



SABOO BROTHERS LIMITED

34TH ANNUAL REPORT

2012-13

Regd. Office: 6, Murawat Bhawan Lakhara Chowk, UDAIPUR-313001 (Raj.)

Phone No. : +91 294 2414623

Email : info@saboobrothers.com

Visit us at www.saboobrothers.com

ANNUAL REPORT 2012-13

BOARD OF DIRECTORS

RAJENDRA DEVDAS BARKALLE	Managing director
SANJEEV BHATJIWALE	Director
ANURAG SABOO	Director
LOKANATH SURYANARAYAN MISHRA	Director
MUKESH SHANTIBHAI SANGHVI	Director

AUDITORS

M/s Pathak Anup & Associates
Chartered Accountants
416, Arcade Silver-56
1, New Palasia
INDORE- 452001

BANKERS

Bank Of Baroda
State Bank Of Bikaner & Jaipur

REGISTRAR & SHARE TRANSFER AGENT

System Supports Services
209, Shival Industrial Estate,
89, Andheri Kurla Road,
(Next to Logitech Park, Above McDonalds),
Sakinaka,
MUMBAI – 400 072
Tel : +91 22 28500835
Fax : +91 22 28501438
Email : sysss72@yahoo.com

REGISTERED OFFICE

6, Murawat Bhawan Lakhara Chowk,
UDAIPUR-313001 (Raj.)
Phone No. : +91 294 2414623
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COMPANY SECRETARY:

Asish Narayan,
2A/604, Green Meadows, Lokhandwala,
Kandivali (E),
MUMBAI

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of Saboo Brothers Limited will be held on Monday, August 05, 2013 at 11:30 A.M. at the Registered office of the company at 6, Murawat Bhawan, Lakhara Chowk, Udaipur - 313001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and Profit & Loss Account of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mukesh Sanghvi, who retires by rotation and being eligible , offers him-self for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

Registered Office:

6, Murawat Bhawan
Lakhara Chowk
Udaipur,
Rajasthan 313001
Date : 08st July, 2013

By order of the Board

Sd/-

Rajendra Barkalle
Chairman

NOTES:

1. The Register of Members and Share Transfer Books of the company shall remain closed from Monday 29th July 2013 to Friday, the 02nd August , 2013 (both days inclusive) for the purpose of holding the Annual General Meeting.
2. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
3. Members are requested to:
 - (i) Intimate the Company about any change in their Registered Addresses in respect of equity shares held in physical form.
 - (ii) Quote the registered folio number in all future correspondence.
 - (iii) Address their grievances, if any, to the Company at it's Registered Office.
 - (iv) Members are requested to please bring their copies of Annual Report at the meeting
4. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
5. As required under Clause 49 of the Listing Agreement, the particulars of Director proposed to be appointed / reappointed are being furnished in the Corporate Governance Report published in this Annual Report.
6. As per provisions of section 109A of the Companies Act, 1956, the shareholders of the Company are allowed to nominate any person to whom all the rights in shares vests in the event of death of the shareholder. The shareholders who opt to nominate could obtain nomination forms from the Company by sending their formal request at the Registered Office of the Company.
7. Brief resume of person proposed to be appointed/ reappointed as a Director of the company at the AGM as per clause 49 of the Listing Agreement is given below:

Particular	Mukesh Sanghvi
Age	50
Date of Appointment	15/06/2011
Qualification	Graduation
Designation	Director
Expertise in Specific functional areas	Experience of Marketing of Pharmaceutical products & Chemicals
Directorship of other Companies	None
Chairman/ Member of the Committees of the Board of the Companies on which he / she is a Director	None

Registered Office:

6, Murawat Bhawan
Lakhara Chowk
Udaipur
Rajasthan 313001
Date: 08/07/2013

By order of the Board

Sd/-

Rajendra Barkalle

DIRECTOR'S REPORT

To,
The Members,
Saboo Brothers Limited,
UDAIPUR.

Yours Directors have pleasure in presenting the 34th Annual Report together with Audited Annual Accounts of the Company for the financial year ended 31st March 2013.

FINANCIAL RESULTS

(Rs. in Lacs)		
PARTICULARS	2012 – 2013	2011 – 2012
Sales	125.38	62.63
Other Income	3.94	10.29
Total Expenditure	147.45	83.64
Interest and Finance Charges	0.008	0.08
Miscellaneous expenditure w\o	0	0
Depreciation	3.41	3.69
Bad Debts written off	51.77	0
Profit / (Loss) for the year before Tax	-73.32	-14.49
Less: Current Tax	0	0
Deferred Tax	0	0
Net Profit/Loss for the year after Tax	-73.32	-14.49

OPERATIONAL PERFORMANCE & BUSINESS OVERVIEW

During the year under review the company continued its business activities and sales for the year ended 31st March 2013 was of Rs. 125,38,000. Because of recession and slow down in the business forced the company to slowdown its expansion plan.

As reported in previous year as well, continuous technological upgrading and assimilation of latest technology has been going on in the cement industry. The market environment continues to be very competitive where the company has faced intense competition from other players, the outlook for the industry does not appear to be very encouraging. The Company has also been exploring new business opportunities for improving its financial performance.

The Working capital requirement and new market forced the company to adequately adjust the outputs. The Company tried its best to be debt free.

As was reported during previous year, lease of the factory land & building had expired in earlier year and despite company's best efforts, the same could not be renewed for further period and therefore the company is arranging for vacating the leased factory land & building as per the terms of lease agreement. The company continues to carry on its activities in a modest way from this site and is actively searching for alternative site for its operations.

TRANSFER TO RESERVES

Due to unabsorbed losses no amount has been proposed to be transferred to Reserves.

DIRECTORS

Mr. Shree Gopal Saboo Director cease to be the Directors of the Company as he resigned on 8th December 2012. Mr. Mahesh Ajmera - Director and Mr. Krishan Murari Somani - Director cease to be the Directors of the Company as they resigned on March 11,2013.

Mr. Rajendra Barkalle appointed as Director cum Managing Director of the Company, Mr. Sanjeev Bhatjiwale and Mr. Lokanath Mishra appointed as Independent Directors of the Company with effect from 25th February, 2013.

The members at their meeting held on 25th March 2013 approved, Mr. Rajendra Barkalle appointed as Director cum Managing Director of the Company. Mr. Sanjeev Bhatjiwale and Mr. Lokanath Mishra appointed as Independent Directors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 of the Companies Act, 1956, your Directors hereby confirm that during the period ended 31st March 2013:

- i) In the preparation of annual accounts of the company, the applicable Accounting Standards have been followed along with proper explanation to material departure, if any;
- ii) Appropriate Accounting Policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit & Loss of the Company for that period.
- iii) To the best of our knowledge and information, we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) The Annual Accounts have been prepared on a "going concern" basis.

DIVIDEND

Considering the Income, the Board decided not to recommend any dividend for the year 2012-2013.

FIXED DEPOSITS

During the year 2012- 2013, the Company has not accepted or renewed any deposits in terms of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

AUDITOR

The retiring Auditors M/s. Pathak Anup & Associates, Indore expressed their willingness to continue as Statutory Auditor of the Company if re-appointed to hold the office till the conclusion of the next Annual General Meeting. They have furnished a certificate to the effect that the proposed re-appointment, is in accordance with the limits specified U/s. 224(1B) of the Companies Act, 1956.

AUDITORS REPORT

The Notes to the accounts and Accounting Policies referred in auditors report are self explanatory. The Company has accounted for Leave Encashment and Export benefits on cash basis, as per Company's accounting policy as given in Point No. (A) of Schedule "27" annexed to the Balance Sheet, which is self explanatory and hence doesn't call for further explanation.

