



# SABOO BROTHERS LIMITED

CIN : L26933RJ1979PLC001851

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

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

06th January, 2015

To,  
The Secretary,  
The Bombay Stock Exchange,  
PhirozeJeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**SUBJECT : CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>st</sup>  
DECEMBER, 2014**

**BSE CODE: 530267**

Dear Sir,

Enclosed herewith please find the Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 2014 as per Clause 49 of the listing agreement.

Please acknowledge & take on record the same.

Thank You,

**FOR SABOO BROTHERS LIMITED**

For Saboo Brothers Limited

  
Director/ Joint Secretary

**DIRECTOR**



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## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE


Name of the Company : SABOO BROTHERS LIMITED

BSE Code : 530267

Quarter Ending On : 31<sup>st</sup> December, 2014

Particulars	Clause of Listing agreement	Compliance Status	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)		Total No. Directors- 5 Non-Executive & independent -3 Executive Directors - 1 Non-Executive Directors-1
(B) Independent Directors	49 (IIB)		All the independent directors meet the criteria of sec 149(6) of the Companies Act 2013 and listing agreement. Total no.3
(C) Non-executive Directors' compensation & disclosures	49 (IIC)		Only sitting fees
(D) Other provisions as to Board and Committees	49 (IID)		The Board meets once in every quarter. None of the Directors are member of 10 committees or act as chairman of more than 5 committees.

For Saboo Brothers Limited

  
Director/Authorized Signatory



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(E) Code of Conduct	49 (IIE)	The code of conduct has been complied in true spirit.
(F) Whistle Blower Policy	49 (IIF)	The company has established whistle blower mechanism.
<b>III. Audit Committee</b>	49 (III)	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Headed by Independent Director and in Compliance with Listing Agreement.
(B) Meeting of Audit Committee	49 (IIIB)	Quarterly basis Last Audit Meeting held on 15 <sup>th</sup> November, 2014.
(C) Powers of Audit Committee	49 (IIIC)	The Powers are as per the listing Agreement and terms of reference
(D) Role of Audit Committee	49 (IIID)	The role of the committee is as per the listing Agreement and terms of reference
(E) Review of Information by Audit Committee	49 (IIIE)	The role of the committee is as per the listing Agreement and terms of reference
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	The company has constituted committee comprising of 3 independent directors.
<b>V. Subsidiary Companies</b>	49 (V)	Not Applicable
<b>VI. Risk Management</b>	49 (VI)	The company has implemented risk management policy

For Saboo Brothers Limited

  
Director/Authorised Signatory



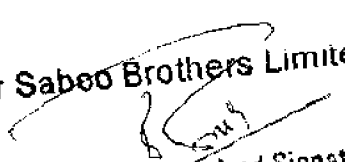
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			for identifying elements of risk.
VII. Related Party Transactions	49 (VII)		In Every Board Meeting the matter is duly placed
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	All the related party transactions have been properly scrutinized irrespective of value and all deviation of materiality significance and established industrial norm analyzed in the meeting. In this quarter there are no related party transactions.
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	According to schedule VI of accounting standard and on a going concern basis.
(C) Remuneration of Directors	49 (VIII C)		Details have been disclosed in the Annual report dated 28 <sup>th</sup> May 2014.
(D) Management	49 (VIII D)		Details has been disclosed in the last Annual report. (Management Discussion and Analysis Report)
(E) Shareholders	49 (VIII E)		Details about new Director, new reappointment, remuneration etc. informed to the members from time to time as per occurrence of event.

For Saboo Brothers Limited  
  
Director/Authorised Signatory



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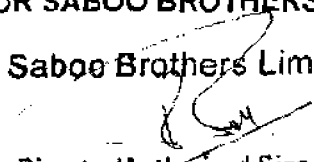
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)		Not Applicable
IX. CEO/CFO Certification	49 (IX)		The M.D gives the certificate of compliance and it is part of the Board and AGM Report.
X. Report on Corporate Governance	49 (X)		The Last Disclosures was made in the Annual Report for the AGM held on 30 <sup>th</sup> September, 2014
XI. Compliance	49 (XI)		The Last Disclosures was made in the Annual Report for the AGM held on 30 <sup>th</sup> September, 2014

Please take note of the above and acknowledge receipt of the same.

