

**NOTICE**

NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the members of Saboo Brothers Limited will be held on Thursday, September 29, 2022 at 10.00 a.m. at registered office of the Company at 332 B-BLOCK ANAND PLAZA, UNIVERSITY ROAD UDAIPUR RJ 313001, to transact the following businesses:

**ORDINARY BUSINESS(ES):**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Anurag Saboo (DIN: 01563954), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anurag Saboo (DIN: 01563954), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

**SPECIAL BUSINESS:**

3. To appoint Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) as a Director and Whole time Director and Chief Financial Officer (CFO) of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company for a period of 3 years w.e.f. 21-07-2022;

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 2(19), 2(54), 2(78), 196, 197, 203, Schedule V of the Companies Act, 2013 and read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the provisions of Articles of Association of the company Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) be and is hereby appointed as Whole Time Director Cum Chief Financial Officer (CFO) of the company for a period of 3 Years with effect from 21/07/2022 upon the terms and conditions as set out in explanatory statement annexed hereto, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year at a remuneration as decided by the Nomination and Remuneration Committee and Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050).”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of Mr. Sarojkumar Gupteshwar Pandey’s appointment, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the ‘minimum remuneration’ notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or any other applicable provisions of the Companies Act, 2013 or rules framed thereunder.”

**“AND RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

4. To appoint Mr. Nikhil Kuwar Singh (DIN: 09127337) as a Director and Whole time Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nikhil Kuwar Singh (DIN: 09127337), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company for a period of 3 years w.e.f. 21-07-2022;

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 2(19), 2(54), 2(78), 196, 197, 203, Schedule V of the Companies Act, 2013 and read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the provisions of Articles of Association of the company Mr. Nikhil Kuwar Singh (DIN: 09127337) be and is hereby appointed as Whole Time Director of the company for a period of 3 Years with effect from 21/07/2022 upon the terms and conditions as set out in explanatory statement annexed hereto, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year at a remuneration as decided by the Nomination and Remuneration Committee and Mr. Nikhil Kuwar Singh (DIN: 09127337).”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the period of Mr. Nikhil Kuwar Singh’s appointment, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the ‘minimum remuneration’ notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or any other applicable provisions of the Companies Act, 2013 or rules framed thereunder.”

**“AND RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**5. To Alter the OBJECT CLAUSE IN MEMORANDUM OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 13 (9) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014 and other relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to alter the object clause in the Memorandum of Association of the Company by deleting the existing object clause No. 1 to 3 of Clause III (A) OF MOA and inserted New Object in place of existing object clause no. 1 to 3, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in the manner set out hereunder.

The existing Object Clause III(A) of the Memorandum of Association of the Company be and is hereby replaced by way of insertion of the following new clause III (A) 1 and number as:

**“Manufacturing and dealing in construction related materials, and commodities. Execution of contracts related to real estate and development of land, development of and dealing in immovable properties. Development of properties for Hospitality & Recreational Activities and related services and provide such services.”**

**“AND RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Dated: 01/09/2022

Place: Udaipur

By Order of the Board

Sd/-

Avinash Kapri

Whole Time Director

DIN- 07035987

**Registered Office:**

Address: 332 B-BLOCK ANAND PLAZA ,

UNIVERSITY ROAD UDAIPUR

RJ 313001 IN

E-mail : [saboo.brothers@gmail.com](mailto:saboo.brothers@gmail.com)

Website: [www.saboobrothers.com](http://www.saboobrothers.com)