LISTING OF SHARES

The Company has complied with the requirements of listing agreement with The Bombay Stock Exchange Ltd, Mumbai, during the period under report and shares of the Company are now being traded on the Stock Exchange.

The company has appointed M/s System Support Services, Mumbai, as RTA for equity shares of the Company.

PARTICULARS OF EMPLOYEE REQUIRED UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956.

None of the employee is covered under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.

Information in accordance with the provisions of section 217 (1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in Annexure "A" to this report.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION ANALYSIS STATEMENT

As per clause 49 of the Listing Agreement with Stock Exchange, a separate section on Corporate Governance together with a certificate from Company's Auditors confirming Compliance is set out in the Annexure forming part of this report. Also attached a Management Discussion and Analysis Statement.

ACKNOWLEDGEMENT:-

Your Directors place on record their gratitude for the valuable assistance and co-operation extended by the Government and Government Agencies, Bankers, Valued Customers, shareholders and Employees of the Company and look forward their continuous support in future also.

For and on behalf of the Board

Sd/-

Rajendra Barkalle

Place: Udaipur

Date: 08/07/2013

ANNEXURE 'A' TO DIRECTORS' REPORT**PARTICULARS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.****A CONSERVATION OF ENERGY**

Your Company strives to make the plant energy efficient to the extent possible and continually reviews various schemes to conserve energy and optimum utilization of utility costs. Particulars with respect to Conservation of Energy are given in Form 'A' enclosed.

B TECHNOLOGY ABSORPTION

Particulars with respect to Technology Absorption are given in Form 'B' enclosed.

C FOREIGN EXCHANGE EARNINGS AND OUTGO

	2012-2013 (Rs./Lacs)	2011-2012 (Rs./Lacs)
EARNING	Nil	Nil
OUTGO	Nil	Nil

FORM 'A'**Form for disclosure of particulars with respect to conservation of energy**

A	2012-2013	2011-2012
POWER AND FUEL CONSUMPTION		
Electricity		
a) Purchased		
Units (KWH)	38031	38089
Total amount (Rs. Lacs)	2.37	2.35
Rate/Unit (Rs./KWH)	6.24	6.19
b) Own generation		
(Through diesel generator)		
Units (KWH)	---	---
Unit per ltr. of diesel oil	---	---
Cost/Unit (Rs./KWH)	---	---
Furnace oil		
Quantity (KL)	NIL	NIL
Total Cost (Rs. Lacs)	NIL	NIL
Average rate (Rs./KL)	NIL	NIL
Coal		
Quantity (Kg.)	NIL	NIL
Total cost (Rs. Lacs)	NIL	NIL
Average Rate (Rs./Kg.)	NIL	NIL

FORM 'B'

Form for Disclosure of particulars with respect to Technology Absorption:

A. RESEARCH & DEVELOPMENT (R & D):**1. Specific areas in which R & D carried out by the Company:**

The company is making all efforts on continuous basis for development of products as per customer's requirement for expanding its market share and to optimize its cost of production to face successfully the stiff competition. The research and development activities of the company are directed towards quality control and improvement of in house facilities.

2. Benefits derived as a result of the above R & D:

New consumer preferred products to drive growth and continuous product optimization for funding growth with an absolute focus on quality and cost effectiveness.

3. Future plan of action:

The Company will continue to focus on developing high quality products to drive growth and a relentless focus on reducing cost to fund growth.

4. Expenditure on R & D:

Capital	Nil
Recurring	Nil
Total	Nil
Total R&D expenditure as a percentage of total turnover	N. A.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:**1. Efforts in brief, made towards Technology absorption, adaptation and innovation:**

The Technology used for manufacturing of products of the Company is fully absorbed and new innovations in process control, product development, cost reduction and quality improvements are being made on continuous basis.

2. Benefits derived as a result of the above Efforts:

Improvement in overall productivity, quality of the products and reduced process scrap and cost.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

Technology Imported	No technology has been imported by the Company.
Year of Import	N. A.
Has technology been fully absorbed	N. A.
If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	N. A.

For and on behalf of the Board

Place: Udaipur

Date: 08/07/2013

Sd/-
Rajendra Barkalle

Annexure - "B" to Directors' Report

REPORT ON CORPORATE GOVERNANCE**(a) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Our corporate governance policies recognize the accountability of the board and the importance of its decisions to all constituents, including customers, investors, employees and the regulatory authorities and demonstrate the same to shareholders are the cause of and ultimate beneficiaries of economic activities. The functions of the board and the executive management are well defined and are distinct from one another. The company is having sub-committees of the board to oversee the functions of executive management. These sub-committees of the board, which mainly consist of non-executive directors, meet regularly to discharge their objectives.

In compliance with the disclosure requirements of Clause 49 of the Listing Agreement executed with the stock exchanges, the details are set out below:

(b) BOARD OF DIRECTORS AND THEIR MEETINGS:

The Board of Directors along with its committees provides leadership and vision to the management and supervises the functioning of the company. The composition of the Board is governed by the listing agreement executed with the Bombay Stock Exchange Limited, the Companies Act, 1956 and the provisions of the Articles of Association of the Company.

The Board consists of executive and non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning. Shree Gopal Saboo, Managing Director till his resignation (08thDecember,2012) he is overall incharge for the affairs of the company who exercise his powers and discharge duties under the superintendence and control of the Board of directors from time to time.

(1) Composition of the Board of Directors

Presently the Board of Directors has a mix of Executive and Non-executive Directors. The Board comprises of Managing Director and 31Non-executive Directors. Out of the 4 Non-executive Directors, two are Independent Directors. Accordingly, composition of the Board is in conformity with the listing agreement.

Except the Managing Director, all other Director are liable to retire by rotation

The composition of the Board and other relevant details relating to Directors are Given Below :

Name of Director	Designation	Category	Date of Appointment	Date of Resignation
Mr. SHREE GOPAL SABOO	Managing Director	Promoter/ Executive Director	05/02/1997	08/12/2012
Mr. ANURAG SABOO	Director	Promoter/ Non-Executive Director	30/09/2010	-
Mr. MAHESH AJMERA	Director	Independent/ Non Executive Director	06/02/2002	11/03/2013
Mr. KRISHAN MURARI	Director	Independent/ Non Executive Director	06/02/2002	11/03/2013
Mr. MUKESH SANGHVI	Director	Independent/ Non Executive Director	15/06/2011	-
Mr. RAJENDRA BARKALLE	Managing Director	Executive Director	25/02/2013	-
Mr. SANJEEV BHATJIWALE	Director	Independent/ Non Executive Director	25/02/2013	-
Mr. LOKNATH MISHRA	Director	Independent/ Non Executive Director	25/02/2013	-

CHANGE IN DIRECTORSHIP (During the year under review and upto the date of the Annual Report)

- 1) Mr. Shree Gopal Saboo has resigned from the board of the Company on 08/12/2012.
- 2) Mr. Krishan Murari has resigned from the board of the Company on 11/03/2013.
- 3) Mr. Mahesh Ajmera has resigned from the board of the Company on 11/03/2013.
- 4) Mr. Rajendra Barkalle has appointed as Managing Director of the company on 25/02/2013.
- 5) Mr. Sanjeev Bhatjiwale has appointed as Director of the Company as on 25/02/2013.
- 6) Mr. Loknath Mishra has appointed as Director of the Company as on 25/02/2013.

