



SABOO SODIUM CHLORO LIMITED

Regd. Office: Surya House, L-5, B-II, Krishna Marg, C-Scheme, Jaipur - 302001 Rajasthan INDIA
(Ph). : +91 141 2372946, 2379483 • Fax : 0141-2365888
Website : www.suryasalt.com • E-mail : salt@suryasalt.com
CIN : L24117RJ1993PLC007830



Date: 07.09.2023

Ref: SSCL/JPR/2023/27

To,
The Manager,
Department of corporate services
Bombay Stock Exchange
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Kala Ghoda, Fort,
Mumbai, Maharashtra-400001

Sub.: Submission of 30th Annual Report for the Financial Year 2022-23

Ref: Scrip code 530461

Dear Sir,

With reference to the subject matter we wish to submit the 30th Annual report of the company for the financial year 2022-23 in compliance to the Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the notice of Annual General Meeting of the company.

Kindly take the same on record.

Thanking you

Yours Truly
For Saboo Sodium Chloro Limited

Girdhar Saboo
Girdhar Saboo
Managing Director
DIN:00364750



30TH ANNUAL REPORT 2022-23





SAMSKARA RESORT, JAIPUR



. CONTENT	PAGE NO.
1 Corporate information	4
2 Notice	6
3 Board's Report	18
4 Management Discussion & Analysis Report	27
5 MGT-9	29
6 Report on Corporate Governance	36
7 Certificate by CEO/CFO	49
8 Report on Audit Committee	50
9 Report on Secretarial Audit	54
10 Independent Auditor's Report	60
11 Balance Sheet	73
12 Profit and Loss Account	75
13 Statement of Cash Flow	77
14 Accounting Policies and notes	79

CORPORATE INFORMATION**BOARD OF DIRECTORS & KMP**

Mr. Girdhar Saboo (DIN: 00364750)	Managing Director (Executive)
Mr. Madan Singh Jain (DIN: 03901140)	Independent Director
Mr. Nagendra Singh (DIN: 03901141)	Independent Director
Mr. Sanjay Sarna (DIN: 07052586)	Independent Director (Resign. w.e.f 2.09.2022)
Mr. Kamal Sharma (DIN: 09720912)	Independent Director (Appoint. w.e.f 26.09.2022)
Mr. Kamal Bhardwaj (DIN: 09494642)	Whole time Director
Smt Sangita Devi (DIN: 09161446)	Non-executive Woman Director
Mr. Vishnu Prakash Gagrani	Chief Financial Officer (Casual vacancy 9.10.2022)
Mr. Aasif Khan	Chief Financial Officer (Appointment 01.11.2022)
Mrs. Megha Sharma	C.S & Compliance Officer (Resign. 31.10.2022)
Mr. Ramavtar Sharma	C.S & Compliance Officer (Appoint. 01.11.2022)

Board Committees**Audit Committee**

Mr. Madan Singh Jain	Chairman
Mr. Sanjay Sarna	Chairman (Resignation w.e.f 02.09.2022)
Mr. Kamal Sharma	Member (Appointment w.e.f 26.09.2022)
Mr. Nagendra Singh	Member

Stakeholders Relationship Committee

Mr. Madan Singh Jain	Chairman
Mr. Sanjay Sarna	Chairman (Resignation w.e.f 02.09.2022)
Mr. Kamal Sharma	Member (Appointment w.e.f 26.09.2022)
Mr. Nagendra Singh	Member

Nomination and Remuneration Committee

Mr. Madan Singh Jain	Chairman
Mr. Sanjay Sarna	Member (Resignation w.e.f 02.09.2022)
Mr. Kamal Sharma	Member (Appointment w.e.f 26.09.2022)
Mr. Nagendra Singh	Member

Statutory Auditor

M/s. R.P. KHANDELWAL & ASSOCIATES
Chartered Accountants
103, 1st Floor, Navjeevan Complex, 29,
Station Road, Jaipur - 302001

Secretarial Auditor

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

Registrar & Share Transfer Agent

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

Bankers	State Bank of India
Stock Exchange where co.'s securities are listed	Bombay Stock Exchange (Scrip Code: 530461)
Plants	1. Village Govindi, Nawa City, Nagour (Rajasthan) 2. Survey No. 416, Village, MotiChirai, Taluka Bachau, Gandhidham (Gujarat) 3. Rajgarh, M.P
Registered Office	Surya House, L-5, B-II, Krishna Marg C-Scheme, Jaipur-302001
Resort Address	Samskara Resort & Spa Village PeeplaBharatsingh, Jaisinghpura, Jaipur 302029
Website Address	www.suryasalt.com www.samskararesorts.com

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that 30th Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Saturday, 30th September, 2023 at 01:00 PM through video conferencing/other audio visual means to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company as on 31st March, 2023 including any explanatory note annexed there to, or forming part of the aforementioned documents, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sangita Devi (DIN: 09161446), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To enter into Related Party Transactions:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 and Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per the recommendation of Audit Committee and Board, the consent of the members of the company be and is hereby accorded to enter into the related party transactions by the company with the respective related parties and for the maximum amounts per annum as mentioned herein below:

Sr. no.	Nature of transaction as per Section 188	Name of the Director/KMP who is related and nature of their relationship	Name of the related parties	Amount
1.	Purchase/Sale of goods or material	Mr. Girdhar Gopal Saboo (MD and promoter of Saboo Sodium Chloro Ltd.)	Spectrum Foods Limited	10.00 Cr.
2.	Payment of rent for leasing office premises to the company	Mr. Girdhar Gopal Saboo (MD)	Saboo Sodium Chloro Ltd	15.00 Lacs

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

4. Regularization of Mr. Ravindra Singh (DIN:10295694) as a whole time Director of the Company:

To consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 read with schedule IV and the rules framed thereunder as amended from time to time, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, **Mr. Ravindra Singh (DIN:10295694)** who was appointed as an Additional Director of the Company with effect from 31 August,

2023 and who holds office until this AGM in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ravindra Singh as a candidate for the office of director of the Company, be and is hereby appointed as whole time director of the Company, liable to retire by rotation.

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

Terms and Conditions:

- A. Period: 5 years w.e.f. 31st August, 2023 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. Remuneration:
- i. Basic Salary: Rs. 40,000/- (Rupees Forty Thousand Only) per month with such increments as the Board may decide from time to time.
 - ii. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

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

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

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

Date: 31.08.2023

Place: Jaipur

By order of the board

Sd/-

**Girdhar Saboo
Managing Director
(DIN- 00364750)**

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through

video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.suryasalt.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 27.09.2023 at 10.00 A.M. and ends on 29.09.2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Demat mode with **NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <SABOO SODIUM CHLORO LTD> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; account@suryasalt.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at account@suryasalt.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
 3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
9. The Explanatory Statement for Item Nos. 3 & 4, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), of persons seeking appointment / re-appointment as Directors are also annexed.
10. The register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2023 to 30th September, 2023 (both days inclusive).
11. 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.
12. 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.
13. Members are requested to:
- a. Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - b. Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - c. Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - d. To address their grievances to the Company Secretary if any, at the Registered Office of the Company.
14. 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.
15. 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.
16. 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.
17. 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 23, 2023.
18. 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.
19. The Scrutinizer will submit his report addressed to the Board of Directors of the Company, to 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 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.

20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company up to and including the date of the Annual General Meeting of the Company. Members desirous of inspecting the same may send their request at account@suryasalt.com from their registered email address mentioning their name and folio/demat account numbers.
21. 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
22. 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.

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

The following Explanatory Statement sets out the material facts relating to Item Nos. 3 & 4 of the accompanying Notice of Annual General Meeting (AGM).

Item no. 3:

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

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

As a part of its regular business, the company purchase salt from Spectrum Foods Limited at an arm's length basis under the purchase order raised from time to time and in the financial year 2022-23, the aggregate value of these transactions is likely to be around Rs. 466.90 Crores. (On going transactions).

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

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

The Audit Committee of the Board of Directors of the Company has reviewed the company's on-going transactions with Spectrum Foods Limited and recommended the same for approval by the Board of Directors and Members of the Company at their meeting . The Board of Directors also at their meeting held on 30th May, 2023, reviewed the on-going transactions and proposed the same to be placed before the Members for their approval.

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

Item no. 4:

On the recommendation of the Nomination & Remuneration Committee, Mr. Ravindra Singh (DIN: 10295694) was appointed as an Additional Director of the Company on 31st August, 2023 in terms of Section 161(1) of the Companies Act, 2013. Further Mr. Ravindra Singh (DIN: 10295694) was also appointed subject to the confirmation and approval by the members of the company in general meeting, as Whole Time Director designated as Executive Director for the period of 5 years with effect from 30th September, 2023 in the same meeting in terms of section 196, 197 and other applicable provisions of the Companies Act, 2013 at the remuneration as provided in the resolution, to provide his professional services and expertise to the growth and benefits of the company.

Members are requested to note that as an Additional Director, Mr. Ravindra Singh (DIN: 10295694) holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from the member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ravindra Singh (DIN: 10295694) as an Executive Director. Accordingly the Board recommends the resolution in relation to appointment of Mr. Ravindra Singh (DIN: 10295694) as a Director and further to approve his appointment as Whole Time Director designated as Executive Director, for the approval by the shareholders of the Company. The Board therefore recommends the resolution for your approval. Except Mr. Ravindra Singh (DIN: 10295694) (the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board therefore recommends the resolution for your approval.

Except Mr. Ravindra Singh (DIN: 10295694) (the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

Details of Directors Seeking Appointment and Re-appointment at the 30th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Ravindra Singh
DIN	10295694
Date of Birth	28-10-1983
Date of first appointment in the Board	31-08-2023
Qualifications	MBA
Expertise in specific functional areas	Mr. Ravindra Singh is having an experience of more than Fifteen years in Hotel Operations and Management, People Management, Business Development, Client Management, Relationship Building, Strategic Partnerships and Alliances.
Relationship with other Directors and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company.
Nature of appointment (appointment/ Reappointment)	Appointment
Terms and Conditions of appointment/ reappointment	Terms and conditions of appointment as Executive director are as per the resolution at Item No. 4 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration last drawn –NA Sitting fees to be paid as per discussion.
Shareholding in the Company	NIL
List of Companies in which outside Directorship held as on 31.03.2023	Nil
Chairman/Member of the *Committees of other Companies in which he is a Director as on 31.03.2023	NIL

GENERAL INFORMATION OF THE COMPANY:

Nature of Industry	The company is engaged in Hotel Industry, FMCG and Hospitality
Year of Commencement of Commercial Production	Company commenced its business of Salt manufacturing in the year 1993 and entered into hotel industry in the year 2017 and the hotel commenced its operations in the year 2018.
Financial Performance	Rs. 8,65,134
Export Performance	The company did not exported in the fiscal year 2022-23.
Foreign Investment	The company has not invested any sum in foreign investments.

