



SABOO BROTHERS LIMITED

CIN: L26933RJ1979PLC001851

36th ANNUAL REPORT 2014-15

Regd. Office: 314, A Block, Anand Plaza, University Road, Udaipur – 313001, Ph.0294-2429513
Email : saboobrothers@gmail.com Website : www.saboobrothers.com

BOARD OF DIRECTORS

| | |
|-----------------------------|---------------------|
| ARUN AGARWAL | Whole-time Director |
| KALPANA DHAKAR | Additional Director |
| ANURAG SABOO | Director |
| LOKNATH SURYANARAYAN MISHRA | Director |
| MUKESH SHANTIBHAI SANGHVI | Director |

AUDITORS

M/s, C L OSTWAL & CO.
Chartered Accountants
224-225-226, "A" Block Anand Plaza,
Ayad Bridge, University Road
UDAIPUR- 313001

BANKERS

Bank Of Baroda

REGISTRAR & SHARE TRANSFER AGENT

System Support Services
209, Shival Industrial Estate
89, Andheri Kurla Road
(Next to Logitech Park, Above McDonalds)
Sakinaka,
MUMBAI-400072
Tel.: +91 22 28500835
Fax: +91 22 28501438
Email: syss72@yahoo.com

REGISTERED OFFICE

314, A Block, Anand Plaza,
University Road, Udaipur – 313001,
Ph.0294-2429513
Email: saboobrothers@gmail.com
Website : www.saboobrothers.com

COMPANY SECRETARY

Mukta Prem Ramnani,
30 Jawahar Nagar,
UDAIPUR, 313001.

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the members of Saboo Brothers Limited will be held as under:

DAY : Wednesday
DATE :30th September 2015
TIME : 3.30 PM

VENUE : 314-A Block Anand Plaza
University Road
Udaipur- 313001

To transact the following business:

ORDINARY BUSINESS :

- 1) **Item No.1:Adoption of financial statements**
 To receive, consider and adopt the financial statements of the company for the year ended March 31, 2015 including the audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss Account of the Company for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
- 2) **Item No. 2:Appointment of Statutory Auditors**
 To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s. C.L Ostwal & Co. - Chartered Accountants (Firm Registration NO. 002850C) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

- 3) **Item No. 3: Appointment of Ms. Kalpana Dhakar as an Independent director**
 To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:
 “**RESOLVED THAT**, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Kalpana Dhakar (DIN: 05215041), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 23, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Kalpana Dhakar as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years , up to March 22, 2020, not liable to retire by rotation”.
- 4) **Item No. 4: Appointment of Mr. Arun Agarwal as Director cum Whole-Time Director**
 To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:
 “**RESOLVED THAT**, Mr. Arun Agarwal (DIN: 03258275), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 23, 2015 and who holds office till the date of the 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. Arun Agarwal as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

FURTHER RESOLVED THAT, pursuant to Section 196,197 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration Managerial Personnel Rules) 2014, Schedule V to the Act and clause 49 to the listing agreement, consent of the company be and is hereby accorded to the appointment of Mr. Arun Agarwal (DIN: 03258275) as a whole time director of the company for a term of 5 years with effect from 23rd March 2015 and receiving remuneration of Rs. 6,00,000 /- Per annum”

5) Item No. 5: Alteration Of Objects Clause In The Memorandum Of Association Of The Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following new clause and read as clause no. 6 under the heading of main object :

To carry on the business of manufacture, imports, exports, distributors, dealers, consultant, agents and refining and preparing all classes and kinds of fertilizers and their raw materials and all classes and kinds of chemicals including petro-chemicals and plastics and their raw materials and industrial and other preparations arising from or required in the manufacture of any kind of fertilizers and chemicals and to carry on any operation or processes of mixing, granulating different chemicals or fertilizers.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 3:

The Board, at its meeting held on 23rd March 2015, appointed Ms. Kalpana Dhakar as an Additional Director of the Company. She was appointed as an Independent and Woman Director of the Company for a period of five years. As per section 149(6) of the Companies Act, 2013, She has furnished a declaration that she meets with the criteria for independence to act as an Independent Director of the Company.

On the recommendation of the Nomination & Remuneration Committee at their meeting held on 23rd March 2015, the Board at their meeting held on 23rd March 2015 appointed her in the Board as an Independent woman Director of the Company from 23rd March 2015 for a period of five years and she is not liable to retire by rotation. She is only entitled for sitting fees.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Kalpana Dhakar will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing her candidature for the office of director.

The Company has received from Ms. Kalpana Dhakar: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Kalpana Dhakar - the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Kalpana Dhakar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Ms. Kalpana Dhakar, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Item no. 4:

The Board, at its meeting held on 23rd March 2015, appointed Mr. Arun Agarwal as an Additional Director and Whole-time Director cum CFO of the company . He was appointed as a whole-time director of the Company for a period of five years .

On the recommendation of the Nomination & Remuneration Committee at their meeting held on 23rd March 2015, the Board at their meeting held on 23rd March 2015 appointed him in the Board as whole-time director cum CFO of the Company from 23rd March 2015 for a period of five years and he is liable to retire by rotation. He is entitled to remuneration of Rs. 6,00,000 /- (Rupees Six Lacs only) per annum.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Arun Agarwal will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing his candidature for the office of director.

The Company has received from Ms. Arun Agarwal: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Arun Agarwal as a whole-time director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Arun Agarwal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 or the approval of the members.

Item no.5

The principal business of the Company is manufacturing & selling of mini and rotary kiln cement plants, refractory cement and emery stone minerals and special cement plants, machines for grinding, grading, cutting and polishing of machinery of minerals, cereals, pulses, spices etc.

The Company proposes to expand its business by undertake the activity of manufacture, imports, exports, distributors, dealers , consultant, agents and refining and preparing all classes and kinds of fertilizers and their raw materials and all classes and kinds of chemicals including petro-chemicals and plastics and their raw materials and industrial and other preparations arising from or required in the manufacture of any kind of fertilizers and chemicals and to carry on any operation or processes of mixing, granulating different chemicals or fertilizers.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of clause 6 after the existing clause 5 as stated in the Resolution in the annexed notice

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

The Board recommends the resolution set forth in Item no. 5 or the approval of the members.

By the order of the Board

Sd/-

Arun Agarwal

Director

(Din No. 03258275)

Place:

314,A-BLOCK,ANAND PLAZA

UNIVERSITY ROAD

UDAIPUR-313001

Date: 30th May 2015

NOTES:

The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

Pursuant to cl. 15/16 of the Listing Agreement read with section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from 10th August, 2015 to 14th August, 2015 (Both days inclusive) for the purpose of AGM.

Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Companies Register/ Depository Participant .In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.

Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.

With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2014-15 will also be send through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are appended herein below.

The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

Information required to be furnished under cl. 49 of the Listing Agreement for Directors retired by rotation/Appointment of Director /Reappointment/ratifications.

| | | |
|---|--|--|
| Name of Director | Ms. Kalpana Dhakar | Mr.Arun Agarwal |
| Age | 42 years | 38 years |
| Date of Appointment | 23.03.2015 | 23.03.2015 |
| Qualification | Chartered Accountant | Chartered Accountant |
| Expertise in Specific Functional Area | Having vast experience in Finance & Auditing | Having vast experience in Finance & Management |
| Executive & Non Executive Director | Non -Executive Director | Executive director |
| Promoter Group | N.A. | N.A. |
| Independent Director | Yes | No |
| Chairman/Member of Committees of the Boards of Which he is a Director | 6 | NIL |

Registered Office:
314,A-Block,Anand Plaza
University Road
Udaipur-313001
Date: 30th May 2015

By order of the Board
sd/-
Arun Agarwal
(Din No. 03258275)

DIRECTORS' REPORT

To,
The Shareholders,
SABOO BROTHERS LTD

Your directors have pleasure in presenting the 36th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2015

FINANCIAL RESULTS

The Financial Results are stated as under:

| PARTICULARS | (Rs.) | |
|--|--------------------------|-----------------------|
| | Year Ended 31.03.2015 | Year Ended 31.03.2014 |
| Sales & Operating Income | 4,10,200 | 4,61,250 |
| Other Income | 25,39,954 | 2,801,053 |
| Total Expenditure | 39,32,539 | 19,27,828 |
| Gross Income/ (Loss) before Interest, Depreciation and Taxation | (9,82,385) | 13,34,475 |
| Depreciation | (43,257) | (1,78,457) |
| Bad-Debts w/off | -- | (60,01,433) |
| Provision for Taxation | Nil | Nil |
| Net Profit/(Loss) | (10,25,642) | (48,45,415) |

OPERATIONAL PERFORMANCE AND FUTURE OUTLOOK

Income of the company from operation is of Rs. 4,10,200/- as compared to Rs.4,61,250/- in previous year. Profit before Tax is Rs. (10,25,642) as compared to Rs.(48,45,415) in previous year.

DIVIDEND

In view of the carry forward losses incurred in the earlier years and pursuant to section 123 of the Companies Act, 2013, the board regrets its inability to declare any dividend for the year under review.

TRANSFER TO RESERVE

The Company proposes to carry Rs. (NIL) /- to the General Reserve of the Company.

FIXED DEPOSITS

As on 31.03.2015, the company held no deposit in any form from anyone. There was no deposit held by the company as on 31.03.2015, which was overdue or unclaimed by the depositors. For the present the Board of directors have resolved not to accept any deposits from public.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

There were no Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013.

CORPORATE GOVERNANCE

As per the directions of SEBI and the BSE Ltd., the code of corporate governance become applicable to the company w.e.f. 2002-03 and accordingly the company has been adhering to the directions and guidelines as required. The report on the code of corporate governance is annexed separately in this Annual report as Annexure IV.

DIRECTORS

The Companies Act, 2013, provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

The Nomination and remuneration committee at their meeting held on 23.03.2015 has recommended the appointment of Mr.Arun Agarwal as the Whole-time Director cum CFO and Ms. Kalpana Dhakar as the Independent Woman Director of the company with effect from 23.03.2015 for period of 5-years and their appointment will be confirmed by the members at the Annual general meeting to be held on 30th September, 2015 as required under Section 149(10). Ms.Kalpana Dhakar is not liable to retire by rotation.

Mr .Sanjeev Bhatjiwalle & Mr Rajendra Barkalle –Director due to personal pre occupation resigned as a director of the company w.e.f. 23.03.2015.