(2) Board Meetings, Committee Meetings and its Procedures:

The day to day business activities are being conducted by the officers and managers of the Company under the supervision and control of Managing Director. The Board of Directors (the Board) meets frequently as and when required during the year under review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to management of the Company.

- (i) The Company holds minimum of four Board Meetings in each year. Apart from the four pre-scheduled Board Meetings, additional Board Meetings will be convened by giving appropriate notice at any time to address the specific needs of the Company. The Board may also approve permitted urgent matters by passing resolution by circulation. The meetings are normally held at the Company's Registered Office.

- (ii) The Chairman & Managing Director and the Company Secretary / Company Law Consultant in consultation with other concerned persons in the senior management, finalize the agenda papers for the Board Meetings.
- (iii) Agenda papers are circulated to the Directors, in advance, in the defined Agenda format. All material information is incorporated in the Agenda Papers for facilitating meaningful, informed and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same are placed on the table at the meeting with specific reference to this effect in the Agenda.
- (iv) In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance or at the meeting.
- (v) The Company Secretary / Company Law Consultant records the minutes of the proceedings of each Board and Committee Meetings. Draft minutes are circulated to all the members of the Board for their comments. The minutes of proceedings of a meeting are entered in the Minutes Book within 30 days from the conclusion of the meeting.

(3) Attendance of each Director at Board Meetings and last Annual General Meeting:

During the year 2012-13 Eight Board Meetings were held 14/05/2012, 30/07/2012, 24/08/2012, 31/10/2012, 22/01/2013, 14/02/2013, 25/02/2013, 11/03/2013.

The last Annual General Meeting of the Company was held on September 24, 2012.

The Extra Ordinary General Meeting of the Company was held on March 25, 2013.

The record of Attendance of Directors and Membership of Board of Directors:

Name of Director	Designation	Category	No. of meetings held during the last financial year	No. of meetings attended during the last financial year	Whether Attended last AGM
Mr. SHREE GOPAL SABOO	Managing Director	Promoter/ Executive Director	8	4	Yes
Mr. ANURAG SABOO	Director	Promoter/ Non-Executive Director	8	2	No
Mr. MAHESH AJMERA	Director	Independent/ Non Executive Director	8	4	Yes
Mr. KRISHAN MURARI	Director	Independent/ Non Executive Director	8	4	Yes
Mr. MUKESH SANGHVI	Director	Independent/ Non Executive Director	8	8	Yes
Mr. Rajendra Barkalle	Managing Director	Independent/ Non Executive Director	8	1	No
Mr. Sanjeev Bhatjiwale	Director	Independent/ Non Executive Director	8	1	No
Mr. Loknath Mishra	Director	Independent/ Non Executive Director	8	1	No

Note: The information provided as above pertains to the following Committees of the Board of Directors, in terms of Clause 49 of the Listing Agreement:

- a) Audit Committee
- b) Shareholders / Investors Grievance Committee
- c) Remuneration Committee

(a) AUDIT COMMITTEE:

The Audit Committee comprises of three Independent / Non-executive Directors having knowledge of Accounts and Finance background. The Audit Committee is constituted pursuant to Clause 49 of the Listing Agreement.

Constitution as on Date of Annual Report:

Name of Director	Designation	Category
1) Mr. Rajendra Barkalle	Chairman	Independent/ Non Executive Director
2) Mr. Loknath Mishra	Member	Independent / Non Executive Director
1) Mr. Mukesh Sanghvi	Member	Independent/ Non Executive Director

ROLE OF AUDIT COMMITTEE:

1. To investigate any activity within its terms of reference.
 - . Oversight of the company's Financial Reporting Process and the disclosure of its financial information to ensure that the financial statement(s) is correct, sufficient and credible.
 - . Reviewing with management, the Annual Financial Statements before submission to the Board.
3. To appraise the Board about impact of Accounting Policies, Accounting Standards and legislation and to ensure compliance thereof.
 - . To hold periodical discussions with statutory auditors on nature and scope of the audit as well as have post audit discussion to ascertain any area of concern.
 - . To review the company's financial and risk management policies.
6. To look in to the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders, (in case of non-payment of declared dividends) and creditors.

Meetngs an Atten ance o t e Au tComm ttee Dur ng t e Year

During the financial year 2012-13, 4 Audit Committee Meetings were held on 14th May, 2012, 24th August, 2012, 31st October, 2012, 22nd Jan, 2013

Name Of Director	No. of Meeting Held During The Year	No. of Meeting Attended
1) Mr. M. Ajmera	4	4
2) Mr. K.M. Somani	4	4
3) Mr. Mukesh Sanghvi	4	4
4) Mr. Rajendra Barkalle	4	0
5) Mr. Loknath Mishra	4	0

(a) REMUNARATION COMMITTEE:**Constitution as on Date of Annual Report:**

Name of Director	Designation	Category
1) Mr. Sanjeev Bhatjiwale	Chairman	Independent/ Non Executive Director
2) Mr. Loknath Mishra	Member	Independent/ Non Executive Director
3) Mr. Mukesh Sanghvi	Member	Independent/ Non Executive Director

The remuneration of Executive / Non-Executive Directors is decided by the Committee. During the financial year 2012-13, one meeting of the Committee was held on 25th March, 2013.

During the year the Company has not paid any remuneration to Managing Director of the Company .

Name of the Managing Director Remuneration.

The Company has not paid any remuneration to its Managing Director .

(b) SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE:**Brief description and term of reference**

To specifically look into redressal of complaints like transfer of shares, non receipt of dividend, non receipt of annual report etc. received from shareholders/ investors and improve efficiency.

Constitution as on Date of Annual Report:

Name of Director	Designation	Category
1) Mr. Sanjeev Bhatjiwale	Chairman	Independent/ Non Executive Director
2) Mr. Loknath Mishra	Member	Independent/ Non Executive Director
3) Mr. Mukesh Sanghvi	Member	Independent/ Non Executive Director

The Committee meets at frequent intervals to consider, inter alia, share transfers, investor's complaints etc. and during the year 4 meetings of the Committee were held and Mr. M. Ajmera and Mr. Mukesh Sanghvi were present in each of the meetings. All valid share transfer applications received during the year 2012-13 have been acted upon by the Company within stipulated time and the grievances pending at the end of Financial year 2012-13 have been resolved.

(a) GENERAL BOADY MEETINGS:

Venue and time where the last three Annual General Meetings were held are given below:

Financial Year	Date of AGM	Venue	Time	No. of resolution passed other than ordinary Business	No. resolution passed by Postal Ballot
2011-2012	24 th September 2012	E-25A, M.I.A, Phase II, Basni, Jodhpur.	03.30 P.M.	YES	NIL
2010-2011	30 th September 2011	E-25A, M.I.A, Phase II, Basni, Jodhpur.	11:00 A.M.	NIL	NIL
2009-2010	30 th September 2010	E-25A, M.I.A, Phase II, Basni, Jodhpur.	11:00 A.M.	NIL	NIL

(b) DISCLOSURES:--

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives

There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large. Attention is drawn to Schedule "27" to the Audited Annual Accounts of the Company for the year 2011-2012.

Postal Ballot:

Special resolution passed by postal ballot for Change of Register Office from Jodhpur to Udaipur.

Details of non-compliance by the Company, penalties, and 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.

The trading of shares of the Company was suspended since year 2001. The Company has since complied with the requirements of listing agreement and shares of the Company are now being traded on the Bombay Stock Exchange Ltd. No penalty / stricture was imposed on the Company during the last three years.

