ended 31st March 2017
		<i>(in Rs.)</i>		<i>(in Rs.)</i>
Revenue from operations	21	232,592,999		229,954,078
Other Income	22	900,662		455,315
Total Revenue		233,493,661		230,409,393
Expenses:				
Cost of materials consumed	23	117,429,363		104,770,738
Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	(34,656,701)		(25,407,642)
Employee benefit expense	25	15,193,054		17,188,965
Financial costs	26	31,712,310		29,221,675
Depreciation and amortization expense	11	15,763,527		18,075,547
Other expenses	27	83,784,982		82,608,838
Total Expenses		229,226,534		226,458,121
Profit and Loss before tax		4,267,127		3,951,272
Short/ (Excess) Provision for Earlier Year				
Tax expense:				
Current tax (<i>Provision</i>)		815,000		800,000
Deferred tax (<i>Provision</i>)		1,338,370		8,963,283
Total Tax Expenses		2,153,370		9,763,283
Profit and Loss after Tax for the Period		2,113,757		(5,812,011)

Earning per equity share:

Basic		0.09	-0.30
Diluted	32	0.09	-0.30

Summary Of Significant Accounting Policies

1

As per our report of even date attached

For Choudhary Gupta & Co.

Chartered Accountants

Firm Reg. No.003165C

Ram Babu Gupta, FCA

Partner

Membership No.072138

Jaipur, May 30th, 2018

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
L-5, B-II, KRISHNA MARG, C-SCHEME, JAIPUR-302001
CIN : L24117RJ1993PLC007830
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.3.2018
(Annexed to the Balance Sheet for FY 2017-18)

PARTICULARS	31.03.2018	31.03.2017
<u>A. Cash Flow from Operating Activities</u>		
Net Profit before Tax and extraordinary items	42.67	39.51
<i>Adjustments for :</i>		
Depreciation	157.64	180.76
Dividend received	0.00	0.00
Interest (Income)	4.63	-2.18
Profit on sale of fixed assets	0.00	0.00
Interest Expense	278.99	270.52
Operating Profit before Working Capital Changes	483.93	488.61
<i>Adjustments for :</i>		
Decrease/(Increase) in Inventories	-387.03	-319.47
Decrease/(Increase) in Trade & Other Receivables	-74.74	-52.55
Decrease/(Increase) in Other Assets	0.80	-0.34
Increase/(Decrease) in Current Liability	111.99	-99.19
Preliminary Exp. Not Written Off	1.41	3.47
Cash Generated From Operations	136.35	20.53
Income Tax	-8.15	-8.00
Net Cash from Operating Activities	128.20	12.53
<u>B. Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	-458.40	-29.61
Proceeds from sale of fixed assets	0.00	0.00
Interest Received	-4.63	2.18
Sale/ (Purchase) of Investments	-25.02	-8.25
Decrease (Increase) in Loans & Advances and Other Assets	-165.89	-347.94
Dividend Income	0.00	0.00
Net Cash from Investing Activities	-653.93	-383.62
<u>C. Cash Flow from Financing Activities</u>		
Proceeds/(Repayment) of Long Term Borrowings	601.69	-206.51
Proceed/(Repayment) of Short Term Borrowings	27.99	347.04
Issue of Share Capital/ Share Application Money	175.00	500.00
Interest paid	-278.99	-270.52
Net Cash from Financing Activities	525.68	370.01
Net Increase (Decrease) in Cash and Cash Equivalents	-0.05	-1.08
Cash and Cash Equivalents at the Beginning of the year*	9.14	10.20
Cash and Cash Equivalents at the end of the year	9.09	9.13

As per our report of even date attached

For Choudhary Gupta & Co.

Chartered Accountants

Firm Reg. No.003165C

Ram Babu Gupta, FCA

Partner

Membership No.072138

Jaipur, May 30th, 2018

For and on behalf of the Board of Directors

Managing Director

Girdhar Gopal saboo

DIN: 00364750

Director

Sanjay sarna

DIN: 07052586

NOTE 1 FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR 2017-18

Note 1: Significant Accounting Policies

1.1 Basis of Preparation of Financial Statement

These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act'), the provisions of the Act & Rules (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013, based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents.