BOARD EVALUATION

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

NUMBER OF MEETINGS OF THE BOARD

The Board met 7 times during the financial year, the details of which are given in the corporate governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2015, the Board consists of 5 members. Out of which one is the Whole Time Director, three Independent Directors. The Woman Director is also one of the Independent Directors.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Subsection (3) of Section 178 of the Companies Act, 2013, adopted by the Board, are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

TRAINING OF INDEPENDENT DIRECTORS

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- (a) a program on how to review, verify and study the financial reports;
- (b) a program on Corporate Governance;
- (c) provisions under the Companies Act, 2013; and
- (d) SEBI Insider Trading Regulation, 2015.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a director.

The format of the letter of appointment is available on our website, www.saboobrothers.com.

COMMITTEES OF THE BOARD

Currently, the Board has six committees: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee, 4. Share Transfer Committee and 5. Risk Management Committee 6. Corporate Social Responsibility Committee

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

INDEPENDENT DIRECTORS DECLARATIONS

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—

(i) holds or has held the position of a key managerial personnel or is or has 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 he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) 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;

(iii) holds together with his relatives two per cent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization 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 per cent or more of the total voting power of the company; or

Independent director possesses such qualifications as may be required by the Board.

The Company & The Independent Directors shall abide by the provisions specified in schedule IV of the Companies Act, 2013.

RISK MANAGEMENT POLICY:

The company has developed risk management policy mainly covering the following areas:

1. License and policy of the respective government all over the world in connection with shares & securities.
2. The Company's risk and control policy is designed to provide reasonable assurance that objectives are met by integrating management control into daily operation, by ensuring all the Compliance.

By strictly following the regulatory norms and RBI financial Guidelines, the company effectively manages the risks and has a focused Risk Management monitoring in place.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3) (c) OF THE COMPANIES ACT, 2013

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis.

GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

There are no material departures from prescribed accounting standards in the adoption of these standards. The directors hereby confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed.
2. The directors 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 at the end of the financial year and of the profit and loss of the Company for that period.
3. The directors have taken proper and sufficient care towards 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 directors have prepared the annual accounts on a going concern basis.
5. The directors have laid down internal financial controls, which are adequate and are operating effectively.
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS:

STATUTORY AUDITORS

At the Annual General Meeting held on 30th September 2014, M/s. C.L. Ostwal & Co., Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. C.L. Ostwal & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self explanatory and do not call for any comments under section 134 of the companies Act, 2013.

SECRETARIAL AUDITOR

M/s. Ramesh Chandra Mishra & Associates. - Practicing Company Secretaries, were appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2014-15 forms part of the Annual Report and part of the Board's report as Annexure -I

The Board has re-appointed M/s. Ramesh Chandra Mishra & Associates Practicing Company Secretaries, as secretarial auditor of the Company for the financial year 2015-16.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions wherever entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.saboo brothers.com

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires per-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

EXTRACT OF ANNUAL RETURNS

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return is annexed as Annexure -II

The Paid up capital of the Company: Rs. 6,09,62,000/- consisting of 60,96,200 equity shares of face value of Rs.10/- each.

The Board of Directors of the company consists of 5 Directors namely Mr. Anurag Saboo, Mr. Mukesh Sanghvi, Mr. Loknath Misra, Mr. Arun Agarwal and Ms. Kalpana Dhakar

The secured debt of the company is Nil.

The Promoters holding is consists of 46,800 equity shares of Rs.10/- each amounting to Rs. 4,68,000

There was no unpaid dividend during the year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

Mr. Vijayanand Goyal.– Chartered Accountants is the Internal Auditor of the Company

INVESTOR COMPLAINTS AND COMPLIANCE

All the investor complaints have been duly resolved and as on date no complaints are outstanding.

HUMAN RESOURCES MANAGEMENT

Your Directors would like to place on record their deep appreciation to all the employees for rendering quality services in every constituent of the company.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

As per provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as Annexure III to the Board's report.

As per the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employee employed in the company throughout the financial year or part thereof in receipt of remuneration of Rs. 60 lakh or more, or employed for part of the year and in receipt of Rs. 5 lakh or more a month.

Under Section 22 & 28 of the Sexual Harassment of Women at the Workplace Act, 2013, there were no complaints filed against any person or reported.

CORPORATE SOCIAL RESPONSIBILITY

As per the Companies Act, 2013, all companies having net worth of ` 500 crore or more, or turnover of Rs. 1,000 crore or more or a net profit of Rs.5 crore or more during any financial year are required to constitute a corporate social responsibility (CSR) committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such Company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year.

The Company presently does not meet with any of the criteria stated herein above.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of conservation of Energy, Technology Absorption are not applicable in the case of the company. However the company took adequate steps to conserve the Energy and used the latest technology.

During the year under review there were no foreign Exchange Earnings. The Foreign Exchange out go is Nil.

CERTIFICATE ON CORPORATE GOVERNANCE

Certificate on corporate governance as required by Clause 49 of the Listing Agreement, the M/S Ramesh Chandra Mishra & Associates, Company Secretary in Practice has issued the certificate on corporate governance is appended as Annexure IV to the Board's report.

PAYMENT OF LISTING FEES

Your company shares are listed on BSE Ltd., the listing fees for the year 2014-15 have been paid to the stock exchange. The company has been complying with all the conditions require to be complied with in the listing agreement.

ACKNOWLEDGEMENTS

The Directors place on record their appreciation for co-operation and support extended by the Government, Banks, Shareholders, and Customers for their continued support extended to the Company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Kalpana Dhakar

Director

(Din No. 05215041)

Sd/-

Arun Agarwal

Director

(Din No. 03258275)

Place: Udaipur

Dated: 30/05/2015

ANNEXURE I**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Saboo Brothers Ltd
Udaipur

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Saboo Brothers Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and 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 and Overseas Direct Investment.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
8. 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;
9. 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); Other laws applicable specifically to the Company namely:
10. Information Technology Act, 2000 and the rules made thereunder ;
11. the Payment of Gratuity Act, 1972 ;
12. Secretarial Standards issued by The Institute of Company Secretaries of India.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

I report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

I further report that, there were no actions / events in pursuance of:

- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998,

requiring compliance thereof by the Company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

Further based on my verification of the Company's 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 course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 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 as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under.

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / CEO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that, 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I 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.

I report further that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Place: Mumbai
DATE : 30/05/2015

For Ramesh Chandra Mishra & Associates
Sd/-
Ramesh Chandra Mishra
Company Secretaries
C.P. No. 3987;
Membership No. 5447

ANNEXURE II (MGT-9)

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on

*[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- L26933RJ1979PLC001851
- ii) Registration Date: 06/02/1979
- iii) Name of the Company **SABOO BROTHERS LIMITED**
- iv) Category/Sub-Category of the Company: - MANUFACTURING OF MINI CEMENT PLANT
- v) Address of the Registered office and contact details
314, A- Block, Anand Plaza, University Road, Udaipur Rajasthan - 313001
- vi) Whether listed company Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any
System Support Services
209, Shival Industrial Estate
89, Andheri Kurla Road
(Next to Logitech Park, Above
McDonalds) Sakinaka,
MUMBAI-400072
Tel.: +91 22 28500835
Fax: +91 22 28501438
Email: syss72@yahoo.com

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:

| SL No | Name & Description of main products/ services | NIC Code of the product /service | % to Total Turnover of the Company |
|-------|---|----------------------------------|------------------------------------|
| 1 | MANUFACTURING OF MINI CEMENT PLANT | 282 | 100 |

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Ap pli ca ble Se cti on |
|-------|---------------------------------|---------|--------------------------------------|------------------------|---|
|-------|---------------------------------|---------|--------------------------------------|------------------------|---|

THE COMPANY HAS NO HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AS DEFINED UNDER SECTION 2(46), 2(87) AND 2(6) OF COMPANIES ACT 2013

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

i) *Category-wise Share Holding*

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | % Change during the year |
|---------------------------|---|--------------|--------------|-------------------|---|--------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Total | % of Total Shares | |
| A. Promoter s | | | | | | | | |
| (1) Indian | | | | | | | | |
| a) Individual/ HUF | 0 | 46800 | 46800 | 0.77 | 0 | 46800 | 0.77 | 0 |
| b) Central Govt | | | | | | | | |
| c) State Govt(s) | | | | | | | | |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Banks / FI | | | | | | | | |
| f) Any other | | | | | | | | |
| Sub-total (A)(1):- | 0 | 46800 | 46800 | 0.77 | 0 | 46800 | 0.77 | 0 |
| (2) Foreign | | | | | | | | |
| a) NRIs - Individuals | | | | | | | | |
| b) Other Individuals | | | | | | | | |
| c) Bodies Corp. | | | | | | | | |
| d) Banks / FI | | | | | | | | |
| e) Any Other.... | | | | | | | | |
| Sub-total (A)(2):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | |
|--|----------------|----------------|----------------|---------------|----------------|----------------|---------------|----------|
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 0 | 46800 | 46800 | 0.77 | 0 | 46800 | 0.77 | 0 |
| B. Public Shareholding | | | | | | | | |
| 1. Institutions | | | | | | | | |
| a) Mutual Funds | | | | | | | | |
| b) Banks / FI | 100000 | | 100000 | 1.64 | 100000 | 100000 | 1.64 | 0 |
| c) Central Govt | | | | | | | | |
| d) State Govt(s) | | | | | | | | |
| e) Venture Capital Funds | | | | | | | | |
| f) Insurance Companies | | | | | | | | |
| g) FIs | | | | | | | | |
| h) Foreign Venture Capital Funds | | | | | | | | |
| i) Others (specify) | | | | | | | | |
| Sub-total (B)(1):- | 100000 | 0 | 100000 | 1.64 | 100000 | 100000 | 1.64 | 0 |
| 2. Non-Institutions | | | | | | | | |
| a) Bodies Corp. | | | | | | | | |
| i) Indian | 73900 | 2531300 | 2605200 | 42.73 | 73900 | 2605200 | 42.73 | 0 |
| ii) Overseas | | | | | | | | |
| b) Individuals | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 57900 | 331500 | 389400 | 6.39 | 57900 | 389400 | 6.39 | 0 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 2405000 | 536000 | 2941000 | 48.24 | 2405000 | 2941000 | 48.24 | 0 |
| c) Others (specify) | | | | | | | | |
| NRI Individuals (Non Rep) | 0 | 13800 | 13800 | 0.23 | 0 | 13800 | 0.23 | 0 |
| Sub-total (B)(2):- | 2536800 | 3398800 | 5935600 | 97.59 | 2536800 | 5935600 | 97.59 | 0 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 2636800 | 3398800 | 6035600 | 99.23 | 2636800 | 6035600 | 99.23 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 2636800 | 3445600 | 6082400 | 100.00 | 2636800 | 6082400 | 100.00 | 0 |