LISTING & TRADING

The Stock of the company presently listed and traded at BSE. The stock is under suspension at The Calcutta Stock Exchange Limited, Jaipur Stock Exchange Limited, Madras Stock Exchange Limited, and Ahmedabad Stock Exchange Limited . The Board recommended delisting of the shares from these stock exchanges as the script is listed and traded at BSE.

(a) MEANS OF COMMUNICATION:

The Unaudited/ Audited Financial Results are published in English and in Hindi newspaper.

(b) GENERAL INFORMATION TO SHAREHOLDERS & INVESTORS:

(i) Date, Time and Venue of Annual General Meeting	Monday, 05 th August, 2013 At 11:30 P.M. Venue : 6, Murawat Bhawan, Lakhara Chowk, Udaipur - 313001 (Rajasthan)
(ii) Financial Calendar (Tentative) First Quarter Results Second Quarter Results Third Quarter Results Last Quarter Results	1 st April to 31 st March Mid August, 2013 Mid November, 2013 Mid February, 2014 Mid May, 2014
(iii) Date of Book Closure	29 th July , 2013 to 02 nd August, 2013 (both days inclusive)
(iv) Listing on Stock Exchanges	Jaipur Stock Exchange Limited The Ahemdabad Stock Exchange Limited The Bombay Stock Exchange Madras Stock Exchange Limited The Calcutta Stock Exchange Limited.
(v) Stock Code	BSE 530267
(vi) Demat ISIN No. for CDSL & NSDL	INE021N01011
(vii) Stock Market Data	Given hereunder.
(viii) Dividend	No Dividend has been recommended by the Board.
(ix) Share Transfer System	M/s System Support Services
(x) Name of Compliance Officer	Mr. Mukesh Sanghvi
(xi) Details of the promoter's shares under pledge.	NIL
(xii) Registered Office	6, Murawat Bhawan Lakhara Chowk Udaipur Rajasthan 313001

STOCK MARKET DATA:

Monthly highs, lows and volume of shares of the company for the period at BSE are as under:

<i>Month</i>	<i>Open</i>	<i>High (Rs.)</i>	<i>Low (Rs.)</i>	<i>Close (Rs.)</i>	<i>No. of Shares</i>
April, 2012	12.12	12.12	10.98	10.98	400
May, 2012	-	-	-	-	-
June, 2012	10.44	10.44	10.44	10.44	300
July, 2012	10.96	10.96	10.96	10.96	100
August, 2012	10.42	11.44	9.90	11.44	420
September, 2012	12.01	12.01	10.34	10.34	430
October, 2012	9.83	10.32	8.90	8.90	158
November, 2012	8.52	8.70	7.48	7.48	259
December, 2012	7.85	7.85	7.85	7.85	201
January, 2013	8.24	8.24	8.24	8.24	200
February 2013	8.65	8.65	8.55	8.65	7100
March 2013	9.08	11.00	9.08	11.00	254

10. REGISTER AND TRANSFER AGENT:

M/s System Support Services Private Limited have been appointed as Registrar and Share Transfer Agent of the Company. The Company falls under compulsory Demat process but presently the company is undertaking the work of physical transfer of its share through the RTA Applications for transfer of shares held in physical form were received directly by the Company. All valid transfers are processed and effected within the prescribed time limit from the date of receipt. The Company has been taking necessary steps form Dematerializing its shares.

11. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments as at March 31, 2011.

FORFEITURE OF SHARES

The Company forfeited 276200 equity shares during the year due to non-payment of call money by the respective shareholders despite repeated reminders by the company.

12. PLANT LOCATION:

The Plants of the Company was located at E-25A, M.I.A., Phase II, Basni Jodhpur-342005. The Company is searching a new place for relocating its plant.

13. ADDRESS FOR INVESTORS CORRESPONDENCE:

For any assistance regarding Transfer / Transmission of shares, change of address or any other query relating to shares, the investors may please contact at the following address:

Mr. Mukesh Sanghvi,
Director and Compliance Officer,
Saboo Brothers Limited
6, Murawat Bhawan
Lakhara Chowk
Udaipur
Telephone : 0294-2414623

14. CATEGORIES OF SHAREHOLDING AS ON MARCH 31, 2013:

Category	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
Promoters	5	0.50%	1446800	23.73%
Financial Institutions/ Banks	1	0.10%	100000	1.65%
Bodies Corporate (Non- Institutions)	20	2.00%	1334150	21.88%
Indian Public	957	95.60%	3200950	52.51%
Non Resident Indians/Overseas Corporate Bodies	18	1.80%	14300	0.23%
Total	1001	100%	6096200	100%

Distribution of Shareholding as on March 31, 2013:

Share Holding --	No. of Shareholders	% of Total Shareholders	No of Shares	% of Sharehs
	Total	Total	Total	Total
1 - 100	131	13.09%	13001	0.21%
101 - 500	724	72.33%	184404	3.02%
501 – 1000	47	4.70%	37520	0.62%
1001 - 5000	50	5.00%	133750	2.19%
5001 - 10000	4	0.40%	32025	0.53%
10001 - 100000	27	2.70%	1288900	21.14%
100001 & Above	18	1.80%	4406600	72.28%
Total	1001	100.00%	6096200	100.00%

For and on behalf of the Board

Place: Udaipur

Sd/-

Date: 08/07/2013

Rajendra Barkalle
Chairman

MANAGEMENT DISCUSSION ANALYSIS REPORT**INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Company is engaged in manufacturing and export of mini and rotary kiln cement plants, refractory cement and emery stone minerals and special cement plant. An integrated facility that prepares the raw mix, feeds it to the pro-processing system (kiln), and then grinds the clinker from the kiln system into various cement products. The cement industry has witnessed substantial re-organization of capacities during the last couple of years.

OPPORTUNITIES AND RISKS:

Today's cement manufacturers are faced with a spectrum of challenges as they strive for consistent quality products while reducing input costs. The fluctuating customer demands, high energy costs, strict environmental limits are few of the threats faced by Cement Industry. The Company also strives to improve its efficiency levels in all areas of its operations by reducing the costs thereby increasing the profits. There has been a global rise in demand for the cement due to increased activity in infrastructure. India has also witnessed a growth in cement needs with Governments at Centre and State putting their thrust in the areas of infrastructure development like roads, irrigation projects, housing etc. With this background, the Company sees great opportunity for the industry to grow as a whole.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company is engaged in manufacturing of mini cement plant machinery and mineral grinding machinery, refractory cement and processing of minerals. The over all market share of the Company has grown slightly as compared to previous year. During the year sales of machinery division, refractory cement and minerals have decreased. The company due to continuing losses in the refractory section has closed down the refractory units. With the increase in growth in capital goods industry the company is hopeful to show a better result in the machinery manufacturing section in future.

OUTLOOK:

There is enormous opportunity for the growth of Cement Industry. This country has huge potential for cement consumption growth, considering major emphasis of the Government on infrastructure development and boost to housing sector through measures like easy finance, provision of tax incentives etc. the company aims at all round improvement in turnover and profitability in coming years. However, the Company may also face intense competition from other players of the industry and slow down in capital goods industry may affect it adversely.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company believes in systematic working and placing of proper checks. Proper systems are in place and regular reviews are held at higher levels to check the efficacy and relevance of system. The company has adequate Internal control systems that commensurate with the size of the company. The Company is also continuously upgrading itself to meet the market dynamics.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials cost & availability, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations. Thus, the Company should and need not be held responsible, if, which is not unlikely, the future turns to be something quite different. Subject to this management disclaimer, this discussion and analysis should be perused.