The figures are presented rounded off nearest to a rupee.

1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

1.3 Revenue Recognition

Revenue is primarily derived from sale of iodized salt. Revenues are recognized on accrual basis when the substantial risks and reward of ownership in the goods are transferred to the buyers upon supply of the goods except disputed claims, demands, discounts, rebates etc, which are accounted for on cash basis as per consistent practice. Revenues from Renewal Energy Certificate (REC) are accounted for as and when the same is sold in exchange however unsold REC have been shown as stock in trade as per consistent practice.

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities except disputed claims & demands and discounts, rebates etc., which are accounted for on cash basis as per consistent practice.

1.4 Tangible Assets

Fixed assets are stated at their cost of acquisition including all direct cost attributable to the installation less accumulated depreciation comprising of its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Whereas Expenditure and outlays of money on uncompleted plant & machinery, building etc., which are of a capital nature, are shown as capital work-in-progress until such time these projects are completed and are put to use.

1.5 Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any.

1.6 Depreciation

Depreciation is provided on a pro-rata basis on the Written Down value method at the rates prescribed under Schedule II to the Companies Act, 2013. Useful life of the assets has been taken as provided in the said Schedule II to the Companies Act, 2013.

1.7 Impairment

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount. There is no impairment loss charged during the year.

1.8 Inventories

Inventories consisting of raw salt and packing materials are valued on the weighted-average basis and taken at the lower of the cost or net realizable value. Unserviceable raw material, if any, is valued at net realizable value. The cost of manufactured finished goods and work-in-progress includes material cost determined on weighted-average basis including an appropriate portion of allocable overheads. However, it does not include interest and administrative overheads which are indirect in nature. In absence of any other reliable estimate, taking a prudential approach inventory of Renewable energy certificate (REC) have been valued at net realizable value which is the minimum price of such certificate at which the same are sold in exchange.

1.9 Provisions and Contingent Liabilities

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements

1.10 Employee Benefits

1.10.1 Short Term Employee Benefits

The amount of employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services. These benefits include performance incentive and compensated absences.

1.10.2 Post-Employment Benefits

The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is

recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The liability in respect of defined benefit plans and other post-employment benefits is calculated on estimated basis and charged to the profit and loss account.

1.11 Employee Separation Costs – Non Compliance of Mandatory AS-15

The company does not provide for leave encashment, medical etc. and the same is accounted for on cash basis as and when actual payment is made. The mandatory accounting standard AS-15 requires that an actuarial valuation of the retirement benefits be made. Though, provision is made as per company's own method, however, no such actuarial valuation report has been taken nor any other prescribed method is followed to provide for the pre or post-retirement benefits for the employees. As such AS-15 not stood complied with however, impact on profit is not ascertainable. The impact not expected to be substantial no qualification of the audit report is made.

1.12 Investments

Investments are classified into current and long term investments. Current investments are stated at lower of cost or fair value. Non-current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

1.13 Current & Deferred Tax

Current tax is the provision made for income tax liability, if any, on the profits of the current year calculated in accordance with the provisions of the Income Tax Act 1961.

Deferred tax is recognized subject to the consideration of prudence on timing difference; being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on unabsorbed depreciation and brought forward losses unless there is virtual certainty that sufficient future income shall be available against which the deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rate and the Tax Law as applicable on the Balance Sheet date.

1.14 Foreign Currency Transactions

Foreign currency transactions are accounted for at the exchange rate prevailing at the date of the transaction. Gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities in foreign currencies are recognized in the profit and loss account.

1.15 Segment Reporting

There is only one visible segment of the company i.e. manufacturing & sale of salt and as such no separate reporting is needed on segment basis. The company also derives revenue from power generation activities and the total income from such activities during the year stood at Rs. 140.56 lacs. The revenue not being substantial as compared to total revenue (as per definition provided in the relevant AS), the same is not reported as a separate segment.

1.16 Financial and Management Information Systems

To practice an Accounting System which unifies Financial and Cost Records and is designed to comply with the relevant provisions of the Companies Act, 2013 provide financial and cost information appropriate to the businesses and facilitate Internal Control.