## NOTES:

- (a) Subject to and in accordance with relaxation provided by the government in the wake of COVID-19 pandemic, the Company is holding AGM in physical mode.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AT THE VENUE OF THE MEETING AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Accordingly, the facility for appointment of proxies by the Members will be available for the AGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.
- (c) In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the AGM physically and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to [saboo.brothers@gmail.com](mailto:saboo.brothers@gmail.com).
- (d) The Route Map is annexed in this Notice. The proceedings of the AGM shall be conducted at the Registered Office of the Company.
- (e) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Monday, September 26, 2022 at 9:00 a.m.(IST) and end on Wednesday, September 28 , 2022 at 5:00 p.m.(IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Thursday, September 22, 2022.
- (f) Any person who is not a member post cut-off date should treat this notice for information purposes only.
- (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- (h) Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Thursday, September 22, 2022, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Registrar and Share Transfer Agent (RTA) [support@purvashare.com](mailto:support@purvashare.com). However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- (i) CS Ramesh Chandra Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Chandra Mishra & Associates, vide Board Resolution dated September 01, 2022 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
- (j) The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
- (k) The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. [www.saboo brothers.com](http://www.saboo brothers.com) and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
- (l) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
- (m) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants
- (n) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.saboo brothers.com](http://www.saboo brothers.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the AGM , date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.

- (o) Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (p) In case of joint holders, only one of the members whose name appears the Register of Members of the Company will be entitled to vote in respect of the resolutions proposed at the AGM.
- (q) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again.
- (r) Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both the days inclusive).
- (s) The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on nutricirclelimited@gmail.com.
- (t) Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
- (u) As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
- (v) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (w) Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
- (x) Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:**

**Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.**

**The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below: ANNUAL REPORT 2021-22 .**

**In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

**The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re- enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has

entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

2. The attendance of the Members attending the AGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sabooobrothers.com](http://www.sabooobrothers.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and [www.evotingindia.com](http://www.evotingindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility).

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- (i) The voting period begins on Monday, September 26, 2022 at 9:00 a.m.(IST) and end on Wednesday, September 28 , 2022 at 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 (record date) of Thursday, September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Ease / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account</li> </ol>

	<p>Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  •Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. •If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN – 220903022** for the relevant “**SABOO BROTHERS LIMITED**” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [www.saboobrothers.com](http://www.saboobrothers.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:**

**RTA Address:**

Purva Sharegistry (India) Pvt. Ltd.  
Address:  
**Unit no. 9, Shiv Shakti Ind. Estt., J .R.**  
**Boricha marg, Lower Parel (E), Mumbai 400 011**  
[support@purvashare.com](mailto:support@purvashare.com)  
[www.purvashare.com](http://www.purvashare.com)

Dated: 01/09/2022  
Place: Udaipur

By Order of the Board  
Sd/-  
Avinash Kapri  
Whole Time Director  
DIN- 07035987

**Registered Office:**

Address: 332 B-BLOCK ANAND PLAZA ,  
UNIVERSITY ROAD UDAIPUR  
RJ 313001 IN

E-mail : [saboo.brothers@gmail.com](mailto:saboo.brothers@gmail.com)  
Website: [www.saboobrothers.com](http://www.saboobrothers.com)



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS**

The compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI (LODR) Regulations , 2015 IS NOT APPLICABLE to the Company.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:**

Re-appointment of Mr. Anurag Saboo (DIN: 01563954) as a Director (Item No. 2) In terms of Section 152(6) of the Act, Mr. Anurag Saboo (DIN: 01563954) shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment.

Mr. Anurag Saboo (DIN: 01563954) aged 45 years is a CPA From Australia. He has over 20 years of rich and exhaustive experience in the Industry. Mr. Anurag Saboo (DIN: 01563954) is having Directorship in other 4 companies.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the AGM.

Mr. Anurag Saboo (DIN: 01563954) is not related to any Director of the Company.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

**ITEM NO.3**

Pursuant to the provisions of Section 152 and 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 , Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050), was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 21-07-2022, in terms of Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting. The Board proposed his appointment as Director of the Company.

Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050), aged 49 years, with qualification of Graduation, has more than 25 years of Vast experience in Civil Contracting and dealing in Construction material and managerial field. He joined the Company as Director w.e.f. 21-07-2022. He has wide knowledge in business strategy, business development.

Pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 and the provisions of Articles of Association of the company Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) be and is hereby appointed as Whole Time Director of the company for a period of 3 Years with effect from 21-07-2022 at the remuneration as recommended by the Nomination and Remuneration Committee in consultation with Mr. Sarojkumar Gupteshwar Pandey within the limit as prescribed under the Provision of Companies Act 2013.

Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of Companies Act, 2013, as amended or re-enacted from time to time, Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) , who was appointed as a additional Whole Time Director of the Company is also be and hereby appointed as the "Chief Financial Officer of the Company" ("CFO")of the company w.e.f. 21-07-2022 on the Terms and Conditions including the terms of remuneration as recommended by the Nomination and Remuneration Committee with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mr. Sarojkumar Gupteshwar Pandey.

His other Directorships included NIL. He is not holding any equity shares in the company. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 21-07-2022. The Company seeks the approval of Members for the appointment of Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) as Wholetime Director cum CFO for period of 3 years w.e.f. 21-07-2022 to 20-07-2025, on the terms and conditions as set out hereunder :

The principal terms and conditions of appointment of Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) as Whole-time Director inter alia contain the following:

1. Subject to supervision and control of the Board of Directors of the Company, Whole-time Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
2. Period of Agreement: 3 years effective from 21/07/2022.
3. Remuneration:
  - i. Remuneration Basic salary of Rs 1.80 Lakhs per annum.
  - ii. Benefits, Perquisites & Allowances Rs. NIL per annum
  - iii. Minimum Remuneration

Notwithstanding anything to the contrary herein contained where, in any financial year during the currency of the tenure of the Whole-time Director, Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above.

#### 4. Termination

The employment of the Whole-time Director may be terminated by giving six months' notice from either the Company or the Whole-time Director or by paying six months' remuneration in lieu of such notice.

The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him.

5. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Whole-time Director.
6. If at any time the Whole-time Director ceases to be a Director for any cause what so ever, he shall also cease to be the Whole-time Director of the Company.
7. If at any time the Managing Director ceases to be the Managing Director for any cause what so ever, he shall also cease to be a Director of the Company.
8. The Whole-time Director shall not be entitled to supplement his earnings under the agreement with any buying or selling commissions.

He shall not also become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company, without prior approval of the Central Government.

9. The Whole-time Director shall not have the powers which are to be exercised by the Board of Directors, only as provided under the Act." In compliance with the provisions of Sections 2(54),2(78),197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Members for their approval as an ordinary resolution.

Except Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050), none of the Directors/ Key Managerial Personnel of the company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item No.3 of the Notice.

The Directors recommend the resolution for approval by the members.

#### **ITEM NO. 4**

Pursuant to the provisions of Section 152 and 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Nikhil Kuwar Singh, was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 21-07-2022, in terms of Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting. The Board proposed his appointment as Director of the Company.

Mr. Nikhil Kuwar Singh, aged 42 years, with qualification of Post Graduate, has more than 25 years of Vast experience in Civil Contracting and dealing in Construction material and managerial field. He joined the Company as Director w.e.f. 21-07-2022. He has wide knowledge in business strategy, business development.

Pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 and the provisions of Articles of Association of the company Mr. Nikhil Kuwar Singh be and is hereby appointed as Whole Time Director of the company for a period of 3 Years with effect from 21-07-2022 at the remuneration as recommended by the Nomination and Remuneration Committee in consultation with Mr. Nikhil Kuwar Singh (DIN: 09127337) within the limit as prescribed under the Provision of Companies Act 2013.

Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of Companies Act, 2013, as amended or re-enacted from time to time, Mr. Nikhil Kuwar Singh (DIN: 09127337), on the Terms and Conditions including the terms of remuneration as recommended by the Nomination and Remuneration Committee with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mr. Nikhil Kuwar Singh (DIN: 09127337).