CODE OF CONDUCT DECLARATION

Pursuant to Clause 49(D) of the Listing Agreement entered into with the Stock Exchange, I hereby declare that all the board members and senior management personnel of the Company have affirmed compliances with the Code of Conduct for the year ended on 31st March, 2013.

BY ORDER OF THE BOARD

SD/-
Rajendra Barkalle
Chairman

PLACE: UDAIPUR
DATE: 08/07/2013

PRACTICING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Saboo Brothers Limited

We have examined the compliance of conditions of Corporate Governance by Saboo Brothers Limited ("the Company") for the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 Agreement.

As per the records of the Company, there were no investor grievances remaining unattended for a period exceeding one month against the Company.

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.

For and on behalf of
For Ramesh Chandra Mishra & Associates

Sd/-
RAMESH MISHRA
F.C.S. No: 5477

Place: Mumbai
Date: 08/07/2013

PCS: 3987

MANAGEMENT RESPONSIBILITY STATEMENT

The financial statements are in full conformity with the requirements of the Companies Act, 1956 and the Accounting Standards issued by the Central Government. The Management of Company accepts responsibility for the integrity and objectivity of these financial statements, as well as, for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company's financial condition, and results of operations. To ensure this, the Company has installed a system of internal controls, which is reviewed, evaluated and updated on the ongoing basis. Our internal auditors have conducted periodic audits to provide reasonable assurance that the company's established policy and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provide by any system of internal controls. These financial statements have been audited by M/s Jain Sawaimal & Co., Chartered Accountants, and Statutory Auditors of the Company.

Place: Udiapur
Date: 08/07/2013

Sd/-
Rajendra Barkalle
Chairman

CEO/CFO CERTIFICATION TO THE BOARD

- I Certify that I have reviewed the financial statements and the cash flow statement for the year 2012-13 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws and regulations;
 - a. They are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2012-13 which are fraudulent, illegal or violative of the companies code of conduct;
 - b. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
 - c. We have indicated to the Auditors and the Audit Committee.
- Significant changes in internal control over the financial reporting during the year 2012-13;
- Significant changes in accounting policies during the year 2010-11 and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting.

Registered Office:

6, Murawat Bhawan
Lakhara Chowk
Udaipur
Rajasthan 313001
Date: **08/07/2013**

For and on behalf of the Board

Sd/-
Rajendra Barkalle
Chairman

AUDITOR'S REPORT

TO THE MEMBERS OF,
SABOO BROTHERS LIMITED
JODHPUR

- 1 We have audited the attached Balance Sheet of SABOO BROTHERS LIMITED, as at 31st March, 2013 and the Statement of profit and Loss for the year ended on that date both annexed thereto and summary of significant accounting policies and other explanatory information.
- 2 Management is responsible for the preparation of these financial statements that give true and fair view of the financial position, financial performance of the company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ('The Act'). This responsibility includes the design, implementation and maintenance of internal control 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.
- 3 Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, 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 qualified audit opinion.
- 5 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as on 31st March, 2013.;
 - (ii) In the case of the Statement of Profit and Loss of the Profit of the Company for the year ended on that date.
- 6 **Report on Other Legal and Regulatory Requirements**
 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by Section 227(3) of the Act, we report that:
 - (a) We have 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, dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss comply with the Accounting Standards referred to in Section 211(3C) of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1) (g) of the Act.

For Pathak Anup & Associates
Chartered Accountants

SD/-

CA ANUP PATHAK
M. no. 73907 PROPRIETOR

INDORE, 31st May, 2013

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in the auditors' report to the members of SABOO BROTHERS LIMITED for the year ended 31st March, 2013

(Referred to in Paragraph 3 of our report of even date)

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification which in our opinion, provides for physical verification of all fixed assets at reasonable interval. According to the information and explanation given to us no material discrepancies were noticed on such verification.

(c) The fixed assets disposed off during the year, In our opinion do not constitute a substantial part of the fixed assets of the company and such disposable has in our opinion not effecting the going concern status of the Company.

- 2 (a) In respect of its inventory:

(a) As explained to us, the inventories have been physically verified during the year by the management at reasonable interval.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and according to the information and explanation given to us the company is maintaining proper records of inventory As explained to us no discrepancies noticed in the physical verification of inventory as compared to the book of accounts.

- 3 (a) According to the information and explanations given to us, the company has not granted any unsecured loans to companies or other parties covered in the register maintained under section 301 of the Companies Act 1956.

(b) According to the information and explanation given to us, the rate of interest and other terms and conditions in respect of unsecured loans granted or taken by the company are not, prima facie, prejudicial to the interest of the company,

(c) In our opinion and according to the information and explanation given to us, the payment and/or receipt of principal amount and interest are regular,

(d) In our opinion and according to the information and explanations given to us, there are no overdue amounts in respect of the transactions listed in clause (a) (i) & (ii) above.

(e) The company have not taken loan from one party covered under the provisions of Section 301 of the Act.

(f) According to the information and explanation given to us, the rate of interest and other terms and conditions in respect of unsecured loans granted or taken by the company are not, prima facie, prejudicial to the interest of the company, if any.

(g) The payment of the principle and the interest amount are regular., if any.

- 4 In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and service. There are no failure or weakness involved in the internal control systems.

- 5 (a) In our opinion and according to the information and explanation given to us, particulars of contracts and arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section, if any.

(b) In accordance with the information and explanations given to us each transaction made in pursuance of such contracts or arrangements (only for amount exceeding the value of Rupee Five Lacs) in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time, if any.

- 6 In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public during the year. Therefore the provisions of clause 4(vi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.

We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for maintenance of cost records u/s 209 (1) (d) of the Companies Act 1956 in respect of and are of opinion that prima facie the prescribed records have been maintained

(a) According to the records of the company and information and explanations given to us, and the records of the company examined by us in our opinion, the company is generally regular in depositing undisputed statutory dues including provident fund, Employees state insurance, Income Tax, sales tax, wealth tax, customs duty, excise duty, cess and other material statutory dues with the appropriate authorities during the year.

(b) According to the records of the company and information and explanations given to us, and the records of the company examined by us there are no dues of income – tax , wealth tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute.

The Company have accumulated losses Rs.54598801 as at the end of the year and the company has incurred cash losses Rs. 10.81 Lacs in the preceeding financial year but has not incurred any cash loss during current financial year. According to the records of the company examined by us and information and explanations given to us, the company has not defaulted in the repayment of dues to financial institutions and banks. The Company has no debentures.

According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other Securities.

The provisions of any special statute applicable to chit fund, Nidhi or Mutual benefit Fund/Societies are not applicable to the Company. Therefore the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions. Therefore , the provisions of clause 4(xv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

To the best of our knowledge and belief and According to the information and explanations given to us, term loans availed by the Company were prima facie, applied by the Company during the year for the purposes for which the loans were obtained.

According to the Cash Flow Statement and records examined by us and According to the information and explanations given to us, on overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment and vice versa.

The Company has not made any preferential allotment to parties and Companies covered under register maintained under section 301 of the Companies Act, 1956, during the year and question of whether the prices at which the shares have been issued is prejudicial to the interest of the company does not arise.

According to the information and explanations given to us and the records examined by us, the company has not issued any debentures during the year. Therefore , the provisions of clause 4 (xix) of the Companies (Auditor's Report) Order , 2003 are not applicable to the company.

The Company has not raised money by any public issues during the year and hence the question of disclosure and verification of end use of such money does not arise.

During the course of our examination of the books and record of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we seen informed of such case by the management.