OTHER INFORMATION:**1) Reasons for Inadequate Profits:**

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

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

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

3) Expected increase in productivity and profits:

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

Date: 31.08.2023**Place: Jaipur****By order of the board****Sd/-****Girdhar Saboo****Managing Director****(DIN- 00364750)**

BOARD'S REPORT

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

The Directors have pleasure in presenting before you the 30th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2023.

I. FINANCIAL PERFORMANCE

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

(In Lakhs.)

Particulars	Financial year ended 31 st March, 2023	Financial year ended 31 st March, 2022
Total Income	4996.96	7987.49
Profit before depreciation and taxation	166.36	143.94
Depreciation	140.82	131.02
Profit before tax	25.54	12.92
Taxation (including Deferred Taxation and Short/Excess Provision for Earlier year)	16.89	10.56
Profit /loss after Tax	8.65	2.36

Turnover, Profits & Future Prospects

The total income during the year under review was Rs. 4996.96. However, company could make a profit of Rs. 8.65/- lakhs after tax.

The company had started operation in its new Hotel unit called as "Samskara Resort" from September 2018 and the total income from hotel during FY 2022-23 was Rs. 31545857/- included in the turnover above.

Depreciation and Finance Costs

Depreciation for the year was Rs.140.82crores as against Rs.131.02crores for the previous year.Finance costs for the year ended 31st March, 2023 was Rs. 2.30crores, as against Rs. 2.52croresin the previous year.

Dividend

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

Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The Provisions of section 125(2) of Companies Act, 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.

Insurance

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

Particulars of Loans, Guarantees or Investments

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

Borrowings / Indebtness

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

Related Party Transactions

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

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

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

Subsidiaries, joint venture and associate companies:

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

SHARES**Authorized Capital:-**

During the Financial Year 2022-23 the Authorized Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty-five Crores Only) divided into 450,00,000 (Four Crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten Each)

Issued Capital:-

During the Financial Year 2022-23 the Issued Capital of the Company is Rs. 420012000/- (Rupees Fourty Two Crore Twelve Thousand Only) divided into 42001200 (Fourty Two Crore one thousand Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten Each).

Subscribed & Paid up Capital:-

During the Financial Year 2022-23 the Subscribed & paid up Capital of the Company is Rs. 420011820/- (Rupees Fourty Two Crore Eleven Thousand Eight hundred twenty Only) divided into 42077550 (Four Crore twenty lakhs seventy seven thousand five hundred fifty only) Equity Shares of Rs. 10/- (Rupees Ten Each).

Buy-back of shares:

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

Sweat Equity Shares:

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

Bonus Shares:

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

Employee Stock Option Plan:

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

II. BUSINESS**Changes in nature of business:**

There was no change in nature of business.

Number of Board Meetings

During the year under review, company has conducted 11 (Eleven) Board meetings. The detailed disclosure of the Board of Directors and their Meetings is given in the Corporate Governance Report, which forms part of this report.

Composition of Board of Directors

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

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

Change in Directors

Details of changes in Directors and Key Managerial Personnel are as follows:

Name of Director	Designation	Date of Change	Nature of Change
Sanjay Sarna	Non-Executive Independent Director	2.09.2022	Resignation
Kamal Sharma	Non- Executive Independent Director	26.09.2022	Appointment
Megha Sharma	Company Secretary	31.10.2022	Resignation
Ramavtar Sharma	Company Secretary	01.11.2022	Appointment
Vishnu P Gagrani	CFO	09.10.2011	Resignation
Asif Khan	CFO	01.11.2022	Appointment

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2023 are:

- | | |
|--------------------------------------|-------------------------|
| 1. Mr. Girdhar Saboo (DIN: 00364750) | Managing Director |
| 2. Mr. Aasif Khan | Chief Financial Officer |
| 3. Mr. Ramavtar Sharma | Company Secretary |

Performance Evaluation Criteria for Directors

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

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

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

The Chairman of the Board and the Nomination and Remuneration Committee reviewed the performance of the

individual directors on the basis of the criteria approved by the Board. Each Committee and the Board expressed satisfaction on the performance of each Director.

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

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

Meeting of Independent Directors

A separate meeting of Independent Directors as required under the Schedule IV of the Companies Act, 2013 was held on 15th February, 2023, without presence of Executive Directors. Such meeting was conducted to review and evaluate:

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

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

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

Auditors**Statutory Auditor**

M/s R.P. Khandelwal., Chartered Accountants, (Firm Registration No. 001795C) was appointed as Statutory Auditors for a period of Five years in the Annual General Meeting held on 26th September, 2022. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.

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

Further the Auditors' Report for the financial year ended, 31st March, 2023 is annexed herewith for your kind perusal and information.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Naredi Vinod & Associates (CP No 7994, ACS 20453), Company Secretaries to undertake the Secretarial audit of the company for the financial year 2022-23.

Internal Auditor

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

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

Annual Return

Annual return in Form MGT-7 of Saboo Sodium Chloro Ltd. For the Financial year 2022-23 is placed in the Company's website www.suryasalt.com.

Material Changes and Commitments**Right Issue**

During the Financial Year 2022-2023, pursuant to right issue of the company, vide Letter of Offer filed with the Stock Exchange on June 14, 2022, and the In-Principle Approval of BSE Limited (BSE), vide letter dated May 17, 2022 which opened for subscription on June 27, 2022 and closed on July 26, 2022 for existing shareholder as on record date, 1,78,95,050 equity shares of face value of Rs. 10.00/- each fully paid ("Equity Shares") at an Issue Price of Rs. 10.00/- per Equity Share (of which Rs. 2.50/- being called up) were allotted and in continuation of the same, during the financial year 2022-2023 the company allotted shares on the remaining amount of Rs. 7.50/- per partly paid up equity shares as per below table:

Sr. No.	Date of allotment	No of Equity shares	Types of shares
1.	17.11.2022	1,69,29,213	Partly Paid up shares
2.	06.12.2022	6,17,362	Partly Paid up shares
3.	12.12.2022	1500	Partly Paid up shares
4.	07.02.2023	2,40,906	Partly Paid up shares
	TOTAL	1,77,88,981	

Forfeiture of partly paid up Right Equity Shares of the Company

In the year 2022-2023, First and Final Call Money was received for 17788981 equity shares out of 17895050 equity shares, which were converted into fully paid up Equity shares of the company. Thus, on total 106069 partly paid up Right Equity shares, the Company has not received the call money on time, So the Board of directors in their meeting held on 04th August, 2023 have forfeited the shares of those shareholders who failed to pay the call money on time even after sending final notices and reminders.

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

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

Management Discussion and Analysis Report

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

Business Risk Management

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

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

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

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

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

III. GOVERNANCE AND ETHICS

Corporate Governance Report

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

Secretarial Audit was carried out by M/s Naredi Vinod & Associates, Company Secretaries, the Secretarial Auditor of the Company for the financial year 2022-23. 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.

Disclosure on the Remuneration of Managerial Personnel

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

Remuneration of Managing Director

Following are the details of the annual salary paid to Mr. Girdhar Saboo Managing Director: - Consolidated Salary excluding Perquisites and allowances, etc- 48,00,000/- (Rupees forty eight Lakhs only).

He is entitled to receive the following:-

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

Policy on Director's Appointment and Remuneration and Other Details

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

Compliance with Secretarial Standards

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

Particulars of Employees

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

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

Director's Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed;
2. They have selected such accounting policies 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 as on 31 March 2023 and of the profit of the Company for the year;
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Annual Accounts are prepared on a going concern basis;
5. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and these systems are adequate and operating effectively.

Vigil Mechanism / Whistle Blower Policy

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

IV. INTERNAL FINANCIAL CONTROLS AND AUDIT**Details in respect of adequacy of internal financial controls with reference to the financial statements**

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

V. SOCIAL RESPONSIBILITY AND SUSTAINABILITY**Corporate Social Responsibility**

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

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

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

Prevention of Sexual Harassment at Workplace

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

VI. OTHER DISCLOSURES**Listing at Stock Exchange**

The Equity Shares of the Company are listed at Bombay Stock Exchange (Scrip Code: 530461) and its shares are actively traded at Bombay Stock Exchange. The Company confirms that it has paid the Annual Listing fees for the year 2022-23 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.

Acknowledgement

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

Cautionary Statement

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

ANNEXURE "A" TO THE BOARD'S REPORT:**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

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

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

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

For and on behalf of the Board of Directors

Date: 31.08.2023
Place: JAIPUR

Sd/-

Sd/-

GIRDHAR SABOO
(Managing Director)
DIN: 00364750

MADAN SINGH JAIN
(Director)
DIN: 09301140

ANNEXURE "B" TO THE BOARD'S REPORT:**MANAGEMENT DISCUSSION & ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENTS- SEGMENT WISE****SALT INDUSTRY**

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

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

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

OUTLOOK-SEGMENT WISE**SALT**

The outlook for the business continues to be positive, as the Company continues to work on distribution expansion, brand building initiatives and strengthening of supply chain. The Company has identified opportunities around salt and related products, new to market offerings in foods, new packaging formats and tapping un-met consumer health needs. While the salt business continues to be the mainstay in terms of revenue generation, the growing foods portfolio is expected to contribute significantly to the overall business by the end of the year. The Company is expanding its retail footprint and focusing on sales fundamentals as well as use of technology in driving productivity and customer service. The business is also focused on Modern Trade and non-traditional channels such as e-commerce, to ensure availability at a multitude of consumer touch points. Digital media continues to form an important medium of communication for the Company's brands. Going forward, the Surya brand is looking to scale up its portfolio of products and continue refining the business model to improve contribution.