(ii) *Shareholding of Promoters*

| SI No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | % change in share holding during the year |
|--------|-------------------------|---|----------------------------------|--|--------------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of Shares Pledged / encumbered to total shares | |
| 1 | Anurag Saboo | 2500 | 0.04101 | 0.00% | 2500 | 0.00% | 0.00% |
| 2 | Shree Gopal Saboo | 24300 | 0.39861 | 0.00% | 24300 | 0.00% | 0.00% |
| 3 | Shree Gopal Saboo (HUF) | 20000 | 0.32807 | 0.00% | 20000 | 0.00% | 0.00% |
| | | | | | | | |
| | Total | 46800 | 0.76769 | 0.00% | 46800 | 0.00% | 0.00% |

(iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

| SI. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|--|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | Opening Balance | 46800 | 0.77 | 46800 | 0.77 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | THERE IS NO CHANGE IN SHAREHOLDING OF DIRECTORS & KMP DURING THE FIANCIAL YEAR 2014-15 | | 46800 | 0.77 |
| | At the end of the year (or on the date of separation, if separated during the year) | 46800 | 0.77 | 46800 | 0.77 |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| For Each of the Top 10 Shareholders | | | | | |
| 1 | HAZUN UN PACKAGE PVT LTD | | | | |
| | Opening Balance | 300000 | 4.92 | 300000 | 4.92 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 300000 | 4.92 | 300000 | 4.92 |
| | At the end of the year (or on the date of separation, if separated during the year) | 300000 | 4.92 | 300000 | 4.92 |
| 2 | NIDUS SOFTWARE SOLUTION PVT LTD | | | | |
| | Opening Balance | 300000 | 4.92 | 300000 | 4.92 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 258600 | 4.24 | 258600 | 4.24 |
| | At the end of the year (or on the date of separation, if separated during the year) | 258600 | 4.24 | 258600 | 4.24 |
| 3 | WAVELENGTH CONTAINERISED CARGO SERVICES | | | | |
| | Opening Balance | 258600 | 4.24 | 258600 | 4.24 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 258600 | 4.24 | 258600 | 4.24 |
| | At the end of the year (or on the date of separation, if separated during the year) | 258600 | 4.24 | 258600 | 4.24 |
| 4 | KASLIWAL AUTOMOTIVES PRIVATE LIMITED | | | | |
| | Opening Balance | 251600 | 4.13 | 251600 | 4.13 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 251600 | 4.13 | 251600 | 4.13 |
| | At the end of the year (or on the date of separation, if separated during the year) | 251600 | 4.13 | 251600 | 4.13 |
| 5 | ROYALE CLEFORD PVT. LTD. | | | | |
| | Opening Balance | 250000 | 4.10 | 250000 | 4.10 |

| | | | | | |
|-----------|--|--------|------|--------|------|
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 250000 | 4.10 | 250000 | 4.10 |
| | At the end of the year (or on the date of separation, if separated during the year) | 250000 | 4.10 | 250000 | 4.10 |
| 6 | HARSHALI MULTITRADE PVT LTD | | | | |
| | Opening Balance | 239500 | 3.93 | 239500 | 3.93 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 239500 | 3.93 | 239500 | 3.93 |
| | At the end of the year (or on the date of separation, if separated during the year) | 239500 | 3.93 | 239500 | 3.93 |
| 7 | MARIGOLD TRADING PVT. LTD. | | | | |
| | Opening Balance | 209500 | 3.44 | 209500 | 3.44 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 209500 | 3.44 | 209500 | 3.44 |
| | At the end of the year (or on the date of separation, if separated during the year) | 209500 | 3.44 | 209500 | 3.44 |
| 8 | ATUL KULKARNI | | | | |
| | Opening Balance | 200000 | 3.28 | 200000 | 3.28 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 200000 | 3.28 | 200000 | 3.28 |
| | At the end of the year (or on the date of separation, if separated during the year) | 200000 | 3.28 | 200000 | 3.28 |
| 9 | NIVEDITA BHORKAR | | | | |
| | Opening Balance | 200000 | 3.28 | 200000 | 3.28 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 200000 | 3.28 | 200000 | 3.28 |
| | At the end of the year (or on the date of separation, if separated during the year) | 200000 | 3.28 | 200000 | 3.28 |
| 10 | UJJWAL BHORKAR | | | | |
| | Opening Balance | 200000 | 3.28 | 200000 | 3.28 |

| | | | | | |
|--|--|--------|------|--------|------|
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | 200000 | 3.28 | 200000 | 3.28 |
| | At the end of the year (or on the date of separation, if separated during the year) | 200000 | 3.28 | 200000 | 3.28 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | For Each of the Directors and KMP | | | | |
| 1 | ANURAG SABOO | | | | |
| | Opening Balance | 2500 | 0.041 | 2500 | 0.041 |
| | Date wise increase / decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc) | THERE IS NO CHANGE IN SHAREHOLDING OF DIRECTORS & KMP DURING THE FINANCIAL YEAR 2014-15 | | 2500 | 0.041 |
| | At the end of the year (or on the date of separation, if separated during the year) | 2500 | 0.041 | 2500 | 0.041 |

THE FOLLOWING DIRECTORS/KMP HAS NOT HOLD ANY SHARES DURING THE FINANCIAL YEAR 2014-15

MUKESH SANGHVI - DIRECTOR

MUKTA PREM RAMNANI - SECRETARY

LOKNATH SURYANARAYAN MISHRA - DIRECTOR

KALPANA DHAKAR - ADDITIONAL DIRECTOR

ARUN AGRAWAL - WHOLE TIME DIRECTOR

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 | 0 | 0 | 0 | 0 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | 0.00 | 0.00 | 0.00 | 0.00 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | | | | |
| * Reduction | | | | |
| Net Change | 0.00 | 0.00 | 0.00 | 0.00 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 0 | 0 | | 0 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | 0.00 | 0.00 | 0.00 | 0.00 |

THE COMPANY HAS NOT AVAILED ANY LOAN DURING THE YEAR AND IS A DEBT FREE COMPANY

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

| Sl. no. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | Total Amount |
|---------|--|-------------------------|-----|-----|------|--------------|
| | | ---- | --- | --- | ---- | |
| 1 | Gross salary | 0 | 0 | 0 | 0 | 0 |
| | (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 | 0 | 0 | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 | 0 | 0 |
| 4 | Commission | 0 | 0 | 0 | 0 | 0 |
| | - as % of profit | | | | | |
| | - others, specify... | | | | | |
| 5 | Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (A) | 0 | 0 | 0 | 0 | 0 |
| | Ceiling as per the Act | 0 | 0 | 0 | 0 | 0 |

B. Remuneration to other directors:

| Sl. no. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---------|--|-------------------|---|---|---|--------------|
| | | | | | | |
| | 3. Independent Directors | 0 | 0 | 0 | 0 | 0 |
| | · Fee for attending board committee meetings | | | | | |
| | · Commission | | | | | |
| | · Others, please specify | | | | | |
| | Total (1) | 0 | 0 | 0 | 0 | 0 |
| | 4. Other Non-Executive Directors | 0 | 0 | 0 | 0 | 0 |
| | · Fee for attending board committee meetings | | | | | |
| | · Commission | | | | | |
| | · Others, please specify | | | | | |
| | Total (2) | 0 | 0 | 0 | 0 | 0 |
| | Total (B)=(1+2) | 0 | 0 | 0 | 0 | 0 |
| | Total Managerial Remuneration | 0 | 0 | 0 | 0 | 0 |
| | Overall Ceiling as per the Act | 0 | 0 | 0 | 0 | 0 |

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

| Sl. no. | Particulars of | Key Managerial Personnel | | | |
|---------|---|--------------------------|-------------------|-----|-------|
| | | CEO | Company Secretary | CFO | Total |
| 1 | Remuneration | 0 | 0 | 0 | 0 |
| | Gross salary | | | | |
| | (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 | 0 | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 | 0 |
| 4 | Commission | 0 | 0 | 0 | 0 |
| | - as % of profit | | | | |
| | - others, specify... | | | | |
| 5 | Others, please specify | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 |

THE COMPANY HAS NOT PAID REMUNERATION TO ITS DIRECTORS/KMP DURING THE FINANCIAL YEAR 2014-15

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief description | Details of Punishment/ Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made,if any (give details) |
|-------------------------------------|------------------------------|-------------------|---|-------------------------------|-----------------------------------|
| | Section of the Companies Act | | | | |
| A. COMPANY | | | | | |
| Penalty | 0 | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | 0 | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | 0 | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |
| | | | | | |

There were no Penalties/Punishment/Compounding of Offences during the financial year ending on 31st March 2015

Annexure- III-Particulars of Employees**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013**

READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

| Sr.No. | Requirements under Rule 5 (1) | Details |
|--------|---|---------|
| 1 | Ratio of the remuneration of each executive Director to the median remuneration of the employees of the Company for the financial year. | NIL |
| 2 | Percentage increase in remuneration of each Executive Director, Chief Financial Officer, Chief Executive Officer & Company Secretary (Salary of 2015-16 v/s Salary of 2014-15) | NIL |
| 3 | Percentage increase in the median remuneration of employees in the financial year (2014-15 v/s 2015-16) | NIL |
| 4 | Number of Permanent Employees as on 31st March, 2015 on the rolls of Company | NIL |
| 5 | Explanation on the relationship between average increase in remuneration and company performance | NIL |
| 6 | Comparison of the remuneration of the Key Managerial Personnel (KMP) (Individually and totally) against the performance of the company | NIL |

| | | |
|----|--|-----|
| 7 | i) Average percentile increase made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: | NIL |
| | ii) Justification for variation in the average percentile increase between Non Managerial employees and Managerial employees. | |
| 8 | Key parameters for any variable component of remuneration availed by the Directors. | NIL |
| 9 | Ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year. | NIL |
| 10 | Affirmation that the remuneration is as per the remuneration policy of the company. | NIL |
| 11 | Variations in the market capitalization. | NIL |
| 12 | Price earnings ratio as at the closing of 31st March, 2015 and 31st March, 2014. | NIL |
| 13 | Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer | NIL |

ANNEXURE IV**COMPANY SECRETARIES REPORT ON CORPORATE GOVERNANCE- MARCH 31st, 2015**

To,
The Board of Directors
Saboo Brothers Ltd

We have reviewed the implementation of Corporate Governance procedures by Saboo Brothers Limited during the year ended 31st March, 2015, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

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

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

On the basis of our review and according to the information and explanations given to us, the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreements with the Stock Exchanges in all material respects. Save and except for one compliant, there were no investors grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

Place: Mumbai
Date: 30/05/2015

For Ramesh Chandra Mishra & Associates
Sd/-
Ramesh Chandra Mishra
Company Secretary in Practice
C.P. No. 3987;
Membership No. 5477

CORPORATE GOVERNANCE REPORT**PHILOSOPHY OF CORPORATE GOVERNANCE**

Corporate Governance is the legitimate and fundamental article of faith of all our action in Saboo Brothers Limited. It has been the guiding force in our quest for instituting within our edifice, systems and process that promote the values of transparency, professionalism and accountability and compliance.