Thank you,

**FOR SABOO BROTHERS LIMITED**

For Saboo Brothers Limited

  
Director/Authorised Signatory

DIRECTOR



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06th January, 2015

To,  
The Secretary,  
The Bombay Stock Exchange,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**SUBJECT : Shareholding Pattern As On 31<sup>st</sup> December, 2014**

**PERIOD : 01.10.2014 to 31.12.2014**

**BSE CODE : 530267**

Dear Sir,

Pursuant to clause 35 of the Listing Agreement, enclosed herein please find the shareholding pattern as on 31<sup>st</sup> December, 2014.

Please acknowledge and take on record the same.

Thank you,

**FOR SABOO BROTHERS LIMITED**

For Saboo Brothers Limited



Director/Authorised Signatory

**DIRECTOR**



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06th January, 2015

To,  
The Secretary,  
The Bombay Stock Exchange,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**SUBJECT : RECONCILIATION OF SHARE CAPITAL AUDIT**

**PERIOD : 01.10.2014 to 31.12.2014**

**BSE Code : 530267**

Dear Sir,

In accordance with circular CIR/MRD/DP/30/2010 dated 06<sup>th</sup> September, 2010 has decided to modify the terminology "Secretarial Audit" to "Reconciliation of Share Capital Audit" issued by the Securities and Exchange Board of India, we have carried out the secretarial Audit relating to the Capital of the Company.

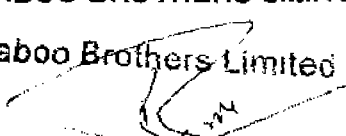
Attached herein please find the certificate issued by the Company Secretary in practice for the quarter ended 31<sup>st</sup> December, 2014 your kind perusal.

Please acknowledge and take on record the same

Thank you,

**FOR SABOO BROTHERS LIMITED**

For Saboo Brothers Limited

  
Director/Authorised Signatory

**DIRECTOR**

**Introductory sub-table (I)(a)**

<b>Name of the Company:</b>	<b>SABOO BROTHERS LTD</b>
<b>Scrip Code, Name of the scrip, class of security:</b>	<b>530267</b>
<b>Quarter ended:</b>	<b>31/12/2014</b>

<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by promoter/promoter group	0	NIL	0
Held by public	0	NIL	0
<b>Total - D</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by promoter/promoter group	0	NIL	NIL
Held by public	0	NIL	NIL
<b>Total - E</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by promoter/promoter group	0	NIL	NIL
Held by public	0	NIL	NIL
<b>Total - F</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b>	<b>6096200</b>
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**For Saboo Brothers Limited**

  
**Director/Authorised Signatory**



**Statement Showing Shareholding Pattern**


Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of(A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	3	46800	0	0.77	0.77	0	
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	
(e-i)	Other Individuals	0	0	0	0.00	0.00	0	
(e-ii)	Mutual Fund	0	0	0	0.00	0.00	0	
(e-iii)	Body Corp in Concert	0	0	0	0.00	0.00	0	
(e-iv)	Non Government Institutions	0	0	0	0.00	0.00	0	
	<b>Sub Total(A)(1)</b>	<b>3</b>	<b>46800</b>	<b>0</b>	<b>0.77</b>	<b>0.77</b>	<b>0</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	
b	Bodies Corporate	0	0	0	0.00	0.00	0	
c	Institutions	0	0	0	0.00	0.00	0	
d	Any Others(Specify)	0	0	0	0.00	0.00	0	
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>3</b>	<b>46800</b>	<b>0</b>	<b>0.77</b>	<b>0.77</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UFI	0	0	0	0.00	0.00		
(b)	Financial Institutions / Banks	1	100000	100000	1.64	1.64		
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	0	0	0	0.00	0.00		
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B)(1)</b>	<b>1</b>	<b>100000</b>	<b>100000</b>	<b>1.64</b>	<b>1.64</b>		