OPPORTUNITIES, THREATS, RISK AND CONCERNS**SALT**

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

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

INTERNAL CONTROL SYSTEM

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

HUMAN RESOURCE DEVELOPMENT

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

For and on behalf of the Board of Directors

Date: 31.08.2023
Place: JAIPUR

Sd/-

Sd/-

GIRDHAR SABOO
(Managing Director)
DIN: 00364750

MADAN SINGH JAIN
(Director)
DIN: 09301140

ANNEXURE C**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2023****Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

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

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

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

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

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

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-2022]				No. of Shares held at the end of the year[As on 31-March-2023]						% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total fully paid equity shares	No. of Partly paid up equity shares	Total	% of Total Shares	
A. Promoter's											
(1) Indian											
a) Individual (Director)/ HUF	11045089	-	11045089	45.67	20445089	-	-	-	20445089	48.59	2.92
b) Central Govt.											
c) State Govt.(s)											
d) Bodies Corp.											
e) Banks / FI											
f) Any other											
Total shareholding of Promoter (A)	11045089	-	11045089	45.67	20445089	-			20445089	48.59	2.92
B. Public Shareholding											
1. Institutions											
a) Mutual Funds		34600	34600	0.14		34600			34600	0.08	-0.06
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	0.14		34600			34600	0.08	-0.06
2. Non-Institutions											
a) Bodies Corp.	590986	11400	602386	2.49	588771	11400	577434	22737	600171	1.42	-1.07
i) Indian											
ii) Overseas											
b) Individuals											

i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	6219313	359535	6578848	27.20	8627452	352235	8898432	81255	8979687	21.34	-5.86
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	5189497	31200	5220697	21.58	10876411	31200	10907611	-	10907611	25.92	4.34
c) Others (specify)											
Non Resident Indians	208337	-	208337	0.86	285961	-	285921	40	285961	0.68	-0.18
OCB											
Foreign Nationals											
Clearing Members	87153	-	87153	0.36	58692	-	56692	2000	58692	0.14	-0.22
HUF	405390		405390	1.67	765739	-	765702	37	765739	1.82	0.15
Trusts											
Foreign Bodies -D R											
Sub-total (B)(2):-	12700676	402135	13102811	54.18	21203026	394835	21491792	106069	21597861	51.33	2.85
Total Public Shareholding (B)=(B)(1)+ (B)(2)	12700676	436735	13137411	54.32	21203026	394835	21526392	106069	21632461	51.33	2.85
C. Shares held by Custodian for GDRs & ADRs											
Grand Total (A+B+C)	23745765	436735	24182500	100	41648115	429435	41971481	106069	42077550	100	

B. Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2022]			Shareholding at the end of the year[As on 31-March-2023]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	ARCHANA SABOO	2,55,800	1.05	-	1255800	2.98	-	1.93
2	GIRDHAR SABOO	1,07,89,289	44.61	-	19189289	45.60	-	0.99

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

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

C. Change in Promoters' Shareholding

SN	Particulars	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Archana Saboo	2,55,800	1.05	1000000	1.93	12,55,800	2.98
2.	Girdhar Saboo	1,07,89,289	44.61	8400000	0.99	1,91,89,289	45.60

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 April 2022	
		No. of shares	% of total shares of the company
1	DIPAK KANAYALAL SHAH	880000	3.6390
2	TANYAHARISH SAMTANI	592165	2.44
3	CHANDRA SHEKHAR SABOO	573085	2.37
4	MANJU DEVI SABOO	267800	1.107
5	MAHENDRA GIRDHARILAL	166240	0.68
6	VISHRUTI SABOO	151264	0.625
7	PALUCHURI RAMESH BABU	138309	0.57
8	TARKESHWAR AMOL	119847	0.49
9	MANIDEEP GOPAVARAPU	111751	0.46
10	DILIPKUMAR LAKHI	110000	0.45

SN	For Each of the Top 10 Shareholders	Shareholding at the end of the year March 2023	
		No. of shares	% of total shares of the company
1	DIPAK KANAYALAL SHAH	1600000	3.8025
2	TANYAHARISH SAMTANI	1033265	2.4556
3	MAHENDRA GIRDHARILAL	666240	1.5834
4	DILIPKUMAR LAKHI	577071	1.3714
5	CHANDRA SHEKHAR SABOO	573085	1.3620
6	SALIM SADRUDDIN RUPANI	300000	0.7130
7	MANJU SABOO	267800	0.6364
8	MANIDEEP GOPAVARAPU	264892	0.6295
9	PALUCHURI RAMESH BABU	240360	0.5712
10	VANDANAPU KAVITHA	173913	0.4133

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 theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	GIRDHAR SABOO	1,07,89,289	44.61	19189289	45.60

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	203506705	214194428	-	417701133
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	203506705	214194427	-	417701133
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	56873971	188107762	-	
Net Change			-	
Indebtedness at the end of the financial year	146632734	26086665	-	172719399
i) Principal Amount	-		-	-
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-		-	-
Total (i+ii+iii)	146632734	26086665	-	172719399

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-+**A. Remuneration to Managing Director, Whole-time Directors:**

SN.	Particulars of Remuneration	Girdhar Saboo (Managing Director)	Kamal Bhardwaj (WTD)	Total
1	Gross salary	48,00,000	1,39,661	49,39,661
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-		
2	Stock Option	-		
3	Sweat Equity	-		
4	Commission - as % of profit - others, specify...	-		
5	Allowance	-		
	Total (A)	4800000	1,39,661	49,39,661

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

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

SN	Particulars of Remuneration	Key Managerial Personnel (Per annum)			
		CEO	CS	CFO	Total
1	Gross salary	-	1,80,000	-	1,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others specify...	-	-	-	-
5	Allowance	-	-	-	-
	Total	-	1,80,000	-	1,80,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board of Directors

Date: 31.08.2023
Place: JAIPUR

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

Sd/-
MADAN SINGH JAIN
(Director)
DIN: 09301140

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, 2023)**

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, 2023, 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, 2023 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	466.90

For and on behalf of the Board of Directors

Date: 31.08.2023
Place: JAIPUR

Sd/-

Sd/-

GIRDHAR SABOO
(Managing Director)
DIN: 00364750

MADAN SINGH JAIN
(Director)
DIN: 09301140

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 trust 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, 2023 was as under:

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

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

- Details of meeting held**

The Board met 11 times on the following dates during the financial year 2022-23:

QUARTERS	Date of Meeting
1 ST QUARTER	06.04.2022
	30.05.2022
	10.06.2022
	14.06.2022
2 ND QUARTER	02.08.2022
	10.08.2022
	02.09.2022
	14.09.2022
3 RD QUARTER	01.11.2022
	12.11.2022
4 TH QUARTER	10.02.2023

- **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 2022-23 and at the last Annual General Meeting (AGM), as also the number of Directorships and Committee position held by them in other Public Limited Companies as on March 31, 2023 are as follows:

Name of Directors	Category	Board Meetings attended during the year	Attendance at last AGM	Directorships in companies under Section 165 as on 31 st March, 2023			No. of other Committee positions held	
				Listed Public	Unlisted Public	Unlisted Private	Member	Chairman
Mr. Girdhar Saboo DIN: 00364750	Managing Director (Executive)	11	Yes	2	1	6	1	-
Mr. Madan Singh Jain DIN: 09301140	Independent Director	11	Yes	1	-	-	3	3
Mr. Nagendra Singh DIN: 09301141	Independent Director	11	Yes	1	-	-	3	-
Mr. Sanjay Sarna DIN: 07052586	Independent Director	7	No	2	-	7	-	-
Mr. Kamal Bhardwaj DIN:09494642	Wholetime Director	11	YES	1	-	-	-	-
Mrs. Sangita Devi DIN: 09161446	Non-Executive Director	11	Yes	2	-	-	-	-
Mr. Kamal Sharma Din: 09720912	Independent Director	4	No	1	-	-	3	-

- **Mr. Sanjay Sarna resigned on 02.09.2022**
- **Mr. Kamal Sharma appointed as Independent director on 26.09.2022.**

- **Disclosure of relationship between directors inter-se:**

None of the Directors are related inter-se.

Shareholding of Directors as on March 31, 2023 is as under:

Sr. No.	Name	No. of shares held	% of Paid-up Capital
1.	Mr. Girdhar Saboo DIN: 00346750	19189289	45.6046
2.	Mr. Madan Singh Jain DIN: 09301140	Nil	-
3.	Mr. Nagendra Singh DIN: 09301141	Nil	-
4.	Mr. Kamal Sharma DIN: 09720912	NIL	-
5.	Mr. Kamal Bhardwaj DIN:09494642	Nil	-
6.	Mrs. Sangita Devi DIN: 09161446	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, 2018. The terms of reference include:

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

- **Composition:**

Name	Designation	Category
Mr. Sanjay Sarna (Resignation 2.09.2022)	Chairperson	Non-Executive & Independent Director.
Mr. Madan Singh Jain	Chairman	Non-Executive & Independent Director
Mr. Kamal Sharma (Appointed on 26.09.2022)	Member	Non-Executive & Independent Director
Mr.Nagendra Singh	Member	Non-Executive & Independent Director

- **Meetings held:**

The committee met 4 times on the following dates during the financial year 2022-23:

Date of meetings:

30.05.2022, 10.08.2022,12.11.2022,10.02.2022

- **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 2022-23 are as follows:

Name	Category	Attendance
Mr. Sanjay Sarna(Resigned w.e.f – 02.09.2022)	Non-Executive & Independent Director	2
Mr. Madan Singh Jain	Non-Executive & Independent Director	4
Mr. Nagendra Singh	Non-Executive & Independent Director	4
Mr. Kamal Sharma(appointed as on 26.09.2022)	Non-Executive & Independent Director	2

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:**

Name	Designation	Category
Mr. Sanjay Sarna (Resignation 2.09.2022)	Chairperson	Non-Executive & Independent Director.
Mr. Madan Singh Jain	Chairman	Non-Executive & Independent Director
Mr. Kamal Sharma (Appointed on 26.09.2022)	Member	Non-Executive & Independent Director
Mr. Nagendra Singh	Member	Non-Executive & Independent Director

- **Meetings held :**

The committee met 2 times on the following dates during the financial year 2022-23:

Date of meetings: 02.09.2022& 01.11.2022

- 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 2022-2023 are as follows:

Name	Category	Attendance
Mr. Sanjay Sarna (Resigned w.e.f – 02.09.2022)	Non-Executive & Independent Director	1
Mr. Madan Singh Jain	Non-Executive & Independent Director	2
Mr. Nagendra Singh	Non-Executive & Independent Director	2
Mr. Kamal Sharma (appointed as on 26.09.2022)	Non-Executive & Independent Director	1

REMUNERATION OF THE DIRECTORS:

The Non – Executive Directors do not draw any remuneration except the sitting fees. The details of the remuneration payable to the Executive Directors for the financial year 2022-23 are:

Name of Director	Salary (Rs.) per annum	Benefits Perquisites and Allowance	Commission	Notice Period/ Severance fees*
Mr. Girdhar Saboo (Managing Director) DIN: 00364750	48,00,000	-	-	Service of managing and Whole Time Director may be terminated by giving notice. There is no separate provision for payment of Severance fees.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

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

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

Name	Designation	Category
Mr. Madan Singh DIN: 09301140	Chairman	Non-Executive & Independent Director
Mr. Girdhar Saboo DIN: 00364750	Member	Executive Director
Mr. Nagendra Singh DIN: 09301141	Member	Non-Executive & Independent Director

Meetings held:

The committee met 4 times on the following dates during the financial year 2022-23:

Date of meetings: 30.05.2022, 02.09.2022, 12.11.2022, 10.02.2023

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 2022-23 are as follows:

Name	Category	Attendance
Mr. Madan Singh DIN: 09301140	Non-Executive & Independent Director	4
Mr. Girdhar Saboo DIN: 00364750	Executive Director	4
MrNagendra Singh DIN: 09301141	Non-Executive & Independent Director	4

Status of Investor Complaints

During the year under review, neither any complaint was pending as on 31st March, 2023. Nor was any complaint received.