1.17 Investment Income

Income from investments are accounted for on accrual basis.

1.18 Earnings per Share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the equity shares outstanding at the end of the year. For the purposes of calculating diluted earnings per share, all potential equity shares have been taken into consideration including convertible warrants.

	As at 31st March 2018 (in Rs.)	As at 31st March 2017 (in Rs.)
Note 2 : Share Capital		
a) Authorized :		
2,50,00,000 equity shares of Rs. 10/- each	250,000,000	200,000,000
(previous Year 2,50,00,000 equity shares of Rs. 10 each)		
	250,000,000	200,000,000
b) Issued Capital:		
24,182,500 equity shares of Rs. 10/- each	241,825,000	191,825,000
(previous Year 1,91,82,500 equity shares of Rs. 10 each)		
	241,825,000	191,825,000
c) Subscribed & Paid Up Capital:		
24,182,500 equity shares of Rs. 10/- each	241,825,000	191,825,000
(previous Year 1,91,82,500 equity shares of Rs. 10 each)		
	241,825,000	191,825,000

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

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	% of shares	No. of Shares	% of shares	No. of Shares
Girdhar Saboo	46.53	11252839.00	44.33	8502839.00
Archana Saboo	9.30	2250000.00	6.52	1250000.00

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

2.3 Reconciliation of number of shares outstanding

Equity Shares at the beginning of the year	19182500	19182500
Addition/ deletion during the year	5000000	-
Equity Shares at the end of the year	24182500	19182500

Note 3 : Reserve and Surplus**Profit & Loss Account**

Balance from Previous Year	18,622,493	14,915,563
Add: Profit During the Year	2,113,757	(5,812,011)
Add: Retained Earning	-	-
	20,736,250	18,622,493

Share Premium

As per last balance sheet	21,500,000	4,000,000
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Capital Reserve

As per last balance sheet	2,020,000	2,020,000
Total	44,256,250	24,642,493

Note 3.1: Share Application Money

Archana Saboo	-	10,000,000
Girdhar Gopal Saboo	-	27,500,000
Nawa Salt Private Limited	-	6,500,000
Rajasthan Mega Developers Pvt Ltd.	-	3,000,000
Saboo Energy & Power Private Limited	-	3,000,000
	-	50,000,000

Note 3.2: The company allotted 5000000 equity shares @Rs.10/- each on 11th March, 2018 but the listing approval could not be obtained from BSE. Another EGM has been called upon for May 31st, 2018 & then allotment would be made. As such the amount received from allottees have been shown as share application money in the previous year. The company then allotted shares on 12th June, 2017.

Note 4 : Long Term Borrowings**a) Secured Loan****Banks**

Rupee Term Loans	180,699,539	120,530,731
------------------	-------------	-------------

Others

	-	-
	180,699,539	120,530,731

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.
- 4) ICICI Bank Ltd. Mahindra Car Loan is secured against car
- 5) DHFI term Loan Is secured against Land at pipla Bharat Singh, Ajmer Road Jaipur.
- 6) Sidbi Term Loan is primarily secured against Land at pipla Bharat Singh, Ajmer Road Jaipur. (Loan Repaid)
- 7) Kotak Prime Ltd. loan is secured against vehicles.
- 8) Terms of repayment are given below:
 - a) Term Loans taken from SBI is repayable in quarterly installments of Rs.12,36,000/- .
 - b) Loan Taken from ICICI Bank Ltd. is repayable in monthly EMI of Rs 174890.00 each.

b) Unsecured Loan**Others**

Sundry Advances	-	-
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**Total
(a+b)**

	-	-
	180,699,539	120,530,731

Note 5 : Deferred Tax Liabilities

Provision for Deferred Tax	16,345,959	15,007,589
	16,345,959	15,007,589

Note 6 : Long Term Provision

Provision for Employee Benefits	1,420,679	1,367,070
	1,420,679	1,367,070

CURRENT LAIBILITIES**Note 7 :Short Term Borrowings & Advances****Banks**

Rupee Loans	100,472,727	96,812,490
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Others

Short Term Advances, Inter Corporate Loans	13,907,381	15,038,687
	114,650,108	111,851,177