**For Pathak Anup & Associates
Chartered Accountants**

SD/-

**CA ANUP PATHAK
PROPRIETOR
Membership No.73907**

INDORE, 31st May, 2013

SABOO BROTHERS LIMITED			
BALANCE SHEET AS AT 31st March, 2013			
PARTICULARS	NOTE NO.	CURRENT YEAR 31st March, 2013	PREVIOUS YEAR 31st March, 2012
		Rs	Rs
<u>I. EQUITY AND LIABILITIES</u>			
<u>(1) Shareholders' Funds</u>			
a) Share Capital	B1	60962000	59416000
b) Reserves and Surplus	B2	40027057	28135275
<u>(2) Non-current Liabilities</u>			
(a) Long Term Borrowings	B3	0	0
(b) Deferred tax Liabilities		0	0
(c) Other Long Term Liabilities	B4	0	0
(d) Long Term Provisions	B5	0	0
<u>(4) Current Liabilities</u>			
(a) Short Term Borrowings	B6	0	0
(b) Trade Payables	B7	1017457	1030999.79
(c) Other Current Liabilities	B8	777628	2403786
(d) Short Term Provisions	B9	0	0
Total		102784142	90986061
<u>II ASSETS</u>			
<u>(1) Non-current Assets</u>			
(a) Fixed Assets			
(i) Tangible Assets	B10	3568543	13935000
(ii) Capital work in progress		0	0
(b) Non-current Investments	B11	0	5000000
(c) Deferred Tax Assets		0	0
(d) Long term loans and advances	B12	0	45000
(e) Other non-current assets	B13	1395000	1395000
TOTAL		4963543	20375000
<u>(2) Current Assets</u>			
(a) Current Investments		0	0
(b) Inventories	B14	8065600	17385000
(c) Trade Receivables	B15	40528812	31111260
(d) Cash and cash equivalents	B16	4320279	837760
(e) Short term loans and advances	B17	44905908	21277041
(f) Other current assets	B18	0	0
TOTAL		97820599	70611061
Total		102784142	90986061
See accompanying notes forming part of financial statements In terms of our report attached For Pathak Anup & Associates Chartered Accountants		A1 To B26 For & Behalf of SABOO BROTHERS LIMITED	
Sd/- CA ANUP PATHAK	Sd/- RAJENDRA BARKALLE	Sd/- MUKESH SANGHVI	

SABOO BROTHERS LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st March, 2013.

PARTICULARS	NOTE NO.	CURRENT YEAR 31st March, 2013	PREVIOUS YEAR 31st March, 2012
		Rs	Rs
Revenue from operations	B19	12538516	6262685
Other income	B20	394235	1029325
Total Revenue (I+II)		12932751	7292010
Expenses			
Cost of materials consumed	B21	8655201	2726001
Purchases of Stock -in- Trade		0	0
Changes in inventories of finished goods work -in -progress and Stock-in -Trade	B22	2474400	1050000
Direct manufacturing expenses	B23	758523	702565
Employee benefits expense	B24	1328431	1871779
Finance costs	B25	830	8610
Depreciation and amortization expense other W/off (fixed assets)	B10	341697	369000
Other expense	B26	1042000	0
		487266	2013780
Total expenses		15088348	8741735
Profit before exceptional and extraordinary items and tax III-IV		-2155597	-1449725
Exceptional Items Bad debts		5176621	0
Profit before extraordinary items and tax (V-VI)		-7332218	-1449725
Extraordinary Items		0	0
Profit before tax (VII-VIII)		-7332218	-1449725
<i>Tax expense</i>			
(1) Current tax		0	0
Arear of tax			
(2) Deffered tax		0	
Profit / (Loss) for the period from contining operations (VII-VIII)		-7332218	-1449725

See accompanying notes forming part of financial statements

A1 To B26

In terms of our report attached

For & Behalf of SABOO BROTHERS LIMITED

For Pathak Anup & Associates
Chartered Accountants

Sd/-
CA ANUP PATHAK
M. no. 73907 (Proprietor)

Sd/-
RAJENDRA BARKALLE
Managing Director

Sd/-
MUKESH SANGHVI
Director

Date : 31st May, 2013
Place : INDORE

Date : 28th May, 2013
Place : UDAIPUR

Date : 28th May, 2013
Place : UDAIPUR

SABOO BROTHERS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS YEAR ENDED 31st March, 2013

Particulars	Current Year 31st March, 2013	Previous Year 31st March, 2012
B1 <u>Share Capital</u>		
<u>Authorised</u>		
6510000 Equity Share Of Rs.10/ Each	65100000	65100000
Issued Subscribed And Paid Up Capital	63724000	63724000
(60962000 Equity Share of 10/- Each In Currant Year, 6372400 Equity Shares of Rs. 10/- Each In Previous Year)		
Less: Share Forfeited	2762000	
Less: Call in Arears	0	-4308000
Total	60962000	59416000
(A) Reconciliation Of Number Of Shares		
Shares Outstanding As At 1St April, 2012	6372400	6372400
Changes During The Year (Forfeited)	276200	0
Shares Outstanding As At 31St March, 2013	6096200	6372400
A. Details Of Shareholder Holding More Than 5% Shares In The Company:		
As per Annexure - A		
B2 <u>Reserves And Surplus</u>		
(A) Share Premium	107678000 *	107678000
Less: Written off During The Year	11048000 *	0
Less: Allotment money in Arrears	0 *	-23367000
Total	96630000 *	84311000
(B) Investment allowance reserve	392000 *	392000
(C) Subsidy	114000 *	114000
(D) Capital Reserve	6905000 *	0
(D) Surplus In Statement Of Profit And Loss		
Opening Balances	-56681725 *	-55232000
Add: Surplus/Deficit In Profit And Loss Account	-7332218	-1449725
	-64013943	-56681725
<u>Apropiations</u>		
Transfer To General Reserve	0	0
Tax Of Prior Period	0	0
Tax On Dividend	0	0
Total	-64013943	-56681725
Total (A+B+C+D)	40027057	28135275
B3 <u>Long Term Borrowings</u>		
(A) <u>Secured Loans</u>		
Term Loans From Bank	0	0
Total	0	0
(B) <u>Unsecured Loans</u>		
Other Borrowings (From Entities Other Than Bank)	0	0
Total	0	0
Total (A+B)	0	0

B4	<u>Other Long Term Liabilities</u>	0	0
	Total	0	0
B5	<u>Other Long Term Provisions</u>	0	0
	Total	0	0
B6	Short Term Borrowing	0	0
	Total	0	0
B7	<u>Trade Payables</u>		
	Sundry Creditors For Goods & Services	1017457	1031000
	Total	1017457	1031000
B8	<u>Other Current Liabilities</u>		0
	Outstanding And Other Liabilities	777628	2403786
	Total	777628	2403786
B9	<u>Short Term Provisions</u>		
	Provision For Taxation	0	0
	Provision For Dividend	0	0
	Provision For Dividene Tax	0	0
	Total	0	0
B11	Non- Current Investments		
	Investment In Bonds	0	5000000
	Total	0	5000000
B12	<u>Long Term Loans And Advances</u>		
	(Unsecured, Considered Good)		
	(A) Loans And Advances - Others Staff	0	0
	(B) Deposits	0	45000
	(C) Advance Income Tax 2011-2012	0	0
	Total	0	45000
B13	<u>Other Non- Current Assets</u>		
	Repayment For Which Services Are Planned To Be Received Beyond 12 Months From The Reporting Date		
	Long -Term Trade Receivables	0	0
	security deposit	1395000	1395000
	Total	1395000	1395000
B14	<u>Inventories</u>		
	(As Valued And Certified By The Management (Valued At Cost)		
	Raw-Materials	0	6845000
	Store & Spares	2245000	2245000
	Semi Finished Goods	5070600	7545000
	scrap	750000	750000
	Total	8065600	17385000
B15	<u>Trade Receivables</u>		
	Unsecured, Considered Good		
	More Than Six Month	23371622	28543043
	Less Than Six Month	17157190	2568217
	Total	40528812	31111260