6. MEETING OF INDEPENDENT DIRECTORS

A Separate meeting of the Independent Directors was held on 15.02.2023, inter-alia, to discuss evaluation of the performance of Non-Independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors and the evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

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

7. LEAD INDEPENDENT DIRECTOR

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

8. GENERAL BODY MEETINGS

(A) Annual General Meeting

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

Date	Time	Venue
27.09.2020	12.00 p.m.	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan.
25.09.2021	4.00 p.m	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan
26.09.2022	12:30 PM	L-5, B-II Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan

b) Special Resolutions passed during last three Annual General Meetings

Date	Meeting	Special resolutions passed with requisite majority
27.09.2020	AGM	1. Regularization of Ms. Kratika Godika, non executive woman Director. 2. To approve related party transaction 3. To Approve loan by the Company under section 185 of Companies act 2013 4. To reappoint Sanjay Sarna as independent Director.
25.09.2021	AGM	1. To approve related party transaction.

26.09.2022	AGM	<ol style="list-style-type: none"> 2. Regularisation of Mr. Kamal Bhardwaj (DIN: 09494642) as a wholetime Director of the Company 3. To enter into Related Party Transactions 4. Appointment of Mr. Kamal Sharma (DIN: 09720912) as an Independent Director of the Company
------------	-----	---

(B) Extra Ordinary General Meeting during the year-NIL

9. CODE OF CONDUCT

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

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

10. ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

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

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

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

12. PROHIBITION OF INSIDER TRADING

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

13. DISCLOSURES

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

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

In accordance with requirement of Companies Act as well as Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism

for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

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

14. **RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS**

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

15. **MEANS OF COMMUNICATION**

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

16. **GENERAL SHAREHOLDER INFORMATION**

a. **Annual General Meeting for the Financial Year 2022-23:**

Date: Saturday, 30th September, 2023

Venue: L-5, B-II, Krishna Marg, C-Scheme, Jaipur-302001

Time: 01:00 PM

b. **Financial Calendar**

The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2023 were held the following dates:

Result for the qtr ending June 30, 2022	10.08.2022
Result for the qtr ending Sep 30, 2022	12.11.2022
Result for the qtr ending Dec 31, 2022	10.02.2023
Audited Result if any for the current year ending Mar 31, 2023	30.05.2023

c. **Book Closure Date**

The Share Transfer Register of the Company remains closed from 25th September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of AGM.

d. **Listing of Equity Shares in Stock Exchange**

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

e. **Market Price data**

The high and low prices of every month during the financial year 2022-23 are given below:

Month	High Price	Low Price	No. of Shares	No. of trades
Apr-22	24.80	17.15	887807	2651
May-22	24.90	18.40	663240	2170
Jun-22	23.35	12.80	1178855	3917
Jul-22	15.40	12.21	533504	2032
Aug-22	21.00	13.56	1230060	4314
Sep-22	20.10	15.20	1136348	3759

Oct-22	19.60	15.00	1142502	3688
Nov-22	21.90	14.90	1596539	4624
Dec-22	18.75	14.30	1798439	5079
Jan-23	17.80	14.85	1166445	3283
Feb-23	19.95	13.65	3353983	7004
Mar-23	19.69	14.85	2384050	7372

Source: BSE website

f. REGISTRAR & SHARE TRANSFER AGENT

Address & Correspondence:

M/s Beetal Financial & Computer Services (P) Ltd

Beetal house, 3rd floor, 99, Madangir
Behind Local Shopping Centre
Near Dada HarsukhdasMandir, 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, 2023

Shareholding of Nominal value	Number of Shareholders	% of Total	No. of Shares	Amount in Rs.	% of Total
Up to 5000	6246	66.68	1032975	10329750	2.4549
5001 to 10000	1164	12.42	999072	9990720	2.3744
10001 to 20000	745	7.95	1178717	11787170	2.8013
20001 to 30000	323	3.44	836520	8365200	1.9880
30001 to 40000	150	1.60	542097	5420970	1.2883
40001 to 50000	170	1.81	817910	8179100	1.9438
50001 to 100000	297	3.17	2209337	22093370	5.2506
100001 & Above	272	2.90	34460922	344609220	81.8986
Total	9367	100.00	42077550	420775500.00	100.00

i. SHARE HOLDING PATTERN AS ON 31ST MARCH, 2023

DESCRIPTION	HOLDER	SHARES	%TAGE
INDIAN PROMOTER – INDIVIDUAL	2	20445089	48.5891
TOTAL (A)	2	20445089	48.5891
MUTUAL FUNDS	5	34600	0.0822
RESIDENT INDIVIDUAL	9022	19887298	47.2634
BODIES CORPORATE	49	600171	1.4263
CLEARING MEMBER	11	58692	0.1395
N R I - NON – REPARTRIABLE	11	114897	0.2731

RESIDENT INDIVIDUALS-HUF	227	765739	1.8198
NRI- REPATRIABLE	40	171064	0.4065
TOTAL (B)	9365	21632461	51.4108
TOTAL (A+B)	9367	42077550	100.00

j. 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 2023, 41648115 equity shares of the Company forming 98.98% of the share capital of the Company stand dematerialized.

k. LIQUIDITY OF SHARES

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

l. PLANT LOCATIONS

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

m. CREDIT RATINGS

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

17. RECONCILIATION OF SHARE CAPITAL AUDIT

For each of the quarter in the financial year 2022-23, M/s Naredi Vinod & Associates, Company Secretaries, Jaipur carried out secretarial audits to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The audit report confirm that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

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

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

19. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, Company has adopted Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 for the Financial Year Commencing from 01st April, 2018 as notified by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

20. COMPLIANCE CERTIFICATE OF THE AUDITORS

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

21. COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS UNDER LISTING REGULATIONS

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

• **Audit Qualification**

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

- **Reporting of Internal Auditor**

The Internal Auditor directly reports to the Audit Committee on functional matters. The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

22. SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Audit for the financial year 2022-23 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

23. CEO/CFO CERTIFICATE

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

24. OTHER DISCLOSURES

- a) During the year ended 31st March, 2023 there were material related party transactions as per regulation 23 of SEBI (LODR) Regulations, 2015, which were done in the ordinary course of business and at Arms' length Price and with the prior approval of the Audit committee.
- b) Details of establishment of Vigil Mechanism:
The Board of Directors of the Company had adopted the Vigil Mechanism Policy. A mechanism has been established for all stakeholders including Directors, employees, vendors and suppliers to report concerns about unethical behavior, actual or suspected fraud, or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases. The Audit Committee reviews periodically the functioning of Vigil Mechanism Policy. No personnel has been denied access to the Audit Committee. A copy of the Vigil Mechanism Policy is also available on the website of the Company: www.suryasalt.com under corporate policies. The company has not received any complaint during the Financial Year ended 31.03.2023.
- c) Details of non-compliance:
A Statement on Compliance with all Laws and Regulations as certified by the Managing Director and Company Secretary is placed at periodic intervals for review of the Board. There were no instances of non-compliance, penalty or strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. No penalty has been imposed by any Stock Exchange, SEBI or any other regulatory authority nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital markets over the last three years.
- d) The policy on dealing with related party transactions is available on the website of the Company: www.suryasalt.com under corporate governance.
- e) The Company has adopted the policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: www.suryasalt.com under corporate policies.
- f) The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended 31.03.2023. But has raised fund through right issues detail of which is given in Board report.
- g) There has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company during the year under review.

- h) The Company Complied with the requirements of Schedule V Corporate Governance Report sub-paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- i) Details of Compliance with Mandatory Requirements and adoption of Discretionary Requirements The Company has complied with all the mandatory requirements of Corporate Governance as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With regard to discretionary requirements, the Company has adopted clauses relating to the following:
- j) Board: The Company has Non-Executive Chairperson and position of Chairman, Managing director are held by separate Directors.
- ii) Reporting of Internal Auditor: Internal Auditors reports directly to the Audit Committee.
- k) Code of Conduct and Business Ethics
The Company has adopted a Code of Conduct and Business Ethics for Directors and Senior Management of the Company, as required under Regulation 17(5)(a) of the Listing Regulations. The Board has laid down Code of Conduct policy covering the ethical requirements to be complied with covering all the Board members and all employees of the Company. An affirmation of compliance with the code is received from them on an annual basis. The Code has been displayed on the Company's website www.suryasalt.com/corporate_governance/miscellaneous.
- l) Disclosure with respect to Demat suspense account/unclaimed suspense account: The Company does not have any of its shares lying in demat/unclaimed suspense account.
- m) Details of total fees paid to Statutory Auditors:
A sum of Rs. 88,500/- was paid by the Company to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part as fees for all the services rendered by him.