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

- b) Loan taken from Capital First Limited is repayable in monthly EMI of Rs.249069.00 each.
c) Loan taken from Capital First Limited is repayable in monthly EMI of Rs.180235.00 each.
d) Loan taken from Bajaj Finserv Ltd. is repayable in monthly EMI of Rs.179575.00 each.
e) Loan taken from Bajaj Finance Ltd. is repayable in monthly EMI of Rs.221775.00 each.
f) Loan taken from Aditya Birla Finance Ltd. is repayable in monthly EMI of Rs.361506.00 each.
g) Loan taken from Edelweiss is repayable in monthly EMI of Rs.252272.00 each.
h) Loan taken from Equitas Small finance Bank Ltd. is repayable in monthly EMI of Rs.224340.00 each.
i) Loan taken from Indusinda Bank Loan is repayable in monthly EMI of Rs.421463.00 each.
j) Loan taken from Kotak Mahindra Loan is repayable in monthly EMI of Rs.404042.00 each.
k) Loan taken from Kotak Mahindra Loan is repayable in monthly EMI of Rs.117155.00 each.
l) Loan taken from Magma Fincorp Loan is repayable in monthly EMI of Rs.314255.00 each.
m) Loan taken from Religare finvest pvt. Ltd. Loan is repayable in monthly EMI of Rs.269361.00 each.
n) Loan taken from Zen Lefin pvt. Ltd. Loan is repayable in monthly EMI of Rs.270755.00 each.
d) Loan taken from Tata Capital Financial Services Ltd. is repayable in monthly EMI of Rs.314255.00 each.
d) Loan taken from Tata Capital Financial Services Ltd. is repayable in monthly EMI of Rs.946874.00 each
(Principal Amount is Rs. 547620/- is fixed and interest is calculated on reducing balance method @ 11%)
d) Loan taken from Tata Capital Financial Services Ltd. is repayable in monthly EMI of Rs.224175.00 each upto June17.

Note 8: Trade Payables

Sundry Creditors	45,983,090	33,608,028
Advances From Customers	3,346,018	3,390,391
	49,329,108	36,998,419

Note 9.1 :Liability Towards Employees

Bonus Payable	64,884	84,786
P. F. (<i>Employee Contribution</i>)	29,539	23,910
P. F. (<i>Employer</i>)- Payable	29,808	34,204
Salary Payable	14,573	163,074
Stipend Payable	29,360	29,360
Wages Payable	586,226	775,630
	754,390	1,110,964

Note 9.2: Other Current Liabilities

Service Tax Payable	-	99,783
TDS Payable	754,221	530,943
GST Payable	79,200	-
Administrative Charges On P.F. (<i>Payable</i>)	3,516	3,516
Audit Fee Payable	-	16,000
Tax Audit Fees Payable	-	22,000
Security Deposits	1,597,160	1,602,435
	2,433,294	2,274,677

Note 9.3 : Out of the above amounts as referred to in above note 7,8 & 9 Rs. nil pertain to the Micro, Small and Medium 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, 2018 (March 31, 2017 : Rs. NIL)

Note 10 : Short Term Provisions

Provision For Exp.	4,89,592	704,346
Provision For Taxation	7,220,187	7,992,899
	7,709,779	8,697,245

Note 10.1: Provision for taxation also includes MAT credit asset provision of Rs.64.93 lacs which are to be set off against the regular tax liability of the company in the succeeding years. However, no such set off is made during the year under consideration (see note 13.1 also) and further company has not complied with mandatory AS - 29.