The Company remains firmly committed to this central theme and endeavors to improve these values on an ongoing basis.

BOARD OF DIRECTORS:

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute.

COMPOSITION OF BOARD

| SR. NO. | CATEGORY | NAME OF DIRECTOR | DESIGNATION |
|---------|---------------------|---------------------|----------------------|
| 1 | Promoter | Mr. Anurag Saboo | Director |
| 2 | Director | Mr. Mukesh Sanghvi | Independent Director |
| 3 | Additional Director | Mr. Arun Agarwal | Whole-Time Director |
| 4 | Director | Mr. L oknath Mishra | Independent Director |
| 5 | Additional Director | Ms. Kalpana Dhakar | Independent Director |

MEETINGS AND ATTENDANCE DURING THE YEAR

Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2014-2015.

The Company has conducted 7 Board Meetings during the year on 28th May, 2014, 14th August, 2014, 28th August 2014, , 14thth November 2014,14thFebruary,2015, 28th February 2015 & 23rd March 2015

The Details of Board of Directors Meeting Held during the Financial Year 2014– 2015:

| Sr. No | Date | Board Strength | No. of. Directors Present at Board Meetings |
|--------|----------------------|----------------|---|
| 1 | 28th May, 2014 | 5 | 3 |
| 2 | 14th August, 2014 | 5 | 3 |
| 3 | 28th August 2014 | 5 | 3 |
| 4 | 14thth November 2014 | 5 | 3 |
| 5 | 14thFebruary,2015 | 5 | 3 |
| 6 | 28th February 2015 | 5 | 3 |
| 7 | 23rd March 2015 | 5 | 5 |

Attendance of Directors at the 35th Annual General Meeting for the Financial Year 2013-2014.

The Attendance of Directors at the Last Annual General Meeting which was held on 28th June, 2014 for the financial year 2013-2014.

| Sr. No | Name of Director | Attendance at AGM |
|--------|------------------------|-------------------|
| 1 | Mr. Anurag Saboo | Absent |
| 2 | Mr. Rajendra Barkalle | Present |
| 3 | Mr. Sanjeev Bhatjiwale | Present |
| 4 | Mr. Mukesh Sanghvi | Prsent |
| 5 | Mr. Loknath Mishra | Absent |

COMMITTEES OF THE BOARD

The Company has six committees viz: 1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Stake Holders Relationship Committee, 4. Share Transfer Committee 5. Risk Management committee 6. Corporate Social Responsibility Committee

The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors.

1) AUDIT COMMITTEE:

The Audit Committee evaluates internal audit policies, plans, procedures, performance and reviews the other functions through various internal audit reports and other year-end certificates issued by the statutory auditors and the Audit Committee will review quarterly annual Accounts, prior to their presentation to the Board along with their recommendations of the Audit Committee. Besides, Audit Committee will be authorized to exercise all such powers as required under Clause 49 of the Listing Agreement.

The present Audit Committee comprises of the following members:

| Name of Directors | Status in Committee | Nature of Directorship |
|-------------------------|---------------------|--|
| *Mr. Sanjeev Bhatjiwale | Member | Non-Executive & Independent Director |
| Mr. Mukesh Sanghvi | Chairman | Non-Executive & Independent Director |
| Mr. Loknath Mishra | Member | Non-Executive & Independent Director & |
| *Ms. Kalpana Dhakar | Member | Non-Executive & Independent Director |

Mr. Sanjeev Bhatjiwale resigned on 23rd March 2015 and Ms. Kalpana Dhakar appointed on 23rd March 2015. Company has conducted 4(Four) Audit Committee Meeting during the year.

| April – June | July – September | October – December | January – March |
|---------------|------------------|---------------------|---------------------|
| 28th May 2014 | 14th August 2014 | 14th November, 2014 | 14th February, 2015 |

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

1. Oversight 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights

issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

2. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and stakeholders Relationship Committee. The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director/Whole Time Directors; sitting fee payable to our Non Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives.

The Present Nomination and Remuneration Committee consist of:

| Name of Directors | Status in Committee | Nature of Directorship |
|--------------------|---------------------|--------------------------------------|
| Mr. Mukesh Sanghvi | Chairman | Non-Executive & Independent Director |

| Name of Directors | Status in Committee | Nature of Directorship |
|-------------------------|---------------------|--------------------------------------|
| *Mr. Sanjeev Bhatjiwale | Member | Non-Executive & Independent Director |
| Mr. Loknath Mishra | Member | Non-Executive & Independent Director |
| *Ms. Kalpana Dhakar | Member | Non-Executive & Independent Director |

*Ms. Kalpana Dhakar added to the committee on 23/3/2015 and Mr. Sanjeev Bhatjiwale resigned on 23/3/2015

The Gist of the Policy of the said committee:

For Appointment of Independent Director (ID):

Any person who is between the age of 25 years and below 75 years eligible to become Independent Director;

He has to fulfill the requirements as per section 149 of the Companies Act, 1956 read with clause 49 of the Listing Agreement;

Adhere the code of conduct as per Schedule IV to the Companies Act, 2013;

Strictly adhere the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;

The Independent Director has adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;

Independent Director are able to devote time for the Board and other meetings of the company;

Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
Able to review the policy, participate in the meeting with all the stake holders of the company, Annual Meeting.

Role of the committee:

The role of Nomination and Remuneration Committee is as follows:

1. determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
2. determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
3. identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
4. reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc;
5. reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
6. determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
7. evaluating performance of each Director and performance of the Board as a whole;

PERFORMANCE OF THE BOARD AND COMMITTEE

During the year under review, the performance of the Board & Committee and Individual Director(s) based on the below parameters satisfactory:

Most of the Directors attended the Board meeting ;

The remunerations paid to executive Directors strictly as per the company and industry policy. The Independent Directors only received sitting fees.

The Independent Directors contributed a lot based on their experience and knowledge and Independent views.

3. STAKE HOLDERS RELATIONSHIP COMMITTEE:

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

The Present Stake Holders Relationship Committee consists of:

| Name of Directors | Status in Committee | Nature of Directorship |
|------------------------|---------------------|--------------------------------------|
| *Mr. Mukesh Sanghvi | Chairman | Non-Executive & Independent Director |
| Mr. Sanjeev Bhatjiwale | Member | Non-Executive & Independent Director |
| Mr. Loknath Mishra | Member | Non-Executive & Independent Director |
| *Ms. Kalpana Dhakar | Member | Non-Executive & Independent Director |

*Ms. Kalpana Dhakar added to the committee on 23/3/2015 and Mr. Sanjeev Bhatjiwale resigned on 23/3/2015

4. SHARE TRANSFER COMMITTEE:

The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto.

The Present Share Transfer Committee consists of:

| Name of Directors | Status in Committee | Nature of Directorship |
|------------------------|---------------------|--------------------------------------|
| *Mr. Mukesh Sanghvi | Chairman | Non-Executive & Independent Director |
| Mr. Sanjeev Bhatjiwale | Member | Non-Executive & Independent Director |
| Mr. Loknath Mishra | Member | Non-Executive & Independent Director |
| *Ms. Kalpana Dhakar | Member | Non-Executive & Independent Director |

*Ms. Kalpana Dhakar added to the committee on 23/3/2015 and Mr. Sanjeev Bhatjiwale resigned on 23/3/2015

5. RISK AND STRATEGY COMMITTEE:

The Company has a well-defined risk management framework in place. The committee ensures that by following the regulatory norms, the company effectively manages the risks and has a focused Risk Management monitoring in place.

The Present Risk and Strategy Committee consists of:-

| Name of Directors | Status in Committee | Nature of Directorship |
|------------------------|---------------------|--------------------------------------|
| *Mr. Mukesh Sanghvi | Chairman | Non-Executive & Independent Director |
| Mr. Sanjeev Bhatjiwale | Member | Non-Executive & Independent Director |
| Mr. Loknath Mishra | Member | Non-Executive & Independent Director |
| *Ms. Kalpana Dhakar | Member | Non-Executive & Independent Director |

*Ms. Kalpana Dhakar added to the committee on 23/3/2015 and Mr. Sanjeev Bhatjiwale resigned on 23/3/2015

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The present corporate social responsibility committee consists of:

| Name of Directors | Status in Committee | Nature of Directorship |
|-------------------------|---------------------|--------------------------------------|
| Mr. Mukesh Sanghvi | Chairman | Non-Executive & Independent Director |
| *Mr. Sanjeev Bhatjiwale | Member | Non-Executive & Independent Director |
| Mr. Loknath Mishra | Member | Non-Executive & Independent Director |
| *Ms. Kalpana Dhakar | Member | Non-Executive & Independent Director |

*Ms. Kalpana Dhakar added to the committee on 23/3/2015 and Mr. Sanjeev Bhatjiwale resigned on 23/3/2015

DISCLOSURES: -**RELATED PARTY DISCLOSURES:-**

Disclosures on materially significant related party transactions i.e. transactions of the Company material in nature, with its Promoters, Directors, Management, their relatives etc. that may have potential conflict with the interest of the Company at large. None of the transaction with any of the related parties was in conflict with the interest of the Company.