For and on behalf of the Board of Directors

Date: 31.08.2023
Place: JAIPUR

Sd/-

Sd/-

GIRDHAR SABOO
(Managing Director)
DIN: 00364750

MADAN SINGH JAIN
(Director)
DIN: 09301140

**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, 2023, 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: 31.08.2023

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, 2023 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: 31.08.2023

Sd/-
GIRDHAR SABOO
Managing Director
DIN: 00364750

sd/-
Aasif Khan
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: 31.08.2023

Sd/-

**Madan Singh Jain
(Chairman)
Audit Committee**

DECLARATION OF INDEPENDENCE

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

Date: 30.05.2023

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, **Madan Singh Jain (DIN: 09301140)**, S/o Late Mr. Ganpat Singh Jain, aged 67 years, resident of 43, Sr.No.8 Housing board colony Jyoti Nagar new Vidhan Sabha Jaipur-302005, Rajasthan, India, being an Independent Director in Saboo Sodium Chloro Limited (hereinafter being referred as **the Company**) the date of appointment was 25.09.2021 , hereby declare that I fully meet the criteria as mentioned under section 149(6) of the companies Act, 2013 and such ther 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 , its holding, subsidiary or associate company;
2. 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;
3. 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;
4. 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.
5. I hereby undertake that the above is true to the best of my knowledge and understanding.
6. 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-
Madan Singh Jain
(DIN: 09301140)
Independent Director

DECLARATION OF INDEPENDENCE

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

Date: 30.05.2023

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, **Nagendra Singh (DIN: 09301141)**, S/o Mr. Madan Singh, aged 40 years, resident of tehsil-bansur, kharkharikhurd, Alwar, Gyanpura, Rajasthan, being an Independent Director in Saboo Sodium Chloro Limited (hereinafter being referred as **the Company**) the date of appointment was 25.09.2021, 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-
Nagendra Singh
(DIN: 09301141)
Independent Director

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

Date: 30.05.2023

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, Kamal Sharma **(DIN: 09720912)**, S/o Mr. Bimal Kumar Sharam , aged 42 years, resident of Joshi Bhawan ward no 9 Khetri , Jhunjhunun Rajasthan-333503, India, being an Independent Director in Saboo Sodium Chloro Limited (hereinafter being referred as **the Company**) the date of appointment was 26.09.2022, 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-
Kamal Sharma
(DIN: 09720912)
Independent Director

NAREDI VINOD & ASSOCIATES
COMPANY SECRETARIES

FCS 11876
PCS7994

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2015]**

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, 2023** 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, 2023** according to the provisions of:

1. The Companies Act, 2013 (the 'Act') and the Rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable on the Company: -
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

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

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

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

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. During the audit period of the company, There were following changes occurred in the Directors/KMP

S. No.	NAME OF DIRECTOR/KMP	DESIGNATION	DATE OF APPOINTMENT	DATE OF CESSATION
1.	Sanjay Sharna	Non-Executive –Non Independent Director	23/12/2014	02/9/2022
2.	Kamal Sharma	Non-Executive –Non Independent Director	26/09/2022	-
3.	Kamal Bhardwaj	Whole time director	26/09/2022	-

4.	Megha Sharma	Company Secretary	25/10/2019	31/10/2022
5.	Ramavtar Sharma	Company Secretary	01/11/2022	-
6.	Aasif khan	CFO	01/11/2022	-
7.	Vishnu PrakashGagrani	CFO	26/02/2015	09/10/2022

3. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent by hand/ E mail at least seven days in advance or at a shorter notice subject to the compliances under the Companies Act 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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.

Date: 08/08/2023

**Place: Jaipur
Secretaries**

**For Naredi Vinod and Associates
Company**

**Sd/-
(Vinod Kumar Naredi)
Prop.
FCS 11876
CP No. 7994
Peer Review: 2814/2022
UDIN number F011876E000760899**

**56, RAMESHWAR DHAM, MURLIPURA, JAIPUR (RAJ)
Cell No: 9001295810, 141-2420180 e-mail: vinodnaredi@gmail.com**

Annexure to the Secretarial Audit Report

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

We have appointed as Secretarial Auditor of the Company for conducting Secretarial Audit as per provision of Companies Act 2013 for Financial Year 2022-23, we would like to inform that our report is to be read along with this letter.

- a. 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.
- b. 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.
- c. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- d. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- e. 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.
- f. 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.

Date: 08/08/2023

**Place: Jaipur
Secretaries**

**For Naredi Vinod and Associates
Company**

**Sd/-
(Vinod Kumar Naredi)
Prop.
FCS 11876
CP No. 7994
Peer Review: 2814/2022
UDIN number F011876E000760899**

**NAREDI VINOD & ASSOCIATES
COMPANY SECRETARIES****FCS 11876
PCS7994****Certificate regarding compliance of conditions of Corporate Governance**

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

1. We have examined the compliance of conditions of Corporate Governance by Saboo Sodium Chloro Limited for the year ended on 31st March, 2023 as stipulated in SEBI (LODR) regulation, 2015.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the 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 the opinion on the financial statements of the Company.
3. 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 SEBI (LODR) regulation, 2015.
4. We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the shareholders / Investors grievance committee.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 08/08/2023**Place: Jaipur
Secretaries****For Naredi Vinod and Associates
Company**

**Sd/-
(Vinod Kumar Naredi)
Prop.
FCS 11876
CP No. 7994
Peer Review: 2814/2022
UDIN number F011876E000760932**

**56, RAMESHWAR DHAM, MURLIPURA, JAIPUR (RAJ)
Cell No: 9001295810, 141-2420180 e-mail: vinodnaredi@gmail.com**

NAREDI VINOD & ASSOCIATES
COMPANY SECRETARIES

FCS 11876
PCS7994

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

DIN	Name	Begin date	End Date
00364750	GIRDHAR GOPAL SABOO	01/10/2009	
07052586	SANJAY SARNA	23/12/2014	02/09/2022
09161446	SANGITA DEVI	06/05/2021	
09494642	KAMAL BHARDWAJ	14/02/2022	
09301140	MADAN SINGH JAIN	25/09/2021	
09301141	NAGENDRA SINGH	25/09/2021	
09720912	KAMAL SHARMA	26/09/2022	

Date: 08/08/2023

Place: Jaipur

For Naredi Vinod and Associates
Company Secretaries

Sd/-

(Vinod Kumar Naredi)

Prop.

FCS 11876

CP No. 7994

Peer Review: 2814/2022

UDIN number F011876E000760901

56, RAMESHWAR DHAM, MURLIPURA, JAIPUR (RAJ)
Cell No: 9001295810, 141-2420180 e-mail: vinodnaredi@gmail.com



R. P. KHANDELWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

Independent Auditor's Report

To
The Members of
SABOO SODIUM CHLORO LTD
Report on Audit of the Financial Statements
Report on the Audit of the Standalone Financial Statements
Qualified Opinion

We have audited the financial statements of **SABOO SODIUM CHLORO LTD**, which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss and statement of cash flows for the year ended 31st March 2023, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements **except the Matters described in "Annexure C"** 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, of the state of affairs of the Company as at 31st March, 2023, its **profit** and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We draw attention to the matters described in "**Annexure C**", the effects/ possible effects of which and matters where we are unable to obtain appropriate audit evidences, individually or in aggregate, are material to the financial statements.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters: Description of Key Audit Matter

Evaluation of tax positions

The key audit matter	How the matter was addressed in our audit
No such matters	

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the '**Annexure A**', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of 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) *Except for the matters described in Basis of Qualified Opinion paragraph*, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure B**'.
 - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed pending litigations and the impact on its financial position - refer note 32 to the Standalone Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For M/s R.P. Khandelwal & Associates
Chartered Accountant
(Firm Registration No. 001795C)

(R.P.Khandelwal) Partner
(Membership No.071002)

Place : JAIPUR

UDIN: 23071002BGYZW4905

Date: 30.05.2023

Annexure A to the Auditors Report

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" in the Independent Auditors' Report of even date to the members of **SABOO SODIUM CHLORO LTD** on the financial statements for the year ended March 31, 2023)

1) (A)

- (i) The Company has maintained proper records and registers showing full particulars, including quantitative details and situation of property, plant and equipment.
- (ii) The Company has maintained proper records showing full particulars of intangible assets.

(B) According to the information and explanations given to us, the management of the Company has a regular program of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years as explained by the management. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(C) The Company had immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, clause 3(i) (c) of the Order is applicable. Proper records and registers have maintained.

(D) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.

(E) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

2) (A) The Company is a manufacturing company, Accordingly, it holds physical inventories in the form of raw material and WIP and accordingly, clause 3(ii)(a) of the Order is applicable. According to the information and explanations given to us inventory has been physically verified by the management. No material discrepancies were noticed on such verification.

(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

3) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in shares of other companies. As per the explanation provided to us. The Company had provided guarantees; same is stated in the financial statement.

(A) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has granted loans to subsidiaries as below:

Particulars	Loans (Rs.InLacs)
Aggregate amount during the year- Subsidiary*	NIL
Balance outstanding as at the balance sheet date- Subsidiary*	NIL

(a).According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans and advances in the nature of loans during the year are, prima facie, not prejudicial to the interest of the Company.

(b).According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, in the case of loans and advances in the nature of loans given, the repayment of principal and payment of interest has not been stipulated.

(c).According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans and advances in the nature of loans given.

(d).According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over due's of existing loans or advances in the nature of loans given to same parties.

(e).According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

4) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.

5) The Company has not accepted any deposits or amounts which are deemed to be (5).deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

6) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

7) (A)As explained to us, the company has been generally regular in depositing undisputed statutory dues with appropriate authorities, including Provident Fund, Income Tax, Sales Tax, Service Tax, duty of customs, duty of excise, Value added Tax, Goods and Service Tax, cess and other statutory dues applicable to it. Further, according to the information & explanations given to us, no undisputed amounts payable in respect of aforesaid dues, which were in arrear as at 31.03.2023 for a period of more than six month from the date they become payable.

(B) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise or Value Added Tax which have not been deposited on account of any dispute except the following demands:-

(B) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise or Value Added Tax which have not been deposited on account of any dispute except the following demands:-

Sr. No.	Name of the Statute	Nature of the Dues	Amount (Rs. In lakhs)	Period for which the amount relates	Amount deposited (under Protest) (in Rs.)	Remarks, if any
1	Income Tax Act, 1961	Income Tax Demand (TDS) for F.Y. 2019-20	899700	F.Y. 2019-20	0	Pending before A.O.
2	Income Tax Act, 1961	Income Tax Demand (TDS) for F.Y. 2020-21	167950	F.Y. 2020-21	0	..do..
3	Income Tax Act, 1961	Income Tax Demand for F.Y. 2017-18	106890	F.Y. 2021-22	0	..do..
4	Income Tax Act, 1961	Income Tax Demand (TDS) for F.Y. 2018-19	1040	F.Y. 2022-23	0	..do..
5	Income Tax Act, 1961	Income Tax Demand (TDS Prior Years)	85970	Up to FY-2018-19	85970	..do..

8) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

9) (A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.

(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(C) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(D) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(E) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of to meet the obligations of its subsidiaries, as defined in the Act. The Company does hold investment in associate or joint venture (as defined in the Act) during the year ended 31 March 2023.

(F) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

10) (A) Based on our audit procedures and according to the information given by the management, the money raised by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purpose for which they were obtained.

(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

11) (A) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(B) According to the information and explanations given to us, no report under sub-section of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(C) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

12) The company is not a Nidhi Company. Therefore, clause 3(xii) of the order is not applicable to the company.

13) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

14) (A) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(B) Internal audit reports of the Company issued till date for the period under audit has not been provided to us.

15) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

- 16) (A) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (B)The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (C)According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- 17) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors during the year.
- 19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **SABOO SODIUM CHLORO LTD** on the financial statements for the year ended March 31, 2023]

Report on the Internal Financial Controls over Financial Reporting 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 LTD** as of March 31, 2023, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls 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 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 specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of un-authorized 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, on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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.

For M/s R.P. Khandelwal & Associates
Chartered Accountant
(Firm Registration No. 001795C)
R.P.Khandelwal
Partner
(Membership No.071002)

Place: Jaipur

Date: 30.05.2023

UDIN:23071002BGYTZW4905

Annexure C – Referred to in our report under “Basis of Qualified Opinion” paragraph

- 1) The total turnover of Salt (Edible Salt) is being booked on MRP basis, as per policy of the company, in the Profit and Loss statement and subsequently the credit notes were issued to vendors and shown as Dealer & Distributor discount hence, approximately 58% of Trade Discount is shown.
- 2) For Hospitality division of Company, the physical accounting records for the period from April '21 to November '21 are not available as they are detained with GST department for scrutiny, and not yet released.

3) IND AS compliance for preparing financial statements

According to **Companies (Indian Accounting Standards) Rules, 2015** company **M/s SABOO SODIUM CHLORO LTD** is required to comply with the Indian Accounting Standards (Ind AS) for the accounting periods beginning on or after 1st April, 2017 but the company has been preparing and presenting their financial statements according to Accounting Policies (GAAP).

4) Consolidation requirements as per section 129(3) of Companies Act, 2013

As per section 129 (3) of companies act, 2013, where a company has one or more subsidiaries, it shall, in addition to financial statements provided under sub-section (2), prepare a consolidated financial statement of the company and of all the subsidiaries in the same form and manner as that of its own which shall also be laid before the annual general meeting of the company along with the laying of its financial statement under sub-section (2): Provided that the company shall also attach along with its financial statement, a separate statement containing the salient features of the financial statement of its subsidiary or subsidiaries in such form as may be prescribed: Provided further that the Central Government may provide for the consolidation of accounts of companies in such manner as may be prescribed. For the purposes of this sub-section, the word “subsidiary” shall include associate company and joint venture.

M/s SABOO SODIUM CHLORO LTD has significant influence and control of 49.66% in **M/s FORTRESS HOTELS & RESORTS PVT LTD**, but the company is not preparing its financials as per section 129(3) of Companies Act, 2013.

5) TRADE RECEIVABLES

In the case of Trade Receivables, there is no age wise classification for trade receivables for more than six months and less than six months. Aging of trade receivable above six months have not been prepared and provided to us. Therefore, we are unable to comment upon correctness of provision to be made against doubtful and unrecoverable trade receivables. The company has not provided debtor balance confirmations for some trade receivables.

6) Balance Sheet disclosure requirements as per Schedule III

The balance sheet of the company is to be prepared as per schedule III with some of disclosures. i.e current maturities of terms loans. The company has not disclosed these requirements while preparing their financial statements.

For M/s R.P.Khandelwal& Associates

Chartered Accountant

(Firm Registration No. 001795C)

Sd/-

R.P.Khandelwal

Partner

(Membership No.071002)

UDIN:23071002BGYZW4905

Place: Jaipur

Date: 30.05.2023

BALANCE SHEET AS AT 31ST MARCH, 2023

(In Rs. Lakhs)

Particulars	Note No.	As On	As On
		31st March 2023	31st March 2022
		(As per IND AS)	(As per IND AS)
(1) ASSETS			
Non- Current assets			
(a) Property, plant and Equipment	1	1925.54	1465.11
(b) Capital work –in –Progress	1.1	.	476.64
(c) Intangible assets under development		1.18	1.18
(d) Financial Assets			
(i) Investments	2	126.22	117.15
(ii) Long term loans and advance & other Financial assets (net)	3	450.93	432.11
(e) Deferred tax assets			
(f) other Non current assets	4		
Current Assets			
(a) Inventories	5	1183.12	902.14
(b) Financial Assets			
(i) Trade receivables	6	1130.51	1294.13
(ii) cash and cash equivalents	7	7.73	11.26
(iii) Bank Balances other than (iii) above	7	981.17	206.81
(c) other current assets	8	1077.8	868.63
Total Assets		6884.21	5775.15
(2) EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	9	4200.12	2418.25
(b) Other Equity –Reserve and surplus	10	432.43	423.78
LIABILITIES			
Non- current liabilities			
(a) Financial Liabilities			
(i) Long term Borrowings	12	1727.19	2141.94
(b) Deferred tax liabilities (Net)	11	268.62	259.57
(c) Other Non Current liabilities			14.74
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13		

(ii) Trade Payables	14	142.85	175.98
(iii) Other financial liabilities	15	38.41	15.91
(b) Other current liabilities	16	66.75	31.58
(c) Provisions	17	7.84	63.5
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		6884.21	5775.15

See accompanying notes to the financial statements

For R.P. KHANDELWAL & ASSOCIATES

For Saboo Sodium Chloro Limited

Chartered Accountants

(R.P.Khandelwal)

Sd/-

Sd/-

Partner

Girdhar Gopal Saboo

Madan Singh Jain

Membership No. 437669

Director

Director

Registration No. 001795C

Place: - Jaipur

DIN :00364750

DIN : 09301140

Date: - 30.05.23

UDIN: - 23071002BGYZW4905

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31ST MARCH 2023

(In Rs Lakhs.)

	Note	Year Ended 31st March 2023	Year Ended 31st March 2022
		<i>(in Rs.)</i>	<i>(in Rs.)</i>
(I) Revenue from operations	18	4935.61	7927.8
(II) Other Income	19	61.35	59.69
III. Total Revenue (I+II)		4996.96	7987.49
(IV) Expenses:			
Cost of materials consumed	20	1641.37	3306.98
Changes in inventories of finished goods, work-in-progress	21	12	967.44
Employee/Workers benefit expense	22	110.73	113.8
Financial costs	23	230.15	252.93
Depreciation and amortization expense	24	140.82	131.02
Lease Rent	25	.	.
Other expenses	26	2860.72	3202.4
Total Expenses		4971.42	7974.57
(V) Profit before exceptional & extraordinary items and tax (III-IV)		25.54	12.92
(VI) Exceptional Items	27		
(VII) Profit before extraordinary items and tax (V-VI)		25.54	12.92
(VIII) Extraordinary Items			
(IX) Profit before tax (VII-VIII)		25.54	12.92
(X) Tax expense:			
Current tax	28	7.84	.36
Deferred tax		9.05	10.2
		16.89	10.56
(XI) Profit (Loss) for the period from continuing operations (IX-X)		8.65	2.36

(XII) Profit / (Loss) for the period		8.65	2.36
Brought forward from previous year		71.05	68.69
Balance carried forward to next year		79.7	71.05
(XIII). Earning per equity share:	29		
(1) Basic		.	.
(2) Diluted		.	.

*EPS has been calculated on 4930624 no of shares
of Rs. 5 /- each at par value

For R.P. KHANDELWAL & ASSOCIATES

For Saboo Sodium Chloro Limited

Chartered Accountants

(R.P.Khandelwal)

Partner

Membership No. 437669

Registration No. 001795C

Place: - Jaipur

Date: - 30.05.23

UDIN: - 23071002BGYZW4905

Sd/-

Sd/-

Girdhar

Madan Singh

Gopal Saboo

Jain

Director

Director

DIN

DIN :

:00364750

09301140

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.3.2023

(Annexed to the Balance Sheet for FY 2022-23)

(Rs. In Lakhs.)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
	2022-23	2021-22
	AMOUNT	AMOUNT
A. Cash Flow from Operating Activities		
Net Profit before exceptional and tax as statement profit and loss (Increase in reserves).	8.65	2.34
<i>Adjustments for :</i>		
Finance cost	230	247.04
Exceptional cost loss on sale of assets	7.5	2.16
Deferred tax	9.05	10.2
Income Tax	7.84	0.36
Depreciation	140.22	131.02
Operating Profit before Working Capital Changes TOTAL A.	403.26	393.12
<i>B. Adjustments for :</i>		
Increase /(Decrease) in Trade Payables	-33.13	-34.52
Increase /(Decrease) in Borrowings	-229.9	-761.2
Increase /(Decrease) in other financial liabilities	22.5	0
Increase /(Decrease) in other current liabilities	35.17	-7.88
Increase /(Decrease) in other Non- current liabilities	-14.74	0
		-7.75
Increase /(Decrease) in provisions (except IT)	-55.66	
Increase /Decrease in current tax liabilities (Net)TOTAL B.	-275.76	-776.83
<i>C. (Increase)/Decrease in inventory</i>	-280.98	871.27
(Increase)/Decrease in Trade receivables	163.61	-148.81
(Increase)/Decrease in other current financial assets	0	0.31
(Increase)/Decrease in other current assets	-209.17	-83.33
(Increase)/Decrease in Non current financial assets	-29.93	-71.27
TOTAL C.	-356.47	568.17
Cash generated from operations	-228.97	184.46
Net cash used in operating activities before extraordinary items Less: Extraordinary Items		
	-228.97	184.46
Cash generated from operations Less: Tax Paid	-7.84	-0.36
Net cash flow/used from operating activities	-236.81	184.82
B) CASH FLOW FROM INVESTING ACTIVITIES		
Increase /decrease in long term loans and advance		

Purchase of fixed assets	-122.23	-53.76
Increase / decrease to CWIP	0	.
Proceeds from sales /written off of fixed assets	7.5	-7.57
Net cash flow /used from financing activities	-114.73	-61.33
C) CASH FLOW FROM FINANCING ACTIVITIES		
Procurement of borrowings		305.51
Repayment of borrowings	-429.49	
Capital increase	1781.87	
Interest paid	-230.00	-247.04
Net cash flow /used from financing activities	1122.38	58.47
Net Increase /Decrease in cash and cash equivalent	770.84	181.96
Opening balance of cash and cash equivalent	218.07	36.11
Closing balance of cash and cash equivalent	988.91	218.07

See accompanying notes to the financial statements

For R.P. KHANDELWAL & ASSOCIATES

Chartered Accountants

(R.P.Khandelwal)

Partner

Membership No. 437669

Registration No. 001795C

Place: - Jaipur

Date: - 30.05.23

UDIN: - 23071002BGYZW4905

For Saboo Sodium Chloro Limited

Sd/-

Girdhar Gopal Saboo

Director

DIN :00364750

Sd/-

Madan Singh Jain

Director

DIN : 09301140

SABOO SODIUM CHLORO LIMITED

CIN : L24117RJ1993PLC007830

L-5,II,KRISHNA MARG, C- SCHEME, JAIPUR-302001

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. :1

A. Significant Accounting Policies1. Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

2. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3. Revenue Recognition: -

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

4. Property, Plant & Equipment :-

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

Company has adopted cost model for all class of items of Property Plant and Equipment.