B16	Cash And Cash Equivalent		
	A. Cash In Hand	324260	225000
	B. Bank Balances		
	Bank of Baroda	3935359	0
	With Schedule Bank In Current A/C, Fdr A/C	60660	612760
	Total	4320279	837760
B17	Short Term Advances		
	For Supplies & Others	38945483	14137041
	For Staff And Others	5960425	7140000
	Total	44905908	21277041
B18	<u>Other Current Assets</u>		
	Advance Tax	0	0
	Total	0	0
B19	<u>Revenue From Operations</u>		
	Sales	12538516	6262685
	Total	12538516	6262685
B20	Other Income		
	Interest	376450	864000
	Others	17785	165325
	Total	394235	1029325
B21	Cost Of Materials Consumed		
	Opening Stock		
	A) Raw- Material	6845000	6580000
	Stores and Scraos	2995000	2995000
	Semi Finished Goods	0	0
	Add:- Purchases And Expenses (See Note 1)	1810201	2991001
	Total	11650201	12566001
	Less Closing Stock		
	A) Raw- Material	0	6845000
	Stores and Scraos	2995000	2995000
	Semi Finished Goods	0	0
	Total	2995000	9840000
	Material Consumed During The Year	8655201	2726001
	Total	8655201	2726001
	Note1: The Expenses Includes, Freight, Cartage, Loading And Cess Are Included In The Purchases		
B22	<u>Changes In Inventories Of Finished Goods</u>		
	<u>Inventory At The End Of The Year</u>		
	A) Finished Goods	0	0
	B) Semi Finished Goods	5070600	7545000
	C) Work In Progress	0	0
	Total	5070600	7545000
	Inventory At The beginning Of The Year		
	A) Finished Goods	0	0
	B) Semi Finished Goods	7545000	8595000
	C) Work In Progress	0	0
	Total	7545000	8595000
	Increase / (Decrease) In Stock	2474400	1050000

B23	Other Direct Manufacturing Expenses		
	Other Direct Manufacturing	758523	702565
	Total	758523	702565
B24	Employee Benefits Expenses		
		1328431	1871779
	Total	1328431	1871779
B25	<u>Finance Cost</u>		
		830	8610
	Total	830	8610
B26	<u>Other Expenses</u>		
		487266	2013780
	Total	487266	2013780

See accompanying notes forming part of financial statements
 In terms of our report attached
 For Pathak Anup & Associates
 Chartered Accountants

For & Behalf of SABOO BROTHERS LIMITED

CA ANUP PATHAK
 M. no. 73907 (Proprietor)

RAJENDRA
 BARKALLE
 Managing Director

MUKESH SANGHM
 Director

Date : 31st May, 2013
 Place : INDORE

Date : 28th May, 2013
 Place : UDAIPUR

Date : 28th May, 2013
 Place : UDAIPUR

SABOO BROTHERS
LIMITEDB10
Depreciable Assets as on 31st March 2013

NAME OF THE ASSETS	01.04.12	GROSS BLOCK ADD.	DEDUCT	TOTAL	DEPRECIATION			NET BLOCK		
					UPTO 12	DR.YEAR	W/ BACK	TOTAL	31.03.13	31.03.12
GOODWILL	150000	0	0	150000	0	0	0	0	150000.00	150000
LEASEHOLD LAND	977000	0	977000	0	0	0	0	0	0.00	977000
BUILDING	0	0	0	0	4420418	23180	4443598	0	0.00	536582
Road & Site Development	118900	0	118900	0	146512	0	146512	0	0.00	1042488
PLANT & MACHINERY	354498	0	354498	0	1363954	56098	1420052	0	0.00	2181026
FURNITURE & FIXTURES	480979	0	0	480979	303748	33583	306885	30446	450533.03	177231
OTHER MISC.ASSETS	746335	0	434732	3116021	3592677	228836	3673502	148011	2968010.0	3870673
	<u>237623</u>		<u>200153</u>							
TOTAL	09	0	09	3747000	9827309	341697	9990549	178457	3568543	13935000

For Pathak Anup & Associates
Chartered Accountants

SD/-

CA ANUP PATHAK
M. no. 73907
(Proprietor)

For & Behalf of SABOO BROTHERS LIMITED

SD/-

RAJENDRA BARKALLE
Managing Director

SD/-

MUKESH SANGHVI
Director

SCHEDULE 20**NOTES TO THE ACCOUNTS****A. NATURE OF OPERATIONS:**

The Company is presently engaged in manufacturing of capital goods machineries used in manufacturing of Portland Cement, mineral grinding machineries etc. Previously the Company was also manufacturing refractory Cement but the operation was closed due to high cost and not having regular demand.

B. SIGNIFICANT ACCOUNTING POLICIES:**1. ACCOUNTING CONVENTIONS:**

The financial statements have been prepared to comply in all material respects with the notified accounting standards by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting presentation of financial statements requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and action, actual results could differ from these estimates.

3. FIXED ASSETS

- i) Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working conditions for its intended use.
- ii) Insurance spares/ standby equipments are capitalized as part of mother assets.
- iii) Lease of leasehold land of the Company located at E-25A, M.I.A., Phase II, Basni, Jodhpur, acquired by the Company while taking over the business of Partnership Firm M/s Shree Engineers in the year 1984, has expired during the year 2011-12. The land was given on lease to the partnership firm by Mr. Shrigopal Saboo. In terms of the lease agreement, the company has arranged for handing over the said property to the lessor and has transferred the building constructed and machinery installed by the company to them at their book value.

4. RECOGNIZATION OF INCOME & EXPENDITURE:

- a. Sales revenue is recognized when goods are cleared from factory and is inclusive of excise duties.
- b. Export sales are recognized at the time of shipment of products to customer and are inclusive of incentives and exchange fluctuation of export.
- c. Income, expenditure and incentives / benefits are accounted for on accrual basis.
- d. Claim & refunds due from government authorities and parties though receivable/ refundable are not recognized in the accounts if the amount there of is not ascertainable. These are accounted for as admitted /parties in favor of the company.

5. DEPRECIATION:

Depreciation on fixed assets is provided on straight line method at the rates and in the manner prescribed in schedule XIV to the Companies Act.

1. IMPAIRMENT

The carrying amounts of assets are reviewed at each balance sheet if there is any indication of impairment based on internal / external factor. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows re discounted to their present value at the weighted average cost of capital.

2. INVENTORIES:

Inventories are valued at cost and net realizable value whichever is lower. In the case of work in progress valuation is based on raw material cost and overhead. Net realizable value is the estimated current procurement price in the ordinary course of the business.

3. BORROWING COSTS:

Interest and other costs in connection with the borrowing of the funds to the extent related / attributable to the acquisition / construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use and other borrowing costs are charged to profit and Loss account.

4. FOREIGN CURRENCY TRANSACTIONS:

Foreign currency transactions are accounted at exchange rates prevailing on the date of the transaction. All foreign currency assets and liabilities if any at the Balance Sheet date are translated into rupees at the applicable exchange rates prevailing at that date. All exchange difference is dealt with in the profit and loss account except those relating to acquisition of fixed assets which are adjusted in the cost of the fixed assets.