ANNUAL GENERAL MEETINGS:

The Details of Annual General Meetings of the Last three years are as follows:

| Particulars | F.Y.2013-14 | F.Y.2012-13 | F.Y.2011-2012 |
|--------------|--|--|--|
| Date | 30th September 2015 | 5th August 2013 | 24th September, 2012 |
| Time | 11.30 a.m. | 11.30 am | 03.30 p.m. |
| Venue | 6, Murawat Bhavan, Lakhara Chowk, Udaipur-313001 | 6, Murawat Bhavan, Lakhara Chowk, Udaipur-313001 | E-25A, M.I.A Phase-II, Bansijodhpur-342005 |
| Regd. Office | 6, Murawat Bhavan, Lakhara Chowk, Udaipur-313001 | 6, Murawat Bhavan, Lakhara Chowk, Udaipur-313001 | E-25A, M.I.A Phase-II, Bansijodhpur-342005 |

MEANS OF COMMUNICATION

| | |
|--|---|
| Half Yearly Financial Report | The Financial results of the Company are published in newspapers, and a separate half yearly report is not sent to each shareholder. |
| Quarterly Financial Results | The quarterly financial results of the Company are published in accordance with the requirement of the Listing Agreement of the Stock Exchanges where the shares of the company are listed. |
| Newspapers in which results are normally published | Financial Express (English) Jai Rajasthan (Hindi) |
| Web site | www.saboobrothers.com |

GENERAL SHAREHOLDERS INFORMATION

36th Annual General Meeting

Date : 30th September 2015
 Time : 3.30 p.m
 Venue : 314, A- Block, Anand Plaza
 University Road, Udaipur-313001
 Rajasthan

Date of Book Closure: 10th August 2015 to 14th August 2015

Financial Year: April 1 to March 31

Tentative Calendar for financial year 1st April, 2015 to 31st March , 2016:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2016 are as follows:

| | |
|---|--------------------------|
| Financial Reporting for the Quarter Ended 30th June 2015 | By mid of August, 2015 |
| Financial Reporting for the Quarter and Half yearly Ended 30th September 2015 | By mid of November, 2015 |
| Financial Reporting for the Quarter Ended 31st December 2015 | By mid of February, 2016 |
| Financial Reporting for the Quarter Ended 31st March 2016 | By end of May, 2016 |

Registered Office:

314, A- Block, Anand Plaza
 University Road
 Udaipur-313001
 Rajasthan.

Listing of Shares on Stock Exchanges

The Company shares are listed on BSE Limited (BSE). The requisite listing fees for financial 2014-15 has been paid in full to The Bombay Stock Exchanges.

A) Stock Codes

BSE : 530267
 ISIN : INE021N01011

B) Corporate Identity Number : L26933RJ1979PLC001851

Market Price Data:

The Monthly high/low quotation of equity shares traded on the Stock Exchange, Mumbai are as follows:

| Month | Open Price | High Price | Low Price | Close Price | No. of Shares |
|--------|------------|------------|-----------|-------------|---------------|
| Jan-14 | 13.55 | 15.68 | 13.5 | 13.5 | 900 |
| Feb-14 | 14 | 14.17 | 12.25 | 14.17 | 1299 |
| Mar-14 | 14.87 | 16.75 | 13.67 | 14.38 | 2703 |
| Apr-14 | 13.7 | 14.38 | 13.68 | 13.68 | 311 |
| May-14 | 14.36 | 14.5 | 14.36 | 14.5 | 1190 |
| Jun-14 | 13.78 | 13.78 | 12.5 | 12.5 | 5300 |
| Aug-14 | 13.12 | 13.12 | 13.12 | 13.12 | 500 |
| Sep-14 | 12.5 | 12.5 | 12.5 | 12.5 | 80 |
| Oct-14 | 11.9 | 11.9 | 11.9 | 11.9 | 500 |
| Dec-14 | 12.49 | 12.49 | 11.32 | 11.32 | 700 |
| Feb-15 | 11.88 | 11.88 | 11.88 | 11.88 | 200 |
| Mar-15 | 11.29 | 11.29 | 10.74 | 10.74 | 400 |
| Apr-15 | 10.22 | 10.22 | 9.72 | 9.72 | 1219 |
| May-15 | 9.25 | 9.25 | 9.25 | 9.25 | 1 |
| Jul-15 | 9.71 | 10.6 | 8.8 | 10.6 | 1721 |

(Source – www.bseindia.com)

Distribution of shareholding as on 31st March, 2015

| Slab of shareholdings No. Of Equity Shares | No. Of Shareholders | % total No. of shareholders | Value in Rs` | % to total Shares held |
|---|------------------------|--------------------------------|-------------------|---------------------------|
| 1 - 500 | 842 | 81.51 | 19,24,310 | 3.16 |
| 501 - 1000 | 58 | 5.62 | 4,52,900 | 0.74 |
| 1001- 2000 | 24 | 2.33 | 3,94,540 | 0.65 |
| 2001 – 3000 | 13 | 1.26 | 3,34,000 | 0.55 |
| 3001 – 4000 | 07 | 0.68 | 2,60,000 | 0.43 |
| 4001 – 5000 | 09 | 0.87 | 4,07,000 | 0.67 |
| 5001 – 10000 | 07 | 0.68 | 5,20,250 | 0.85 |
| 10001 & above | 73 | 7.07 | 5,66,69,000 | 92.96 |
| Total | 1033 | 100 | 60,962,000 | 100.00 |

*According to categories of shareholders as on 31st March, 2015

| Categories | Shares Held | % of Total |
|---|----------------|---------------|
| A Indian Promoters, Directors & Relatives | 46800 | 0.77 |
| B Banks, Financial Institution, Insurance Companies, Mutual Funds /UTI, (Central/ State Govt. Institution/ Non-Govt. Institution) | 100000 | 1.64 |
| C FIIs | 0 | 0.00 |
| D Private Corporate Bodies | 2605200 | 42.74 |
| E Indian Public | 3330400 | 54.63 |
| F NRIs / OCBs | 13800 | 0.23 |
| G HUF | 0 | 0.00 |
| H Clearing Members | 0 | 0.00 |
| TOTAL | 6096200 | 100.00 |

Dematerialization of Shares:

2636800 Equity shares representing 43.52% of the equity capital of the company are held in de-materialized form with national securities depository limited (NSDL) as on 31st March 2015

Liquidity:

Company's shares are traded on the Bombay Stock Exchange Ltd., Mumbai (BSE).

Outstanding ADRs / GDRs:

The company has not issued any ADRs / GDRs

Registrar and Transfer Agent:

System Support Services,
Gala No. 209, Second Floor
Shivai Indl. Estate,
Near Logitech Park,
Andheri Kurla Road, Saki Naka
Andheri (East)-400072

DECLARATION

To,
The Member of
Saboo Brothers Ltd

As provided under Clause 49 of the Listing Agreement with Stock Exchanges, all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2015.

Place: Udaipur
Date: 30th May 2015

For Saboo Brothers Ltd
Sd/-
Arun Agarwal
Director
(Din No. 03258275)

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

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

OPPORTUNITIES AND RISKS:

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

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company has been engaged in manufacturing of mini cement plant machinery and mineral grinding machinery, refractory cement and processing of minerals. Due to intense competition and loss of business, the over all market share of the Company has eroded completely. During the year sales of machinery division, refractory cement and minerals has also suffered. The company due to continuing losses in the refractory section has closed down the refractory units and machinery manufacturing unit.

OUTLOOK:

The Company finds it very difficult to continue its present line of business and trying to venture into new business. The company is exploring various possibilities and has identified the business of fertilizers as one of the business to step in. The Company is following various leads and trying to emerge as a serious player in this business.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

CAUTIONARY STATEMENT:

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

Place: Udaipur
Date: 30/05/2015

For Saboo Brothers Ltd
Sd/-
ARUN AGARWAL
Director
(Din No. 03258275)

CEO/CFO CERTIFICATION TO THE BOARD

a. I certify that I have reviewed the financial statements and the cash flow statement for the year 2014 - 15 and that to the best of our knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2014-15 which are fraudulent, illegal or violative of the companies code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee –

Significant changes in internal control over the financial reporting during the year 2014-15

Significant changes in accounting policies during the year 2014-15 and that the same have been disclosed in the notes to the financial statements; and

There was no fraud of which we become aware of the management or an employee having a significant role in the company's internal control system over the financial reporting.

Place: Udaipur

Date: 30/05/2015

For Saboo Brothers Ltd

Sd/-

ARUN AGARWAL

Director

(Din No. 03258275)

M/s C L OSTWAL & CO.**Chartered Accountants**

224-225-226, "A" Block Anand Plaza, Ayad Bridge, University Road, UDAIPUR-313001

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF Saboo Brothers Limited****Report on the Financial Statements**

1. We have audited the accompanying financial statements of **Saboo Brothers Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. 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 to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true

and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit/loss and its cash flows for the year ended on that date.

Other Matter

9. The financial statements of the Company as at March 31, 2014 and for the year then ended were audited by another firm of chartered accountants under the Companies Act, 1956 who, vide their report dated May 28, 2014, expressed an unmodified opinion on those financial statements.

Our opinion is not qualified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

10. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. 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) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) 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 knowledge and belief and according to the information and explanations given to us:

i The Company does not have any pending litigations as at March 31, 2015 which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2015

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

For C. L. Ostwal & Co.
FRN: 002850C
Chartered Accountants
Sd/-
Ashish Ostwal

Udaipur Partner
May 30, 2015

Membership Number: 405273

Annexure to Independent Auditors' Report

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Saboo Brothers Limited on the financial statements as of and for the year ended March 31, 2015

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

As explained to us, the fixed assets of the Company have been physically verified by the Management during the year and as informed to us no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

ii. (a) As explained to us, the inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.

In our opinion and according to information and explanation given to us, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.

On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.

iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, wealth-tax, service-tax, duty of excise, value added tax, cess which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows

| Name of the statute | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum where the dispute is pending |
|----------------------|-----------------------|----------------|------------------------------------|------------------------------------|
| Income Tax Act, 1961 | Penalty U/s 271(1)(c) | Rs. 23.99 lacs | 2009-10 | CIT (Appeal) |

(c) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

viii. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2015 however it has incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.

ix. According to the records of the Company examined by us and the information and explanations given to us, the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, hence the provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.

xi. In our opinion, and according to the information and explanations given to us, the Company has not raised any term loans during the year. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.