Fixed Asset register has not been maintained by the Company. Physical Verification of Fixed assets is done by the management as certified.

5. Depreciation :-

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method as per companies Act 2013. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

All fixed assets are fully depreciated in the year of installation or Purchase. Depreciation on Fixed Assets is charged as per Companies Act 2013. The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. No Impairment has done during the year as certified by the management.

If impaired, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

6. Foreign currency Transactions: -

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Liabilities and receivables in foreign currency are restated at the year-end exchange rates. All exchange rate differences arising from conversion in terms of the above are included in the statement of profit and loss.

7. Investments :-

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds will be charged or credited to the statement of profit and loss.

8. Inventories :-

Inventories are valued as under:-

1. Inventories : Lower of cost or net realizable value
2. Scrap : At net realizable value.

No Stock registered and other related records has been maintained by the company. Quantitative Details and Valuation of Purchase of raw material and material consumed has been certified by the management as provided to auditors.

9. Borrowing cost:-

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended uses or sale. All other borrowing costs are charged to revenue in the year of incurrence. The amount of borrowing cost capitalized during the year is "Nil"

10. Retirement Benefits:-

The company has not taken any policy for the payment of gratuity. The gratuity has not been provided in books on accrual basis. The leave encashment is not accounted in the books.

Company has not register under The Employees' Provident Funds and Miscellaneous Provident Act, 1952, and Gratuity Act.

11. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

12. Provisions, Contingent Liabilities and Contingent Assets:- (AS-29)

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

Provision for Audit Fees and ROC Filing Charges has not been incorporated in the books.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

(B) Notes on Financial Statements

1. The SSI status of the creditors is not known to the Company hence the information is not given.
2. Salaries includes directors remuneration on account of salary Rs.4800000/- (Previous Year Rs.4800000/-)
3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation. All the Unsecured Loans (Liability) taken on interest free.

4. Payments to Auditors: (In Rs. Lakhs.)

Auditors Remuneration	2022-23	2021-22
Stock Audit Fees	0.00	0.00
Statuary Audit fees	88500	106200
Tax Audit Fees	0.00	0.00
GST	0.00	0.00
Total	88500	106200

No Provision for Statuary Audit Fees, Tax Audit fees and GST Audit Fees had been made during the year.

5. Loans and Advances are considered good in respect of which company does not hold any security.
6. No provision for retirement benefits has been made, in view of accounting policy. The impact of the same on Profit & Loss is not determined.
7. Advance received from others includes advances received from concerns in which directors are interested:

Name of Concern	Current Year Closing Balance	Previous Year Closing Balance
	0.00	0.00

8. Advance to others includes advances to concerns in which Company itself and directors are interested:

Name of Concern	Current Year Closing Balance	Previous Year Closing Balance
Tiger Salt Pvt Ltd.	NIL	21314983.00
Rajasthan Mega Developers P Ltd	22569820.00	14532400.00
Fortress Hotels & Resorts Pvt Ltd	6040700.00	5880700.00
Nawa Hotels and Resorts Private Limited	NIL	19573099.00
Saboo Damodar Ropeways Private Limited	NIL	404556.00

9. Related Party disclosure as identified by the company as mentioned under Sec 188 of Companies Act 2013 and other related Laws.

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. Mr. Girdhar Saboo - MD
2. Mr. Aasif Khan - CFO

(II) Relative of Key Management Personnel

1. Nil

10. Company has made no provision in respect of penalty imposed during the year. No penalty has imposed during the year on pending litigations.

11. Additional Regulatory Information/disclosures as required by General Instructions to Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

12. % of imported & indigenous raw material Consumed & consumables

Particulars	22-23		21-22	
	%	Amount	%	Amount
Imported	0%	NIL	0%	23,15,90,901.00
Indigenous	100%	182013064.00	100%	9,91,07,103.96

13. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

14. Expenditure in Foreign Currency Nil Nil

15. Earning in Foreign Exchange Nil Nil

16. Previous year figures have been regrouped/rearranged wherever necessary.

Signature to notes 1

In terms of Our Separate Audit Report of Even Date Attached.

**For R.P. KHANDELWAL & ASSOCIATES
Chartered Accountants**

For Saboo Sodium Chloro Limited

**(Ronak Khandelwal)
Partner
Membership No. 437669
Registration No. 001795C**

**Girdhar Gopal Saboo Madan Singh Jain
Director Director**

Place: - Jaipur

DIN :00364750 DIN : 09301140

Date: - 30.05.23

UDIN: - 23071002BGYZW4905

Note 1	Property, Plant & Equipment		
S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
	TANGIBLE ASSETS :		
1	Land & Site Development	296.08	296.05
2	Building	551.7	452.94
3	Plant & Machinery	474.5	154.06
4	Furniture & Fixture	12.62	14.29
5	Vehicles	90.71	8.28
6	Office Equipments	0.13	0.28
7	Computers And data Processing Unit	0.88	0.87
8	Electrical Installation and Equipment	10.06	9.66
9	Misc. Fixed Assets	1.71	2.3
10	Solar Plant	486.18	526.38
	TOTAL -A	1924.54	1465.11
1	Capital Work in progress	-	476. 64
	TOTAL-B	-	476. 64
	INTANGIBLE ASSETS :	-	
1	Trade Mark	1. 18	1.18
	TOTAL-C	1.18	1.18
	TOTAL(A+B+C)	1925.72	1942.93

Note2 Investments

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	Trade Investment - Unquoted		
	NSC WITH POST OFFICE	0.04	0.04
	SBI M.F.	5.00	5.00
2	Other Investments	-	-
	In Equity Shares of Associate Company	-	-
	Fortress Hotels & Resorts P Ltd - Unquoted	110.66	110.66
	Other Companies	6.59	-
	Unquoted	3.93	1.46
	TOTAL	126.22	117.15

**Note-3 Long term loan and Advances;
(Unsecured Considered Good)**

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
	TDS & Advance Tax	-	0.33
	MAT Credit Entitlement	64.93	64.93
	Security Deposits	316.61	297.67
	CGST Input	-	2.02
	SGST Input	-	1.83
	IGST Input	0.66	0.86
	TCS	1.44	0.01
	TDS	67.29	64.46
	TOTAL	450.93	432.11

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

Other Non- Current Assets-Non

Note-4 amortisation exp.

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
	Preliminary Expenses	NIL	NIL
1	Other Non- Current Assets	0	0
TOTAL			

Note-5 Inventories

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
	(lower of cost or net realisable value)		
1	Raw Material	1,057.42	834.35
2	Packing Material	70.96	21.22
3	Consumables (Stores and Spares)	8.49	14.55
4	Finished goods	26.53	26.53
5	Food & Beverages	12.89	3.50
6	Stores & Operating Supplies	4.98	2.00
7	Diesel-Fuel	1.85	-
		-	-
		1,183.12	902.14

Note-6 Trade Receivable(Unsecured, Considered Good)

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	More than 6 Months	509.35	346.82
	Others	621.17	947.30
TOTAL		1,130.51	1,294.13

Trade Receivables ageing schedule
as at 31st March,2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment		Total
	Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables - considered good	621.17	509.35	1,130.52
(i) Undisputed Trade receivables - considered doubtful			-
(iii) Disputed trade receivables considered good	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-

Trade Receivables ageing schedule
as at 31st March,2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment		Total
	Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables - considered good	947.30	346.82	1,294.12
(i) Undisputed Trade receivables - considered doubtful			-
(iii) Disputed trade receivables considered good	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-

Note-7 Cash & Cash Equivalent

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	Bank Balance		
	- In Fixed Deposit With HDFC Bank	1.00	1.00
	- In Fixed Deposit with SBI	32.95	31.50
	- In Current Account with Scheduled Bank	947.22	174.30
	TOTAL	981.17	206.81
2	-Cash on Hand		
	In Local Currency	7.73	11.26
	TOTAL	7.73	11.26
	TOTAL	988.91	218.06

Note-8 Other current assets (Unsecured Considered good)

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
	a) Accrued Interest on FDR		
	d) Claim Receivable against Stock		
	Imprest A/C	28. 38	62. 81
	Loans & Advances to Related Parties	807. 1	683. 77
	Other Advances	18. 03	0. 22
	Advances For Goods and Expenses	222. 21	120. 44
	Prepaid Insurance	2. 07	1. 39
	TOTAL	1077. 8	868. 63

Note-9 Equity Share capital

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	Authorised :		
	2,50,00,000 equity shares of Rs. 10/- each	4,500.00	2,500.00
	(Prev Year : 2,50,00,000 equity shares of Rs. 10/- each		
2	Issued & Subscribed		
	4,20,77,550 equity shares of Rs. 10/- each	4,200.12	2,418.25
	(Prev Year: 2,41,82,500 equity shares of Rs. 10/- each)		
3	Paid Up		
	4,20,77,550 equity shares of Rs. 10/- each	4,200.12	2,418.25
	(Prev Year: 2,41,82,500 equity shares of Rs. 10/- each)		
		4200.12	2418.25

Note-10 Other Equity

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
	Reserves and Surplus		
1	General Reserve		
2	Capital Reserve	20.20	20.20
3	Security Premium Account	215.00	215.00
4	Surplus		
	At the beginning of the year	188. 58	186.23
	Add/(Less): Additions during the year	8. 65	2.3 5
		197. 23	188.58