5. REVENUE RECOGNISATION OF INCOME AND EXPENDITURE:

All incomes are on accrual basis except in respect of claim receivable that are accounted when admitted.

6. RETIREMENT BENEFITS:

Company Contribution to Provident Fund and Superannuation fund are charged to Profit & loss Account.

7. PROVISION FOR BAD & DOUBTFUL DEBTS:

Provision is made in accounts for bad and doubtful debts/advances which in the opinion of the management is considered irrecoverable.

8. EARNING PER SHARE:

Basic earning per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Since there is loss during the year, accumulated losses and unabsorbed depreciation for earlier years the earning per share is negative figure.

PARTICULARS OF CONTINGENT LIABILITY	<i>2013</i>	<i>2012</i>
Claimed against the company not acknowledge the debts as certified by management.	NIL	NIL
Contract remaining to be executed on capital account	NIL	NIL
Contingent liabilities		
Bill discounted with bank	Rs.7.50 Lacs	Rs.7.50 Lacs
Disputed income tax demand		
Disputed excise demand	NIL	NIL

1. The balances grouped under sundry debtors, creditors and advances are still under reconciliation and confirmation from respective parties awaited. The final adjustment if any shall be made only after reconciliation.
2. The stock of raw material, semi-finished goods and stores are as per inventory prepared, valued and certified by the management.
3. In the opinion of the management current assets and advances if realized in the ordinary course of business have value of realization at least of the amount at which they are stated in the Balance Sheet.
4. As per the information available with the company there are no small scale industrial undertaking to whom the Company owed any sum as at 31st, March 2013 and there is no balances outstanding for more than 30 days as at 31st, March ,2013.
5. The Company has not paid the remuneration to the Managing Director in view of not claiming the remuneration by managing director due to losses suffered by the Company..
6. Sundry debtors include Rs.1312222.00 due from the firm and companies in which directors are interested. Similarly Advances include Rs. 3625000.00 given to firms and companies in which directors are interested.

7. Auditors Remuneration	31.03.2013	31.03.2012
a. As audit Fee	15000.00	15000.00
b. Tax Audit Fee	5000.00	5000.00
c. For Certificate & Consultation	10000.00	10000.00
Total	30000.00	30000.00

8. **Income Taxes**
A tax expense comprises current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax. Deferred income tax reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has carry forwarded unabsorbed depreciation or carry forwarded tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. Due to uncertainty of income deferred Tax need not be accounted for as the Company has huge accumulated business losses.

9. Previous year figures have been regrouped wherever necessary so as to correspond with those of the current year.

1. Earnings per share (EPS):
 Net Profit/ (Loss) as per
 Profit after tax (7332218)
 No. of Equity Shares (in Nos.) 6096200
 No. of Equivalent Equity Shares 6096200
 Earnings Per Share (in Rs.) NIL
 (Basic & Diluted)

Note: There are no further diluted or anti dilute securities affecting the existing issued capital

2. Segment information for the year ended 31.03.13

As the company has been operating in a single segment of business i.e engineering goods, segment wise reporting in terms of AS-17 is not required to be given.

3. RELATED PARTY DISCLOSURE

The disclosure in pursuance to as 18 on "Related Party disclosure is as under:

- a. Name of Related Parties & Relationship

(Rs. In Lacs)

Name	relationship	Manner	
1. Saboo Engineers (P) Ltd.	Associate	Directors are Director	
Purchase of goods	NIL	NIL	NIL
Sales of goods	NIL	NIL	NIL
Managerial Remuneration	NIL	NIL	NIL
Balances outstanding As on 31.03.2013			
Amount payable	NIL	NIL	NIL
Amount receivable	49.37	49.37	NIL

Additional information as required under Part-II of Schedule V to the Companies Act, 1956 to the extent applicable to the company is as under

For Pathak Anup & Associates
Chartered Accountants

For & Behalf of SABOO BROTHERS LIMITED

SD/-

SD/-

SD/-

CA ANUP PATHAK
M. no. 73907 (Proprietor)

RAJENDRA BARKALLE
Director

MUKESH SANGHVI
Director

DATE:31st, May, 2013
PLACE INDORE

DATE:28th, May, 2013
PLACE UDAIPUR

DATE:28th, May, 2013
PLACE UDAIPUR

SABOO BROTHERS LIMITED

Regd. Office: 6, Murawat Bhawan, Lakhara Chowk, Udaipur - 313001 (Rajasthan)

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON 5TH AUGUST, 2013, AT 11.30 AM

R.F. No. _____
Mr./Mrs./Miss _____
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the Annual General meeting of the company at the registered office of the company on 5th August, 2013 at 11.30 AM

SIGNATURE OF THE SHAREHOLDER/PROXY

Notes:

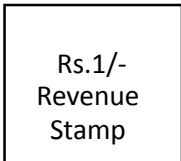
1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand them over at the entrance after putting their signature on them.
2. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies to the Report will NOT be distributed again at the Meeting, in view of the increasing cost of printing.

PROXY FORM

R.F. No. _____ No. of Shares _____

I/We _____ of _____ being a member of **SABOO BROTHERS LIMITED** holding _____ ordinary share(s) hereby appoint _____ of _____ or failing him or her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General meeting of the Company to be held on 5th August, 2013 at 11.30 AM and at any adjourned meeting thereof.

As witnessed my/our hand(s) this _____ day of _____



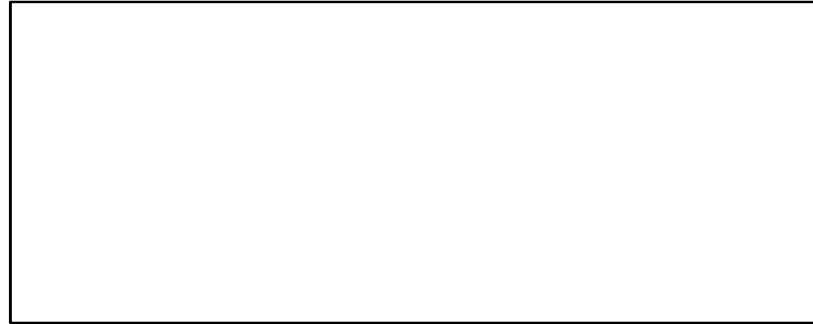
Signature _____

Note:

If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the meeting commencement time.

BOOK POST
(Printed Matter)

To,



If undelivered, please return to:

SABOO BROTHERS LIMITED

Regd. Office: 6, Murawat Bhawan, Lakhara Chowk, Udaipur - 313001 (Rajasthan)


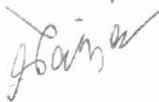
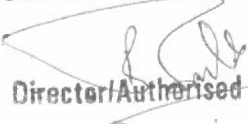


SABOO BROTHERS LIMITED

CIN : L26933RJ1979PLC001851

6, Murawat Bhawan , Lakhara Chowk, Udaipur – 313001, Ph.0294-2414623

FORM A AS PER CLAUSE 31 OF THE LISTING AGREEMENT

Sl. No.	Descriptions	Details
1	Name of the Company	M/s. Saboo Brothers Limited
2	Annual Financial Statement for the Year ended	31 st March, 2013
3	Type of Audit Observation	Unqualified
4	Frequency of observations	Not Applicable
5	To be Signed by 1) CEO/MANAGING DIRECTOR 2) CFO/Finance Head 3) Auditor of the Company 4) Audit Committee Chairman	<p>For Saboo Brothers Limited  Director/Authorised Signatory</p> <p>For Pathak Anup & Associates,  Proprietor.</p> <p>For Saboo Brothers Limited  Director/Authorised Signatory</p>