Note 11 : Fixed Assets

Tangible Fixed Assets											
PARTICULARS	Gross Block					Depreciation				Net Block**	
	As at 31-Mar-2017	Addition/ Transfer During the Year	Retained Earning	Deletion	As at 31-Mar-2018	As at 31-Mar-2017	For the Year	Deletions	As at 31-Mar-2018	As at 31-Mar-2018	As at 31-Mar-2017
1. Land & Site Development	29604670	0	0	0	29604670	0	0	0	0	29604670	29604670
2. Building	73613198	0	0	0	73613198	49317762	2146748	0	51464510	22148688	24295436
3. Plant & Machinery	288632182	14293008	0	0	302925190	187951621	12695988	0	200647609	102277581	100680561
4. Furniture & Fixture	2564077	0	0	0	2564077	2428059	4111	0	2432170	131907	136018
5. Vehicles	16680378	0	0	0	16680378	14280497	879087	0	15159584	1520794	2399881
6. Office Equipments	3127800	11345	0	0	3139145	2749060	37592	0	2786652	352493	378740
Sub-Total	414222305	14304353	0	0	428526658	256726999	15763527	0	272490526	156036132	157495306
WIP	50669239	31535537			82204776					82204776	50669239
Total	464891544	45839890		0	510731434	256726999	15763527	0	272490526	238240908	208164545

Intangible Fixed Assets											
PARTICULARS	Gross Block					Depreciation				Net Block	
	As at 31-Mar-2017	Addition/ Transfer During the Year	Retained Earning	Deletion	As at 31-Mar-2018	As at 31-Mar-2017	For the Year	/deletions	As at 31-Mar-2018	As at 31-Mar-2018	As at 31-Mar-2017
Trade Mark	118200	0			118200	0	0	0	0	118200	118200
Total	118200	0		0	118200	0	0	0	0	118200	118200

Note 12: Non Current Investments

Trade Investment - Unquoted

NSC Post Office 29,000 29,000

Other Investments

In Equity Shares of Associate Company

Fortress Hotels & Resorts P Ltd - Unquoted 11,065,500 11,065,500

Other Companies

Unquoted 145,504 145,504

11,240,004 **11,240,004**

Aggregate Amount of Quoted Investments

- -

Aggregate Amount of UnQuoted Investments

11,240,004 11,240,004

Note 13 : Long Term Loans & Advances

(Unsecured considered good)

TDS & Advance Tax 706,016 227,254

MAT Credit Entitlement 6,492,900 6,492,900

Security Deposits 6,514,127 6,394,127

13,713,044 **13,114,281**

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 - 140,798

- **140,798**

CURRENT ASSETS

Note 15: Current Investments

Trade Investment

In Certificate of Deposits - Unquoted

State Bank Of India	4,562,241	2,060,452
	4,562,241	2,060,452
Aggregate Amount of Quoted Investments	-	-
Aggregate Amount of UnQuoted Investments	4,562,241	2,060,452

Note 16: Inventories

(lower of cost or net realisable value)

Raw Material	14,550,167	13,433,528
Packing Material	6,601,768	3,898,776
Consumables (Stores and Spares)	727,273	500,117
Finished goods	100,203,694	65,181,193
Wastage and Salvage Goods	18,150	18,150
REC Stock	38,029,200	38,395,000
	160,130,251	121,426,764

Note 16.1: The Management is of the view that now there is reasonable certnity 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 approach and as per past practice.

Note 17 :Trade Receivables

(unsecured and considered good)

More than 6 Months	6,371,117	1,820,217
Others	86,786,008	83,862,886
	93,157,125	85,683,103

Note 18 : Cash And Cash Equivalents

Cash In hand	473,439	681,370
Balances with Scheduled Banks	435,140	232,142
	908,579	913,512

Note 19 : Short Term Loan And Advances

(Unsecured considered good)

Imprest A/C (Net)	108,049	(259,946)
Loans & Advances to Related Parties	123,216,458	88,176,160
Other Advances	22,000	22,000
Advances For Goods and Expenses	13,547,873	32,966,414
	136,894,380	120,904,628

Note 19.1: Loans & Advances given to Related Parties:

	As at 31st March 2018	Max. Bal. outstanding in the year
Tiger Salt Pvt Ltd.	22519983.00	32519383.00
Rajasthan Mega Developers P Ltd	4267400.00	4267400.00
Spectrum Foods Ltd.	40000000.00	40000000.00
Fortress Hotels & Resorts Pvt Ltd	5909700.00	5994700.00
Nawa Hotels and Resorts Private Limited	23736099.00	23736099.00
Saboo Damodar Ropeways Private Limited	1932556.00	1967556.00
Saboo Energy & Power Pvt. Ltd.	29456.00	29456.00
Girdhar Gopal Saboo	24821264.00	24821264.00