	Less: Appropriations		
	Transfer to General Reserve		
	Balance at the year end	197. 23	188.58
	TOTAL	432. 43	423.78

Note-11 Deferred tax liabilities (Net)

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	Deferred Tax Liabilities/Assets	268.62	259.57
	TOTAL	268.62	259.57

537.2310892

Note-12 Longterm Borrowings

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
	Term Loan :		
	1.Secured		
1	Term Loan For Rajgarh Solar SBI	-	129.71
2	HDFC Car Loan	81.83	-
3	ICICI BANK LTD. - CAR LOAN	-	11.24
4	DHFL Term Loan 2018	877.00	915.77
5	SUBSIDY RECEIVED	50.00	50.00
6	TATA Cap Financial Services Private Ltd	-	199.51
7	SBI Term Loan WCTL	457.50	498.95
	TOTAL-A	1,466.33	1,805.17
	1.Unsecured Secured	-	
2	Tata Covid-19-Interest oan	-	18.49
3	SBI CCECL Loan	-	3.27
4	SBI GECL Loan	138.92	193.25
5	SBI GECL Loan	121.95	121.76
	TOTAL-B	260.87	336.77
	Grand Total-A+B	1,727.19	2,141.94

Note-12.1 Other Non current Liabilities

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
6	Provision for Employee Benefits	0.00	0.00
2	Gratuity Payable	0.00	14.74
	TOTAL		14.74

Note-13 Borrowings-Short term

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
-------	-------------	--	--

Working Capital Loan repayable on demand from Banks :			
Secured			
1	Rupee Loans-SBI CC		229.90
TOTAL			229.90

Note-14 Trade Payables

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	Sundry Creditors	112.76	148.20
2	Advances From Customers	30.09	27.78
TOTAL		142.85	175.98

Note-15 Other Financial Liabilities

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	Bonus Payable	-	0.32
2	P. F. (Employee Contribution)	0.35	0.36
	P. F. (Employer) - Payable	-	-
	Salary and exp.payable	19.45	15.07
3	Stipend Payable	-	0.17
4	Other out standingliab.	18.61	-
TOTAL		38.41	15.91

Note-16 Other Current Liabilities

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	TDS Payble	10.77 86	8.26 97
2	GST Payable	4.06 65	7.70 72
3	Adv.recd.from Related parties and directors	31.24 19	-
	Security Deposits from dealers and staff and Rent	20.0	15.59 96
4	Security deposit from Utilities	0.66 3	-
Total		66.75	31.57 65

Note-17 Provisions

S.No.	Description	As at March 31st, 2023 (As per IND AS)	As at March 31st, 2022 (As per IND AS)
1	Provision For Taxation	-	63.14
2	Provision For Taxation-2021-22-23	7.84	0.36
3	Total	7.84	63.50

Sr. No.	Particulars		
1	Outstanding for more than six months	-	-

2	a) Secured, considered good	509.35	346.82
	b) Unsecured, considered good		
	c) Doubtful		
	Others	-	-
	a) Secured, considered good	621.17	947.30
	b) Unsecured, considered good		
	c) Doubtful		
	Total	1,130.52	1,294.12

18 Revenue From Operations

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
(a)	Sale of products		
	(i) Export Sales		
	(ii) Local Sales		
	Sales Salt	4549.88	4160.57
	Sale of Solar Electric generation	70.271 13	42.81
	Sale of steam coal	-	20.20
	Sale of Oxygen concentrator	-	3299.09
	Sale of Oxygen concentrator Accessories	-	200.930
	Room Revenue & Banquet Revenue	277.90	164.74
	Food & Restaurants Revenue (F & B Sales)	37.13	39.27
	A/V System	0.41	0.15
		-	-
(b)	Other Operating Income		
	Total	4936	7928

19 Other Income

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
(a)	Other non operating revenue		
	Discount Received and Rate Difference		
	Insurance Claim Received	2.7 58	4.5 82
	Interest On FDR	3.1 47	4.8 06
	Interest From Parties	9.1 46	8.5 57
	Agriculture Income	9.00	-
	Scrap Sales	9.0 68	21.9 07
	Miscellaneous A/c W/off	20.1 07	16.3 31
	Miscellaneous Income	1.8 22	1.3 2
	PROFIT\LOSS ON SALE OF FIXED ASSETS	6.2 59	2.1 68
	Total	61.3 51	59.6 93

20 Cost of Material Consumed

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
	Raw Material Consumed	1415. 75	393. 26
	Packing Material Consumed	54. 41	308. 24
	Purchases of Trading Material	-	147. 68
	Wastage and Salvage Goods	-	-
	Consumable Store	22. 2	44. 8
	PET COKE of steam coal	70. 24	20. 09
	Sale of Oxygen concentrator	-	2315. 91
0	Kitchan Expenses	50. 68	50. 21
	Laundry Expenses	4. 88	3. 27
	House Keeping Expenses	7. 2	0.81
	Consumable Store SRS	16. 02	22. 72
		-	
	Total	1641. 37	3306. 98

21 Changes in inventories of Finished Goods & WIP

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
	Opening Inventories	-	-
	Salt	<u>26. 53</u>	<u>994. 41</u>
	Food & Beverages	<u>3. 5</u>	<u>3. 03</u>
	Stores & Operating Supplies	<u>2.</u>	2. 02
		32. 03	999. 46
Less:	Closing Inventories	-	-
	Salt	<u>26. 53</u>	<u>26. 53</u>
	Food & Beverages	<u>12. 89</u>	<u>3. 5</u>
	Stores & Operating Supplies	4. 98	2.00
		44. 39	32. 03
	Increase/(Decrease) In Inventory	12	967. 44

22 Employee benefits expense

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
(i)	Salaries & Other Allowance	56. 76	58. 86
(ii)	Directors Remuneration	48.	48.
(iii)	Contribution to Provident Fund	4. 17	3. 9
(iv)	Bonus	.	. 45
	Canteen Exp.	.	. 6
(vi)	Staff welfare Expenses	1. 79	2.
	Total	110. 73	113. 8

23 Financial expense

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
(i)	Bank Commission & charges	. 62	1. 31
(ii)	Processing Fees on Bank Loan	7. 67	4. 57
(iii)	Interest On Bank Borrowing & Others	221. 85	247. 04
	Total	230. 15	252. 93

24 DEPRECIATION & AMORTISATION EXPENSES

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
	Depreciation on Tangible Assets	140. 82	131. 02
	Total	140. 82	131. 02
25	Lease Rental		
	Lease Rent for Immovable Property	-	-
	Total	-	-

26 Other expenses

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
(a)	Manufacturing Expenses		
	Electricity & Duty Exp.	69. 5 59	55. 0 85
	Freight Inward	3. 9 21	1. 2 86
	Power & Fuel (diesel & fire wood)	7. 6 18	2. 5 08
	Insurance charges	3. 8 93	4. 2 45
	Labour Exp (Loading & Unloading)	0. 0 36	1. 3 73
	Raw salt Kyar Repair		0. 5 94
	Repair & Maintenance (D.G.Set)		0. 9 73
	Repair & Maintenance Of J.C.B.	0.1	0. 2 1
	Repair & Maintenance Of Pickup	0.705	0. 1 53
	Wages	5. 4 59	8. 6 33

	PACKING EXPENSES	13.034	28.288
	Kitchen AND Catering Exp.	1.154	7.87
	Repair & Maintenance (P&M Buuilding and Other)	8.081	15.144
	Repair & Maintenance Of Electricity.	1.213	0.079
	Dealer Discount	1306.454	1363.597
	Vehicle Running and Maintenance Exp	3.749	-
	Total	1424.976	1490.038
(b)	Selling Expenses		
	Advertisement Expenses	3.196	4.088
	Commission,Discount& Rebate	3.226	0.465
	Sales Distribution & Retailing Exp.	11.363	9.376
	Freight Outward (Factory annd resorts	23.314	15.49
	Distribution Discount	1306.454	1363.597
	Sales Promotion Exp.	0.669	1.04
	Travelling Exp.	2.238	1.622
	Bad-debts	0.002	.
		.	.
		.	.
		.	.
	Total	1350.462	1395.678
(c)	Administration Expenses		
	Administrative Charges on PF		
	Annual Listing and Custodial Fees	3.54	3.54
	Computer and Software Exp.	1.48	0.46
	Donation	.	0.07
	General Expenses	1.43	2.06
	Legal & Professional charges	13.2	9.14
	Right Issue exp .and Listing Fees	19.61	-
	Canteen exp.	0.69	-
	Membership & Subscription	2.19	2.19
	Courier, Postage& Telephone Expenses	1.06	0.72
	Printing & Stationery	0.83	1.41
	Rent Rates & Taxes	5.83	6.84
	Repair & Maintenance Building	1.88	4.55
	REC Fees	1.13	0.3
	Travelling & Conveyance and petrol exp.	9.2	0.74
	R.O.C Fees	0.16	19.01
	Interest on car Loan & TDS	3.36	.
	Sitting Fees	3.84	4.6
	Sundry Balance W/off	11.32	15.32
	MMT Commission	0.35	0.06
	Misc.Expenses-(Evoting, event and main.service charges)OC	2.31	.
	Ezee Ultimate Software	.	0.18

	Pest Control Exp	0.71	0.45
	GST Search Exp	-	20.00
	GST Interest	-	4.72
	GST Penalty	-	3.00
	Interior Design & Consultanc	-	0.41
	Books & Periodicals	-	0.02
0	D G Rent	0.92	-
	D J Sound Exp.	.	0.32
	Environment Exp	0.02	0.09
	Management Fees	.	1.95
	Oxygen Concentrator Expenses:-	.	213.29
	Total (C)	85.28	315.63
d	Auditor's Remuneration		
	Statutory Audit Fees		1.06
	Tax Audit Fees		.
	Total (D)		1.06
		-	-
	Total (A+B+C+D)	2860.72	3202.41

27 Exceptional Items

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
	Loss on Sale of Fixed Assets		
	Total		

28 Income Tax Expenses

Tax expense recognized in the Statement of Profit and Loss

	Particulars	For the period ended 31.03.2023	For the period ended 31.03.2022
	Current Tax		
	Provision for Income Tax (Current Year)	7.84	0.36
	Short / (Excess) Provision for Income tax of earlier Years Adjusted		
	Total	7.84	0.36
	Deferred Tax		
	Deferred Tax charge / (credit)	9.05	10.2
	Total Deferred Income Tax expense / (benefit)	9.05	10.2
	Tax in respect of earlier years		
	Total income tax expense	16.89	10.56