For Saboo Brothers Limited

Director/Authorised Signatory

<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	27	2606099	74799	42.75	42.75		
(a-i)	Corporate Client Bene	0	0	0	0.00	0.00		
(a-ii)	Corporate client Margin	0	0	0	0.00	0.00		
(a-iii)	Corporate Body (Offer)	0	0	0	0.00	0.00		
(b)	Individuals				0.00	0.00		
i	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	933	388501	54801	6.37	6.37		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	53	2941000	2197500	48.24	48.24		
(c)	Any Other (specify)	0	0	0	0.00	0.00		
(c-i)	NRI Individuals (Non Rep)	17	13800	0	0.23	0.23		
(c-ii)	OCB	0	0	0	0.00	0.00		
(c-iii)	Foreign Bodies	0	0	0	0.00	0.00		
(c-iv)	NRI (Repatriation)	0	0	0	0.00	0.00		
	<b>Sub-Total (B)(2)</b>	<b>1030</b>	<b>5949400</b>	<b>2327100</b>	<b>97.59</b>	<b>97.59</b>		
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1031</b>	<b>6049400</b>	<b>2427100</b>	<b>99.23</b>	<b>99.23</b>		
	<b>TOTAL (A)+(B)</b>	<b>1034</b>	<b>6096200</b>	<b>2427100</b>	<b>100.00</b>	<b>100.00</b>		
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	0	0	0		0.00		
(2)	Public	0	0	0		0.00		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1034</b>	<b>6096200</b>	<b>2427100</b>		<b>100</b>	<b>0</b>	<b>0.00</b>

For Saboo Brothers Limited

  
Director/Authorised Signatory

**IMB) SABOO BROKERS LTD**

**Category "Promoter and Promoter Group"**

Sr. No.	Name of the shareholder	Pan No.	Details of Shares held		Encumbered shares (*)		Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
			Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage (M)=(D)/(A)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	(M)=(D)/(A)*100	Number of warrants held	As a % total number of warrants of the same class		Number of convertible securities held
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)
1	ANURAG SABOO		2500	0.041009	0	0.00	0.000000	0	0.000000	0	0.000000	0.041009
2	SHREE GOPAL SABOO		24300	0.398610	0	0.00	0.000000	0	0.000000	0	0.000000	0.398610
3	SHREE GOPAL SABOO (H.U.F.)		20000	0.328073	0	0.00	0.000000	0	0.000000	0	0.000000	0.328073
<b>Total</b>			<b>46800</b>	<b>0.767692</b>	<b>0</b>	<b>0.00</b>	<b>0.000000</b>	<b>0</b>	<b>0.000000</b>	<b>0</b>	<b>0.000000</b>	<b>0.767692</b>