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 years

Note 20 : Other Current Assets

Prepaid Insurance	459,373	539,081
	459,373	539,081

Note 21 : Income From Operations

Products

Sales Salt (Export)	-	1,073,461
Sales Salt	226,877,366	218,265,722
Income from Sale of Solar Power (Government)	4,260,554	6,964,032
Income from Sale of Electricity (Third Party)	1,455,079	3,650,863
	232,592,999	229,954,078

Note 22 : Other Income

Discount Received and Rate Difference	10,489	-
Dividend Received	-	100
Interest From Parties	439,740	-
Interest On FDR	23,303	127,391
Interest on Security Deposit	-	217,874
Miscellaneous Income	369,062	109,950
Rate Difference	58,068	-
	900,662	455,315

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	90,416,429	76,678,535
Packing Material Consumed	26,894,240	27,562,396
Purchases of Trading Material	118,694	529,808
	117,429,363	104,770,739

Note 23.1:

a) Raw Material Consumed Includes

Raw Salt	88,911,944	75,784,338
Iodine	669,374	327,237
PFC	835,111	566,960
	90,416,429	76,678,535

b) Packing Material Consumed Includes

HDPE Bardana	8,533,884	10,322,845
Poly Pouch	13,850,415	14,441,074
Liner	-	-
Laminated Roll	4,509,941	2,798,477
	26,894,240	27,562,396

Note 23.2: Value of Raw Material & Packing Material Consumed	2017-18	2016-17
Imported		
Indigenous	117429363.1	104770738
Note 23.3: Value of Imports on CIF Basis in respect of:	2017-18	2016-17
Raw Material	-	-
Packing Material	-	-

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

Opening Stock

Salt	65,181,193	49,587,551
REC Stock	38,395,000	28,581,000
	103,576,193	78,168,551

Closing Stock

Salt	100,203,694	65,181,193
REC Stock	38,029,200	38,395,000
	138,232,894	103,576,193
	(34,656,701)	(25,407,642)

Note 25 : Employees Benefit Expenses

Salaries	2,458,873	2,859,181
Directors Remuneration & Perquisites	3,606,445	3,325,000
HRA Allowances on wages	1242395.00	1,735,970
Bonus	76,479	91,215
Canteen Exp.	71,312	103,112
Employer Contribution to P.F.	376,868	383,396
Gratuity	53,609	55,067

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Security Maint. Exp.	-	44,682
Stipend to Apprentice	73,427	61,189
Wages	7,176,376	8,460,798
Workmen & Staff Welfare	57,270	69,355
	15,193,054	17,188,965

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 and no proper provisions for PF & ESI liabilities

Note 26 : Financial Costs

Bank Commission & charges	93,790	170,799
Brokerage	30,605	46,403
Processing Fees on Bank Loan	3,688,497	1,952,556
Interest On Bank Borrowing & Others	27,899,418	27,051,917
	31,712,310	29,221,675

Note 27 : Other Expenses

Note 27.1 : Auditor's Remuneration

Statutory Audit Fees	-	16,000
Tax Audit Fees	-	11,000
	-	27,000

Note 27.2 : Selling & Distribution Exp

Advertisement Expenses	4,394,292	6,205,071
Discount & Rebate	-	9,517,844
Sales Distribution & Retailing Exp.	4,917,380	4,492,320
Export Expenses	-	705,407
Freight Outward (Factory)	43,694,409	27,140,661
Sales Promotion Exp.	132,790	502,945
Travelling Exp.	760,490	514,395
	53,899,361	49,078,643

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

Note 27.2.2: 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.	7258895.14	10801480
Entry Tax	393997	0
Freight Inward	1310056	1258537
Laboratory Expenses	35920	23480
Power & Fuel (diesel & fire wood)	6445583.226	5185646
Labour Exp	29066	35482
Store & Spares	1054930.74	1435680
Building Repair & Maintenance	443566	330873
Insurance	320513	254954
Plant & Machinery Repair	704564.4	1424413.5
Raw salt Kyar Repair	139170	209200
Repair & Maintenance (D.G.Set)	88994	43200
Repair & Maintenance Of J.C.B.	8965	11325
Boiler Operating Expenses	489083	506256
Rate Difference	0	88336
Realisation Difference	25530	
Total (a)	18748833.51	21608862.5