His other Directorships included 1 Company. He is not holding any equity shares in the company. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 21-07-2022. The Company seeks the approval of Members for the appointment of Mr. Nikhil Kuwar Singh (DIN: 09127337) as Whole-time Director for period of 3 years w.e.f. 21-07-2022 to 20-07-2025, on the terms and conditions as set out hereunder :

The principal terms and conditions of appointment of Mr. Sarojkumar Gupteshwar Pandey (DIN: 09674050) as Whole-time Director inter alia contain the following:

1. Subject to supervision and control of the Board of Directors of the Company, Whole-time Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
2. Period of Agreement: 3 years effective from 21/07/2022.
3. Remuneration:
  - i. Remuneration Basic salary of Rs 1.80 Lakhs per annum.
  - ii. Benefits, Perquisites & Allowances Rs. NIL per annum
  - iii. Minimum Remuneration  
Notwithstanding anything to the contrary herein contained where, in any financial year during the currency of the tenure of the Whole-time Director, Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above.
4. Termination
 

The employment of the Whole-time Director may be terminated by giving six months' notice from either the Company or the Whole-time Director or by paying six months' remuneration in lieu of such notice.

The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him.
5. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Whole-time Director.
6. If at any time the Whole-time Director ceases to be a Director for any cause what so ever, he shall also cease to be the Whole-time Director of the Company.
7. If at any time the Managing Director ceases to be the Managing Director for any cause what so ever, he shall also cease to be a Director of the Company.
8. The Whole-time Director shall not be entitled to supplement his earnings under the agreement with any buying or selling commissions.  
He shall not also become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company, without prior approval of the Central Government.
9. The Whole-time Director shall not have the powers which are to be exercised by the Board of Directors, only as provided under the Act." In compliance with the provisions of Sections 2(54),2(78),197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Members for their approval as an ordinary resolution.  
Except Mr. Nikhil Kuwar Singh (DIN: 09127337), none of the Directors/ Key Managerial Personnel of the company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item No.4 of the Notice.

The Directors recommend the resolution for approval by the members.

#### **ITEM NO. 5**

The resolution mentioned at Item No. 5 of the Notice relates to the Alteration of the Object Clause of the Memorandum of Association of the Company with respect to replacement of new object clause in place of existing clause III (A) 1 to 3 of the main object to the Memorandum of association of the company. The aforesaid proposed objects more particularly described in the proposed Clause III (A) (1) can be conveniently and advantageously be utilized and carried out by the Company.

To enable the Company to capitalize such opportunities which may arise from such activities, as it is proposed to amend the Object Clause by inserting new modified new Clauses i.e. - Clause III (A) 1 of the Memorandum of Association of the Company.

In terms of the provisions of Section 13 (9) and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, for alteration of object clause in Memorandum of Association of the company requires the approval of Members by way of Special Resolution by Postal Ballot. Since the company is providing e-voting facility as per section 108 of the companies Act, 2013 , there is no need to seek the approval by way of postal ballot.

The Board therefore recommends the Resolution as set out at Item No. 5 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