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

Udaipur
May 30, 2015

For C. L Ostwal & Co.
FRN: 02850C
Chartered Accountants
Sd/-
Ashish Ostwal
Partner
Membership Number: 405273

SABOO BROTHERS LIMITED
CIN: L26933RJ1979PLC001851

Registered Office : 314, A BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

BALANCE SHEET AS AT 31st March, 2015

| PARTICULARS | NOTE NO. | CURRENT YEAR | PREVIOUS YEAR |
|-----------------------------------|----------|------------------------|------------------------|
| | | 31st March, 2015 Rs | 31st March, 2014 Rs |
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| a) Share Capital | B1 | 60,962,000 | 60,962,000 |
| b) Reserves and Surplus | B2 | 34,156,000 | 35,181,642 |
| (2) Current Liabilities | | | |
| (a) Trade Payables | B3 | 171,545 | 904,874 |
| (b) Other Current Liabilities | B4 | 0 | 10,028 |
| Total | | 95,289,545 | 97,058,544 |
| II ASSETS | | | |
| (1) Non - current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | B5 | 17,017 | 3,390,086 |
| (b) Other non-current assests | B6 | 19,031,258 | 25,945,276 |
| TOTAL | | 19,048,275 | 29,335,362 |
| (2) Current Assets | | | |
| (a) Inventories | B7 | 6,933,200 | 7,315,600 |
| (b) Trade Receivables | B8 | 0 | 0 |
| (c) Cash and cash equivalents | B9 | 1,697,259 | 1,779,698 |
| (d) Short term loans and advances | B10 | 67,610,812 | 58,627,885 |
| TOTAL | | 76,241,270 | 67,723,183 |
| Total | | 95,289,545 | 97,058,544 |

See accompanying notes forming part of financial statements B1 to B18

In terms of our report attached

For C. L. OSTWAL & CO.

Chartered Accountants

FRN : 002850C

For & on behalf of SABOO BROTHERS LIMITED

Sd/-
CA ASHISH OSTWAL
(Partner)
M. No. 405273

Sd/-
MR. MUKESH SANGHVI
Director
(DIN:00255527)

Sd/-
MR. ARUN AGRAWAL
Whole Time Director
(DIN: 03258275)

Date : 30th May, 2015

Place : UDAIPUR

SABOO BROTHERS LIMITED
CIN: L26933RJ1979PLC001851

Registered Office : 314, A BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st March, 2015.

| PARTICULARS | NOTE NO. | CURRENT YEAR | PREVIOUS YEAR |
|---|----------|------------------------|------------------------|
| | | 31st March, 2015 Rs | 31st March, 2014 Rs |
| Revenue from operations | B11 | 410,200 | 461,250 |
| Other income | B12 | 2,539,954 | 2,801,053 |
| Total Revenue | | 2,950,154 | 3,262,303 |
| Expenditure | | | |
| Cost of materials consumed | B13 | 0 | 0 |
| Decrease/ (-) Increase in Inventory | B14 | 382,400 | 750,000 |
| Employee benefits expense | B15 | 414,000 | 513,000 |
| Finance costs | B16 | 527 | 2,150 |
| Depriciation and amortization expense | B5 | 43,257 | 178,457 |
| Loss on Sales of Fixed Assets | | 2,498,312 | 0 |
| Other expense | B17 | 637,300 | 662,678 |
| Total expenses | | 3,975,796 | 2,106,285 |
| Profit before exceptional and extraordinary items and tax | | -1,025,642 | 1,156,018 |
| Exceptional Items Bad debts written off | | 0 | 6,001,433 |
| Profit before extraordinary items and tax | | -1,025,642 | -4,845,415 |
| Extraordinary Items | | 0 | 0 |
| Profit before tax | | -1,025,642 | -4,845,415 |
| <i>Tax expense</i> | | | |
| (1) Current tax | | 0 | 0 |
| (2) Deffered tax | | 0 | 0 |
| Profit / (Loss) for the period | | -1,025,642 | -4,845,415 |
| Earnings per equity share: | | | |
| (1) Basic | | (0.17) | (0.79) |
| (2) Diluted | | (0.17) | (0.79) |

See accompanying notes forming part of financial statements B1 to B18
In terms of our report attached

For & on behalf of SABOO BROTHERS LIMITED

For C. L. OSTWAL & CO.
Chartered Accountants
FRN : 002850C

Sd/-
CA ASHISH OSTWAL
(Partner)

Sd/-
MR. MUKESH SANGHVI
Director
(DIN:00255527)

Sd/-
MR. ARUN
AGRAWAL
Whole Time
Director
(DIN: 03258275)

M. No. 405273
Date : 30th May, 2015
Place : UDAIPUR

SABOO BROTHERS LIMITED

CIN: L26933RJ1979PLC001851

Registered Office : 314, A BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

NOTES FORMING PART OF FINANCIAL STATEMENTS YEAR ENDED 31st March, 2015

| Particulars | Current Year 31st March, 2015 | Previous Year 31st March, 2014 |
|---|----------------------------------|-----------------------------------|
| B1 <u>Share Capital</u> | | |
| <u>Authorised</u> | | |
| 6510000 Equity Share Of Rs.10/ Each (Pr.Yr 6510000 Equity Share Of Rs.10/ Each) | 65,100,000 | 65,100,000 |
| Issued Subscribed And Paid Up Capital | 60,962,000 | 60,962,000 |
| 6096200 Equity Share of 10/- Each (Pr. Yr. 6096200 Equity Share of 10/- Each) | | |
| Total | 60,962,000 | 60,962,000 |
| (a) Reconciliation of number of shares: | | |
| Shares Outstanding (Opening Balance) | 6,096,200 | 6,096,200 |
| Changes During The Year | 0 | 0 |
| Shares Outstanding (Closing Balance) | 6,096,200 | 6,096,200 |
| (b) Rights, preferences and restrictions attached to shares:- | | |
| The Company has one class of issued equity shares having par value of Rs. 10 per share. Each equity share holders are eligible one vote per share held. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their share holding. | | |
| (c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company | | |
| _____NIL_____ | 31st March, 2015 | 31st March, 2014 |
| | NIL | NIL |
| Total | NIL | NIL |
| B2 <u>Reserves And Surplus</u> | | |
| (A) Share Premium | 96,630,000 | 96,630,000 |
| (B) Investment allowance reserve | 392,000 | 392,000 |
| (C) Subsidy | 114,000 | 114,000 |
| (D) Capital Reserve | 6,905,000 | 6,905,000 |
| (D) Surplus In Statement Of Profit And Loss | | |
| Opening Balances | -68,859,358 | -64,013,943 |
| Add: Surplus/Deficit In Profit And Loss Account | -1,025,642 | -4,845,415 |
| | -69,885,000 | -68,859,358 |
| Total (A+B+C+D+E) | 34,156,000 | 35,181,642 |

| | | | |
|------------|---|------------|------------|
| B3 | <u>Trade Payables</u> | | |
| | Sundry Creditors For Goods & Services | 171,545 | 904,874 |
| | Total | 171,545 | 904,874 |
| B4 | <u>Other Current Liabilities</u> | | |
| | Outstandings And Other Liabilities | 0 | 10,028 |
| | Total | 0 | 10,028 |
| B6 | <u>Other Non- Current Assets</u> | | |
| | Long -Term Trade Receivables due for period Exceeding Six Months (Considered Good) | 17,636,258 | 24,550,276 |
| | Security deposit | 1,395,000 | 1,395,000 |
| | Total | 19,031,258 | 25,945,276 |
| B7 | <u>Inventories</u> | | |
| | (Valued At Cost) | | |
| | Store & Spares | 2,245,000 | 2,245,000 |
| | Semi Finished Goods | 4,688,200 | 5,070,600 |
| | Total | 6,933,200 | 7,315,600 |
| B8 | <u>Trade Receivables</u> | | |
| | Unsecured, Considered Good | | |
| | Less Than Six Month | 0 | 0 |
| | More Than Six Month | 0 | 0 |
| | Total | 0 | 0 |
| B9 | <u>Cash And Cash Equivalent</u> | | |
| | A. Cash In Hand | 1,686,525 | 1,120,223 |
| | B. Bank Balances | | |
| | Bank of Baroda (Current Account) | 10,733 | 659,475 |
| | | 1,697,258 | 1,779,698 |
| B10 | <u>Short Term Advances</u> | | |
| | Other Loans & Advances | 35,610,812 | 33,477,885 |
| | Advance given for purchases of properties | 32,000,000 | 25,150,000 |
| | Total | 67,610,812 | 58,627,885 |
| B11 | <u>Revenue From Operations</u> | | |
| | Sales | 410,200 | 461,250 |
| | Total | 410,200 | 461,250 |
| B12 | <u>Other Income</u> | | |
| | Interest | 2,532,927 | 2,801,053 |
| | Others | 7,027 | 0 |
| | Total | 2,539,954 | 2,801,053 |

| | | | |
|------------|---|-----------|-----------|
| B13 | <u>Cost Of Materials Consumed</u> | | |
| | Opening Stock | | |
| | Stores and Spares | 2,245,000 | 2,245,000 |
| | Total | 2,245,000 | 2,245,000 |
| | Less Closing Stock | | |
| | Stores and Spares | 2,245,000 | 2,245,000 |
| | Total | 2,245,000 | 2,245,000 |
| | Material Consumed During The Year | 0 | 0 |
| | Total | 0 | 0 |
| B14 | <u>Changes In Inventories Of Finished Goods</u> | | |
| | <u>Inventory At The End Of The Year</u> | | |
| | A) Semi Finished Goods | 4,688,200 | 5,070,600 |
| | B) Scrap | 0 | 0 |
| | Total | 4,688,200 | 5,070,600 |
| | Inventory At The beginning Of The Year | | |
| | A) Semi Finished Goods | 5,070,600 | 5,070,600 |
| | B) Scrap | 0 | 750,000 |
| | Total | 5,070,600 | 5,820,600 |
| | <u>Increase / (Decrease) In Stock</u> | (382,400) | (750,000) |
| B15 | Employee Benefits Expenses | 414,000 | 513,000 |
| | Total | 414,000 | 513,000 |
| B16 | <u>Finance Cost</u> | 527 | 2,150 |
| | Total | 527 | 2,150 |
| B17 | <u>Other Expenses</u> | | |
| | <u>Administrative Expenses</u> | | |
| | Advertisement Expenses | 23,800 | 2,200 |
| | Printing And Stationery | 35,795 | 66,534 |
| | Postage, Telegram & Telephone | 16,382 | 5,016 |
| | Travelling & Conveyance Expenses | - | 33,491 |
| | SEBI Compliance Expenses | 160,686 | 175,067 |
| | CDSI Charges | 28,090 | 16,854 |
| | Legal & Consultancy | - | 168,540 |
| | Professional Service Charges | 30,000 | 20,000 |
| | Registrar & Share Transfer Agent Expenses | 60,162 | 83,476 |
| | Interest on TDS | 510 | - |
| | Rent | 59,500 | 60,000 |
| | Auditors Remuneration | 30,000 | 30,000 |
| | ROC Filing Charges | 41,200 | 1,500 |
| | Goodwill Written Off | 150,000 | |
| | Office expenses | 1,175 | - |
| | Total | 637,300 | 662,678 |

See accompanying notes forming part of financial statements B1 to B18

In terms of our report attached

For C. L. OSTWAL & CO.