Note 27.3.1: Value of Stores Consumed	2017-18	2016-17
Imported		
Indigenous	1054930.74	1435680
Note 27.3.2: Value of Imports of CIF Basis in respect of Stores	-	-

b) Administrative Expenses

Administrative Charges on PF	38,766	39,948
Annual Custodial Fees	51,313	137,400
Computer Exp.	72,631	25,631
Donation	4,550	4,550
Electricity & Water	15,000	91,409
Environment Exp.	1,514,557	-
General Expenses	171,459	171,659
Insurance	444,196	468,442
Legal & Professional charges	1,377,914	1,663,345
Listing Fees	287,500	344,000
Membership & Subscription	845,348	252,656
Postage Telegram & Telephone Expenses	148,263	150,266
Printing & Stationery	287,294	96,975
Rent Rates & Taxes	1,701,214	2,577,039
Rating Exp	76,700	34,500
Repair & Maintenance	809,100	678,600
REC Fees	62,170	26,532
Share Transfer Expenses	61,436	32,972
Travelling & Conveyance	1,647,344	3,366,768
Preliminary Exp W/O	140,798	347,396
Service Tax	434,336	1,372,547
Interest On OLD PF	-	-
AMC Charges for Solar Plant	944,000	11,769
Sundry Balance W/off	899	(71)
Total (b)	11,136,787	11,894,333
Total (a+b)	29,885,621	33,503,196

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

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

Note 28 : Expenditure in Foreign Currency	2017-18	2016-17
Expenses (excl. travelling)	-	-
Note 29 : Earnings in Foreign Exchange	2017-18	2016-17
Sale of Goods	-	-
Note 30: Basic & Diluted EPS		
Basic Earnings Per Share	March 31, 2018	March 31, 2017
Net Profit/Loss (after tax)	2113756.58	-5812011.05
No. of Share	19182500.00	19182500.00
Face Value (Per Share)	10.00	10.00
EPS-Basic	0.09	-0.30
Diluted Earnings Per Share		
Net Profit/Loss (after tax)	2113756.58	-5812011.05
No. of Share (including share application money for 50 lacs shares)	24182500.00	19182500.00
Face Value (Per Share)	10.00	10.00
EPS- Diluted	0.09	-0.30

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

Summary of Transaction of Revenue Nature

a. Key Management Personnel

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

	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Girdhar Gopal Saboo	3606445.00	3630000.00
Sanjay Sarna	248571.00	0.00
Neeraj Agarwal	240000.00	

Rent Paid - Girdhar Gopal saboo	1200000.00	1200000.00
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b. Associate Companies

Purchases	49704000.00	42165342.00
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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

a. Key Management Personnel

		Year Ended 31st March, 2018	Year Ended 31st March, 2017
Girdhar Gopal Saboo	Director's Remuneration	3606445	3000000
Neeraj Agarwal	Director's Remuneration	240000	240000
Sanjay Sarna	Director's Remuneration	248571	240000
Archana Saboo	Director's Wife Remuneration	300000	150000
Girdhar Gopal Saboo	Rent	1200000	1200000
Archana Saboo	Share Application Money	-	10000000
Girdhar Gopal Saboo	Share Application Money	-	27500000

b. Associate Companies

Revenue Transaction

Spectrum Foods Ltd.	Purchases	49704000	42165342
Spectrum Foods Ltd. (closing balance)	Advances against purchases	0	11912653

Financial Transactions

Loans & Advances Given/ Repaid

	Transactions		
	Debit	Credit	Net Received/ (paid)
Nawa Salts Pvt Ltd	5800	0	(5800.00)
Nawa Hotels & Resorts Pvt. Ltd	1000600	0	(1000600.00)
Tiger Salts Pvt. Ltd.	18690600	10150000	(8540600.00)
Fortress Hotels & Resorts Pvt. Ltd.	345434	85000	(260434.00)
Rajasthan Mega Developers Pvt Ltd.	475800	25000	(450800.00)
Saboo Damodar Roapways Pvt Ltd	800	35000	34200.00
Saboo Energy & Power Pvt. Ltd.	800		(800.00)
Girdhar Gopal Saboo	36469694	11619399	(24850294.83)
Archana Saboo	868155	450000	(418155.41)

Outstanding Balances (Dr.)