**For Saboo Brokers Limited**

**Director/Authorised Signatory**

**(I)(c)(i) SABOO BROTHERS LTD**

category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Pan No.	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of
					Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held
1	FAMA OVERSEAS PVT. LTD.		100200	1.643647	0	0.000000	0
2	HARSHALI MULTITRADE PVT LTD		239500	3.928677	0	0.000000	0
3	HAZUN UN PACKAGE PVT LTD		300000	4.921098	0	0.000000	0
4	KASLIWAL AUTOMOTIVES PRIVATE LIMITED		251600	4.127161	0	0.000000	0
5	KASLIWAL TRUCKING PVT LTD		195000	3.198714	0	0.000000	0
6	MARIGOLD TRADING PVT. LTD.		209500	3.436567	0	0.000000	0
7	MAXX POWER POOLS PVT. LTD.		71600	1.174502	0	0.000000	0
8	NIPPON DENRO ISPAT LTD		88000	1.443522	0	0.000000	0
9	NIDUS SOFTWARE SOLUTION PVT LTD		300000	4.921098	0	0.000000	0
10	ROYALE CLEFORD PVT. LTD		250000	4.100915	0	0.000000	0
11	SHIKHAR OILS PVT LTD		140000	2.296513	0	0.000000	0
12	WAVELENGTH CONTAINERISED CARGO SERVICES		258600	4.241987	0	0.000000	0
13	ICICI BANK LTD	AAACII195H	100000	1.640366	0	0.000000	0
14	ATUL KULKARNI	ADQPK4157P	200000	3.280732	0	0.000000	0
15	UJJWAL BHORKAR	AAAHU0737J	100000	1.640366	0	0.000000	0
16	NIVEDITA BHORKAR	ACFPB4658L	200000	3.280732	0	0.000000	0
17	ATUL BHANDARI	AJJPB4904G	100000	1.640366	0	0.000000	0
18	PRIYADA DESHMUKH	AGHPD0415B	90000	1.47633	0	0.000000	0
19	SARWPRIYA BAJAJ	DUAPS7931B	139000	2.280109	0	0.000000	0
20	RUCHI GUPTA	AGQPG3476N	70000	1.148256	0	0.000000	0
21	GOVIND DAS GUPTA	ABTPG7075K	70000	1.148256	0	0.000000	0
22	HIRANAND KHEMANI	AOBPK2880H	70000	1.148256	0	0.000000	0
23	JYOTI SHARMA	ARQPS8502E	100000	1.640366	0	0.000000	0
24	USHA DEVI GUPTA	ABTPG7074J	70000	1.148256	0	0.000000	0
25	RAM KUMAR GOYAL		100000	1.640366	0	0.000000	0
26	UJJWAL BHORKAR		200000	3.280732	0	0.000000	0
27	Y.V. BHORKAR (HUF)		107500	1.763394	0	0.000000	0

For Saboo Brothers Limited

Director/Authorised Signatory

convertible % w.r.t total number of convertible securities of the same class	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
0.000000	1.643647
0.000000	3.928677
0.000000	4.921098
0.000000	4.127161
0.000000	3.198714
0.000000	3.436567
0.000000	1.174502
0.000000	1.443522
0.000000	4.921098
0.000000	4.100915
0.000000	2.296513
0.000000	4.241987
0.000000	1.640366
0.000000	3.280732
0.000000	1.640366
0.000000	3.280732
0.000000	1.640366
0.000000	1.476330
0.000000	2.280109
0.000000	1.148256
0.000000	1.148256
0.000000	1.148256
0.000000	1.148256
0.000000	1.640366
0.000000	1.148256
0.000000	1.640366
0.000000	3.280732
0.000000	1.763394

For Saboo E. others Limited

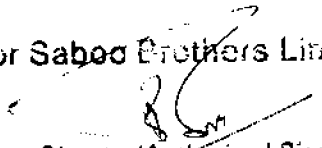
Director/Authorised Signatory

(1)(c)(ii) **SABOO BROTHERS LTD**

PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Pan No.	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
					Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	NIL		0	0.000000	0	0.000000	0	0.000000	0.000000
<b>Total</b>			<b>0</b>	<b>0.000000</b>	<b>0</b>	<b>0.000000</b>	<b>0</b>	<b>0.000000</b>	<b>0.000000</b>

For Saboo Brothers Limited

  
Director/Authorised Signatory

**SABOO BROTHERS LTD**

**(I)(d) Statement showing details of locked-in shares**

<b>Sr. No.</b>	<b>Name of the shareholder</b>	<b>Pan No.</b>	<b>Number of locked-in shares</b>	<b>Locked-in shares as a (%) percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b>	<b>Promoter / Promoter Group / Public</b>
1	NIL		Nil	Nil	Public
<b>Total</b>			<b>0</b>	<b>0</b>	

For Saboo Brothers Limited

  
Director/Authorized Signatory

**SABOO BROTHERS LTD**

**(II)(a) Statement showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NIL	Nil	Nil	Nil
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>

For Saboo Brothers Limited

  
Director/Authorised Signatory




**SABOO BROTHERS LTD**

**(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NIL		Nil	Nil
<b>Total</b>		<b>0</b>	<b>0</b>	

For Saboo Brothers Limited

  
Director/Authorised Signatory

Sr.No	Notes
1	
2	
3	
4	
5	
6	
7	
8	
9	

For Saboo Brothers Limited

Director/Authorised Signatory

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