Chartered Accountants

FRN : 002850C

Sd/-

CA ASHISH OSTWAL

(Partner)

M. No. 405273

Date : 30th May, 2015

Place : UDAIPUR

For & on behalf of SABOO BROTHERS LIMITED

Sd/-

MR. MUKESH SANGHVI

Director

(DIN:00255527)

Sd/-

MR. ARUN
AGRAWAL

Whole Time
Director

(DIN: 03258275)

SABOO BROTHERS LIMITED

CIN: L26933RJ1979PLC001851

Registered Office : 314, A BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

Not B5

Tangible Assets as on 31st March 2015

| S. NO. | NAME OF THE ASSETS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | | |
|--------|---|------------------|----------|------------------|----------------|----------------|---------------|---------------|----------------|---------------|------------------|
| | | 01.04.14 | ADDITION | DEDUCT | 31.03.15 | 01.04.14 | DR.YEAR | W/ BACK | 31.03.15 | 31.03.15 | 31.03.14 |
| 1 | Goodwill | 150,000 | - | 150,000 | - | - | - | - | - | - | 150,000 |
| 2 | Furniture & fixtures and Other Fixed Assets | 3,597,000 | - | 3,256,664 | 340,336 | 356,914 | 43,257 | 76,852 | 323,319 | 17,017 | 3,240,086 |
| | TOTAL | 3,747,000 | - | 3,406,664 | 340,336 | 356,914 | 43,257 | 76,852 | 323,319 | 17,017 | 3,390,086 |
| | PREVIOUS YEAR | 3,747,000 | - | - | 3,747,000 | 178,457 | 178,457 | - | 356,914 | 3,390,086 | 3,568,543 |

For C. L. OSTWAL & CO.

Chartered Accountants

FRN : 002850C

sd/-

CA ASHISH OSTWAL

(Partner)

M. No. 405273

30th May 2015

Place : UDAIPUR

For & on behalf of SABOO BROTHERS LIMITED

sd/-

MR. MUKESH SANGHVI

Director

(DIN:00255527)

sd/-

MR. ARUN AGRAWAL

Whole Time Director

(DIN: 03258275)

NOTE B18**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS****A. SIGNIFICANT ACCOUNTING POLICIES:****1. ACCOUNTING CONVENTIONS:**

The financial statements have been prepared to comply in all material respects with the notified accounting standards by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. USE OF ESTIMATES

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

3. FIXED ASSETS

- i) Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working conditions for its intended use.

4. RECOGNIZATION OF INCOME & EXPENDITURE:

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

5. DEPRECIATION:

Depreciation on fixed assets is provided on straight line method at the rates and in the manner prescribed in schedule II to the Companies Act, 2013.

6. IMPAIRMENT

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

7. INVENTORIES:

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

8. BORROWING COSTS:

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

9. FOREIGN CURRENCY TRANSACTIONS:

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

10. REVENUE RECOGNISATION OF INCOME AND EXPENDITURE:

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

11. RETIREMENT BENEFITS:

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

12. PROVISION FOR BAD & DOUBTFUL DEBTS:

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

B. NOTES TO THE ACCOUNTS**1. NATURE OF OPERATIONS:**

The Company was engaged in manufacturing of capital goods machineries used in manufacturing of Portland Cement, mineral grinding machineries etc. Previously the Company was also manufacturing refractory Cement but the manufacturing activities were closed due to high cost and not having regular demand. The Company is now exploring the possibilities for investing in related new business activities.

| 2. PARTICULARS OF CONTINGENT LIABILITY | 2015 | 2014 |
|--|--------------|--------------|
| Claimed against the company not acknowledge as debt | NIL | NIL |
| Contract remaining to be executed on capital account | NIL | NIL |
| Contingent liabilities | | |
| Bill discounted with bank | NIL | NIL |
| Disputed income tax demand | Rs.23.99 Lac | Rs.27.45 Lac |
| Disputed excise demand | NIL | NIL |

3. The balances grouped under sundry debtors, creditors and advances are still under reconciliation and confirmation from respective parties awaited. The final adjustment if any shall be made only after reconciliation.
4. The stock of raw material, semi-finished goods and stores are as per inventory prepared, valued and certified by the management.
5. In the opinion of the management current assets and advances if realized in the ordinary course of business have value of realization at least of the amount at which they are stated in the Balance Sheet.
6. Depreciation on fixed assets has been recalculated during the year based on useful life of the assets as specified in schedule II of the companies Act, 2013. Carrying amount of the assets have either been depreciated over remaining useful of the assets or have been charged to Profit & Loss Account for the year, where remaining useful life of the assets is nil, after retaining their residual value.
7. As per the information available with the company there are no small scale industrial undertaking to whom the Company owed any sum as at 31st, March 2015 and there is no balances outstanding for more than 30 days as at 31st, March, 2015.
8. The Company has decided to pay remuneration of Rs. 6,00,000/- P.A. to whole-time director which is subject to the approval of shareholders in General meeting.
9. Sundry debtors include Rs. NIL (Maximum balance outstanding any time during the year was Rs.NIL) from the firm and companies in which directors are interested.

10. Income Taxes

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

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

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

12. Earnings per share (EPS):

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

Net Profit/ (Loss) as per Profit & Loss A/c

| | |
|--|-------------|
| Profit after tax | (10,25,642) |
| No. of Equity Shares (in Nos.) | 60,96,200 |
| No. of Equivalent Equity Shares | 60,96,200 |
| Earnings Per Share (in Rs.) (Basic & Diluted) | (0.17) |

13. Segment information for the year ended 31.03.15

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

14. RELATED PARTY DISCLOSURE

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

a. Name of Related Parties & Relationship

| Name | Relationship | Manner |
|---|--------------|------------------|
| 1. Saboo Engineers Private Limited | Associate | Common Directors |
| Nature of Transactions during the year | | Amount |
| Payment for Purchase of goods in earlier years | | Rs. 10,028 |
| Sales of goods | | NIL |
| Purchase / Sale of Fixed Asset | | NIL |
| Managerial Remuneration | | NIL |
| Balances outstanding As on 31.03.2015 Amount payable Amount receivable | | NIL |

15. Additional information as required under para 5 of Part-II of Schedule III to the Companies Act, 2013 to the extent applicable to the company is as under:-

| | | |
|--|------------|------------|
| a) Auditors Remuneration | 31.03.2015 | 31.03.2014 |
| a. As audit Fee | 15,000.00 | 15,000.00 |
| b. For Certification, Consultation and Out of pocket expenses | 15,000.00 | 15,000.00 |

Total Rs. 30,000.00 30,000.00

- b) Value of imports calculated on C.I.F. basis by the Company during the financial year - NIL.
- c) Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest, and other matters- NIL
- d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number shares held by them on wihti the dividends were due and the year to which the dividends related- NIL
- e) Earnings in foreign exchange. NIL

For C. L. OSTWAL & CO.

For & Behalf of SABOO BROTHERS LIMITED

Chartered Accountants

SD/-
Ashish Ostwal
Partner
M. No. 405273
Date : 30th May, 2015
Place : UDAIPUR

SD/-
MUKESH SANGVI
Director
(DIN:00255527)
Date : 30th May, 2015
Place : UDAIPUR

SD/-
ARUN AGRAWAL
Whole Time Director
(DIN: 03258275)
Date : 30th May, 2015
Place : UDAIPUR

SABOO BROTHERS LIMITED

CIN: L26933RJ1979PLC001851

Registered Office : 314, A BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2015

| PARTICULARS | Year Ended | | Year Ended | |
|--|------------------|-----------|------------------|------------|
| | 31st March, 2015 | | 31st March, 2014 | |
| I. CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Profit before tax and extra ordinary items as per Statement of Profit & Loss | | -,025,642 | | -4,845,415 |
| Add/(Deduct): | | | | |
| a. Bad debts written off | 0 | | 6,001,433 | |
| b. goodwill written off | 150,000 | | | |
| c. Depreciation & Amortisation expenses | 43,257 | | 178,457 | |
| d. Loss on Sale of Fixed Assets | 2,498,312 | | 0 | |
| e. Finance Costs | 527 | | 2,150 | |
| f. Interest Income | -,532,927 | | -2,801,053 | |
| g. Other Income | -7,027 | | -17,785 | |
| | | 152,142 | | 3,363,202 |
| Operating Cash Profit before Working Capital Changes | | -873,500 | | -1,482,213 |
| Add/(Deduct): Change in Current Assets & Liabilities | | | | |
| a. Inventories | 382,400 | | 750000 | |
| b. Trade Receivables | 6,914,018 | | 9977103 | |
| c. Trade Payables | -733,329 | | -215210 | |
| d. Other Current Liabilities | -10,028 | | -664972 | |
| f. Short term Loans & Advances | -,982,927 | | -13721977 | |
| | | -429,866 | | -3,875,056 |
| Cash Flow from Operations | | -303,366 | | -5,357,269 |
| Deduct: | | | | |
| Direct Taxes | | 0 | 0 | 0 |
| NET CASH GENERATED/USED BY/IN OPERATING ACTIVITIES | | -303,366 | | -5,357,269 |
| II. CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Inflow: | | | | |
| a. Interest received | 2,532,927 | | 2,801,053 | |
| b. Proceeds from sale of Fixed Assets | 681,500 | | 0 | |
| c. Proceeds from sale of Investments | 0 | | 0 | |
| d. Refund of Deposit | 0 | | 0 | |
| e. Other Income | 7,027 | | 17,785 | |
| Outflow: | | | | |
| a. Others | 0 | 3,221,454 | 0 | 2,818,838 |
| | | 0 | | 0 |
| NET CASH GENERATED/USED BY/IN INVESTING ACTIVITIES | | 3,221,454 | | 2,818,838 |

| | | | | | |
|-------------|---|-----|------------------|-------|-------------------|
| III. | CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| | Inflow: | | | | |
| a. | Calls in Arrear received | 0 | | 0 | |
| | Outflow: | | 0 | | 0 |
| a. | Finance Costs | 527 | | 2,150 | |
| | | | 527 | | 2,150 |
| | NET CASH GENERATED/USED BY/IN FINANCING ACTIVITIES | | -527 | | -2,150 |
| | Net Increase/ Decrease in Cash & Cash Equivalents (I+II+III) | | -82,439 | | -2,540,581 |
| | Add: Balance at the beginning of the year | | 1,779,698 | | 4320279 |
| | Cash & Cash Equivalents at the close of the year | | 1,697,259 | | 1,779,698 |

See accompanying notes forming part of financial statements B1 to B18

In terms of our report attached

For C. L. OSTWAL & CO.