	As at 31st March 2018	Max. Balance outstanding during the year	As at 31st March 2017	Max. Balance outstanding during the year
Tiger Salt Pvt Ltd.	22519983.00	32519383.00	13979383	15459383
Rajasthan Mega Developers P Ltd	4267400.00	4267400.00	3816600	3816600
Nawa Salt Pvt Ltd. (Cr.)	518800.00	524600.00	524600	785000
Fortress Hotels & Resorts Pvt Ltd	5909700.00	5994700.00	5649266	5649266
Nawa Hotels and Resorts Private Limited	23736099.00	23736099.00	22735499	22735499
Saboo Damodar Ropeways Private Limited	1932556.00	1967556.00	1966756	1966756
Saboo Energy & Power Pvt. Ltd.	29456.00	29456.00	28256	28256
Spectrum Foods Ltd.*	40000000.00	40000000.00	40000000	40000000
Girdhar Gopal Saboo	24821264.00	24821264.00		

*excluding trading transactions

Note 32: Contingent Liabilities & Commitments

a. Contingent Liabilities

A. Claims against the company/ disputed liabilities not acknowledged as debt

i) in respect of joint ventures

ii) in respect of others*

**As at
31st March,
2018**

**As at
31st March,
2017**

12191087

10826730(approx)

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

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, 2018	As at 31st March, 2017
(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	0
(iii) Investment made Fortress Hotels & Resorts P Ltd - Unquoted	0	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

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

SABOO SODIUM CHLORO LIMITED

Regd. Office: Surya House, L-5, B-II, Krishna Marg, C-Scheme, Jaipur-302001 Rajasthan, (India)

ATTENDANCE SLIP

25th Annual General Meeting on 27th day of September 2018 at 01.00 p.m.

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. PLEASE ALSO BRING YOUR COPY OF THE ENCLOSED ANNUAL REPORT

I hereby record my presence at the 25th Annual General Meeting to be held on Thursday, 27th day of September 2018 at 01.00 p.m. at "Surya House", L-5, B-II, Krishna Marg, 'C' Scheme, Jaipur-302001 Rajasthan (India)

1. Name of the Attending Member _____
(in Block Letters)

2. Regd. Folio Number _____

3. DP id. * _____

4. Client Id.* _____

5. Name of the Proxy (In Block Letters) _____

(To be filled in if the proxy attends instead of member)

6. No. of shares held: _____

*Applicable for Investors holding shares in electronic form

I hereby record my presence at the Annual General Meeting held at L-5, B-II, Krishna Marg, 'C' Scheme, Jaipur-302001 Rajasthan, (India) on Thursday, 27th day of September 2018 at 01:00 p.m.

.....
Signature of the shareholders/ Proxy

NOTES:

1. Shareholders/ proxy holders are requested to bring the attendance slip with them when they come to the meeting. No attendance slip is issued at the time of meeting.
2. This attendance slip is valid only in case shares are held in the date of AGM.

Proxy Form

(FORM NO. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____ Folio No./Client ID: _____ DP ID: _____

I / We being the Member(s) of _____ shares of Saboo Sodium Chloro Limited here by appoint

1. Name.....
Address.....
Email Id.....
Signature.....or failing him
2. Name.....
Address.....
Email Id.....
Signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on Thursday, 27th day of September 2018 at 01.00 p.m. at L-5, B-II, Krishna Marg, 'C' Scheme, Jaipur-302001 Rajasthan, (India) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Subject Matter of the Resolution	Optional*	
		For	Against
1	Adoption of the Audited Financial Statements and Reports thereon for the year ended March 31 st , 2018		
2	Ratification of appointment of M/s Choudhary Gupta & Co., Chartered Accountants as Statutory Auditor		

Signed this.....day of2018

*Affix
revenue
stamp*

Signature of member

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstained column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.
4. A Proxy need not be a member of the Company.