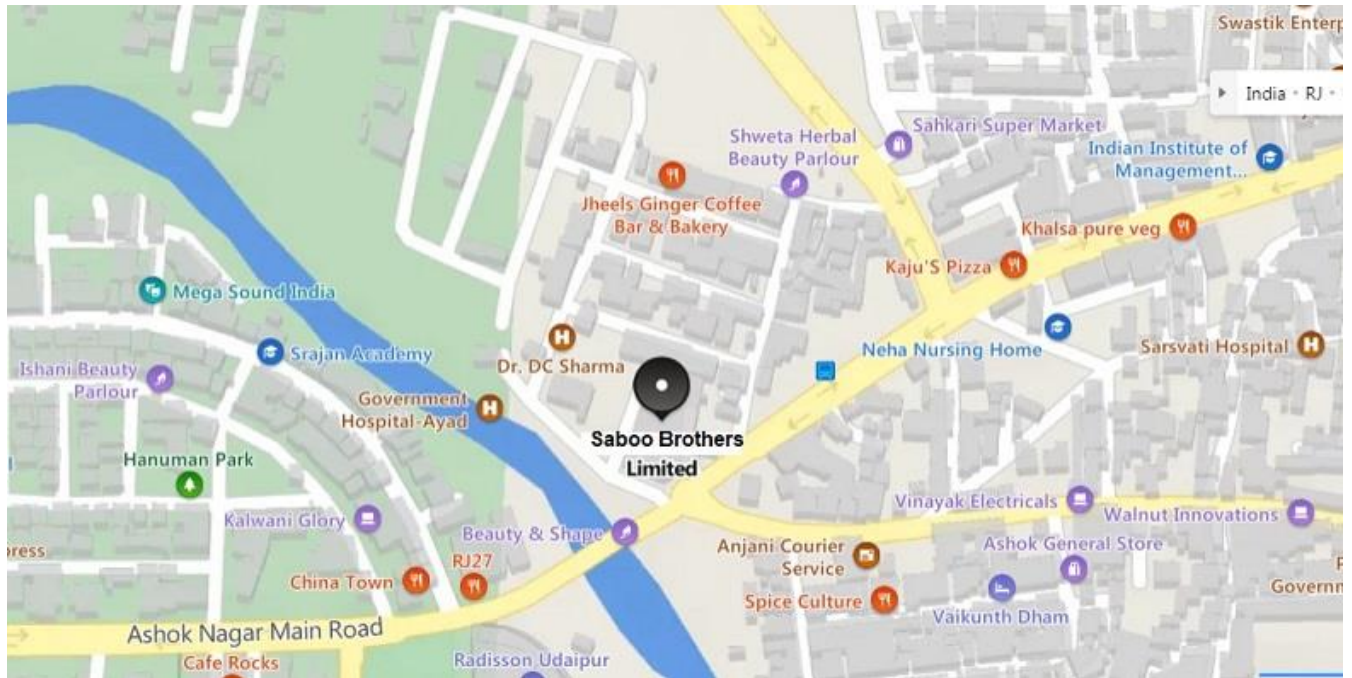
Dated: 01/09/2022  
Place: Udaipur

By Order of the Board  
Sd/-  
Avinash Kapri  
Whole Time Director  
DIN- 07035987

**Registered Office:**  
Address: 332 B-BLOCK ANAND PLAZA ,  
UNIVERSITY ROAD UDAIPUR  
RJ 313001 IN

E-mail : [saboo.brothers@gmail.com](mailto:saboo.brothers@gmail.com)  
Website: [www.saboobrothers.com](http://www.saboobrothers.com)

**Route Map of Saboo Brothers Limited:**



**Annexure - A**

**Details of Directors seeking Appointment at the 26<sup>th</sup> Annual General Meeting to be held on September 25, 2021.  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

DESCRIPTIONS	Mr. Sarojkumar Gupteshwar Pandey	Mr. Nikhil Kuwar Singh
1.Designation	Whole time Director	Whole time Director
2. Date of Birth	12/08/1973	15/07/1980
3.DIN	09674050	09127337
4. Qualification(s)	Graduation	Post Graduate
5. Bodies Corporate (other than Saboo Brothers Limited) in which the Appointee holds Directorships and Committee positions	NIL	One
5.1. Directorships	NIL	NIL
5.2. Member/Chairmanship of Board Committees (a) Audit Committee (b)Stakeholders (c) Nomination (d)share transfer committee	NIL	NIL
6. Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	N.A.	N.A.
7. Shareholding in the company & % of Holdings	NIL	NIL
Particulars of experience, attributes or skills	has more than 25 years of Vast experience in Civil Contracting and dealing in Construction material and managerial field	has more than 15 years of Vast experience in Civil Contracting and dealing in Construction material and managerial field