Chartered Accountants

FRN : 002850C

For & on behalf of SABOO BROTHERS LIMITED

Sd/-

CA ASHISH OSTWAL

M. No. 405273

Sd/-

MR. MUKESH SANGHVI

Director

(DIN:00255527)

Sd/-

MR. ARUN AGRAWAL

Whole Time Director

(DIN: 03258275)

Date : 30th May, 2015

Place : UDAIPUR

INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 36th Annual General Meeting to be held on Wednesday 30th September 2015, at 3.30 p.m.

The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the Company's website, www.saboo brothers.com and on the website of NSDL, www.nsdL.co.in.

The e-voting facility is available at the link, <https://www.evoting.nsdL.com>

E-VOTING PARTICULARS

| EVEN (e-voting event number) | User ID | Password |
|------------------------------|---------|----------|
| 103381 | | |

The e-voting facility will be available during the following voting period:

| Commencement of e-voting | End of e-voting |
|---------------------------------|----------------------------------|
| 9.00a.m. on 26th September 2015 | 5.00 p.m. on 29th September 2015 |

Please read the instructions printed below before exercising your vote:

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held.

Steps for e-voting:

Open the internet browser and type the following URL :

| |
|---|
| https://www.evoting.nsdL.com |
|---|

Click on Shareholder-Login

If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.

If you are logging in for the first time, please enter the User ID and Password provided in this document.

The Password Change Menu will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.

Once the e-voting homepage opens, click on e-Voting > Active Voting Cycles.

Select the EVEN (E-Voting Event Number) of Saboo Brothers Ltd (the number is provided in this document). Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.

Cast your vote by selecting your favored option and clicking Submit. Also click Confirm when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.

Institutional shareholders (i.e. members other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant board resolution / authority letter, etc., together with the attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the scrutinizer via email at : cs.smishra@gmail.com , with a copy marked to evoting@nsdl.co.in.

For members whose email IDs are not registered with the Company / Depository Participant(s), the following instructions may be followed: i. the initial password is provided in the E-voting particulars section this document. ii. Please follow all the steps from Sl. No. 1 to Sl. No. 9 mentioned above, in order to successfully cast your vote.

In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the 'Downloads' section of <https://www.evoting.nsdL.com>. You can also mail your queries to NSDL by sending an email to evoting@nsdl.co.in

You can also update your mobile number and email ID in the user profile details of the folio, which may be used for sending future communication.

General instructions

The e-voting period commences on 27th September , 2015 (9:00 a.m. IST) and ends on 29th Septemer ,2015 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., 25th September 2015, may cast their vote electronically. The e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 25th September 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evoting.nsdl.com.

A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.

The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.

The voting rights of shareholders shall be in proportion to their shares of in the paid-up equity share capital of the Company as on 25th September 2015.

Mr. Satyajit Mishra - Practicing Company Secretary (Membership No. FCS 4997), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.saboo brothers.com and on the website of NSDL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 36th Annual General Meeting of the Company.

By the order of the Board

Place:

314, A- Block, Anand Plaza
University Road
Udaipur

Sd/-
Arun Agarwal
Director
(Din No. 03258275)

Date: 30/05/2015

**PROXY FORM
SABOO BROTHERS LIMITED
CIN:L26933RJ1979PLC001851**

REGISTERED OFFICE: 314, A-BLOCK ,ANAND PLAZA,UNIVERSITY ROAD,UDIAPUR-313001

36th Annual General Meeting – 30th September 2015

Name of the Member:

| | | | |
|--------|---------------------|--|--|
| DPID : | CLIENT ID/Folio No. | | |
|--------|---------------------|--|--|

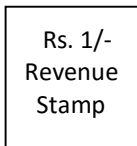
I/We _____ of _____

_____ being a Member/ Members of

Saboo Brothers Ltd hereby appoint _____
(or failing him) _____ as my/our proxy to attend and vote for me/us and on my/our behalf at Annual General Meeting of the company to be held on 30th September 2015 at 3.30 p.m. at 314, A- Block, Anand Plaza,University Road,Udaipur-313 001 or at any adjournment thereof in respect of such resolutions as are indicated below.

| Sr. NO | Resolutions | For | Against | Abstain |
|--------|---|-----|---------|---------|
| 1 | Adoption of Audited Annual Accounts of the company for the year ended 31st March 2015 | | | |
| 2 | Ratification of Appointment of M/s. C.L. Ostwal & Co. as Statutory Auditor of the Company for the Financial year 2015-2016 | | | |
| 3 | Appointment of Ms. Kalpana Dhakar as an Independent Director of the company for period of 5-years from 23-03-2015 to 22-03- 2020. | | | |
| 4(a) | Appointment of Mr. Arun Agarwal as a Director of the company for period of 5-years from 23-03-2015 to 22-03-2020 | | | |
| (b) | Appointment of Mr. Arun Agarwal as whole time director. | | | |
| 5 | Alteration of object clause | | | |

AS WITNESS my hand /our hands this _____ day of _____ 2015.



Signed by the said _____

Note: The proxy form must be deposited at the Registered office of the company not less than 48 hours before the time of the holding the meeting. The proxy need not be a member of the company.

DP ID/Folio No: _____

Signature:

Name of the Shareholder (s): _____ Name of Proxy Holder

ATTENDANCE SLIP

SABOO BROTHERS LIMITED
CIN: L26933RJ1979PLC001851

REGISTERED OFFICE: 314, A- Block, Anand Plaza, University Road, Udaipur-313001

36th Annual General Meeting – 30th September 2015

Name of the Member: _____

| | | | |
|--------|--|---------------------|--|
| DPID : | | CLIENT ID/Folio No. | |
|--------|--|---------------------|--|

| | |
|-----------------------|--|
| Number of Shares held | |
|-----------------------|--|

I certify that I am a member / proxy / authorized representative for the member of the Company.
I hereby record my presence at the 36th Annual General Meeting of the Company on 30th September 2015 at 3.30 p.m. at 314, A- Block, Anand Plaza, University Road, Udaipur-313001

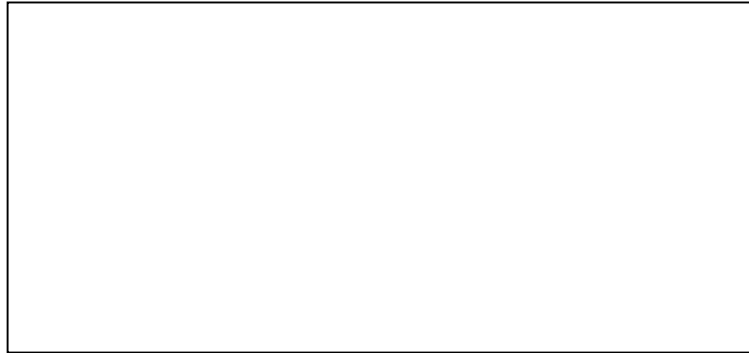
.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

BOOK POST
(Printed Matter)

To,



If undelivered, please return to:
SABOO BROTHERS LIMITED
Regd. Office: 314,A-Block, Anand Plaza, University Road, Udaipur - 313001 (Rajasthan)





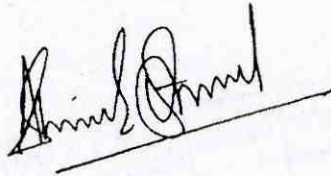
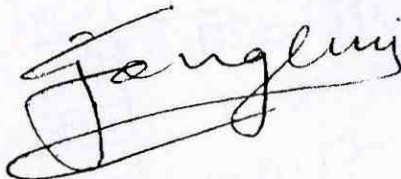
SABOO BROTHERS LIMITED

CIN : L26933RJ1979PLC001851

Registered Office : 314, A Block, Anand Plaza, University Road, Udaipur - 313001, Ph.0294-2429513

E-Mail : saboobrothers@gmail.com, Website : www.saboobrothers.com

FORM A AS PER CLAUSE 31 OF THE LISTING AGREEMENT

| Sl. No. | Descriptions | Details |
|---------|---|--|
| 1 | Name of the Company | M/s. SABOO BROTHERS LTD |
| 2 | Annual Financial Statement for the Year ended | 31 st March, 2015 |
| 3 | Type of Audit Observation | Unqualified |
| 4 | Frequency of observations | Not Applicable |
| 5 | To be Signed by | |
| | 1) MANAGING DIRECTOR /DIRECTOR |  |
| | 2) CFO/FINANCE HEAD |  |
| | 3) AUDITOR OF THE COMPANY |  |
| | 4) AUDIT COMMITTEE CHAIRMAN |  |

| | | | | | |
|-------------|-----------|------------|-------|--------|--------------|
| MD & CEO | MKT PLACE | SECRET | SP&P | HR | INVEST & A/C |
| RCD | | | | | DOT 3RD FLR |
| LEGAL | | | | | DOSS |
| FIN & D | | | | | DOSS |
| IT | | | | | U.S.E. |
| TRAIN | | | | | CORP. COMM |
| LIA | | | | | LISTING |
| INTER CONTL | | INF. PROC. | SME | ESTATE | |
| BOOK | | | ADMIN | SECUR | |

BSE LTD.
14 SEP 2015
NO. 129587