



SABOO BROTHERS LIMITED

REG. OFFICE : E-25A, M.I.A., PHASE II, BANSI, JODHPUR – 342 005 (RAJ.), PHONE :
(0291) 2654120. FAX : (0291) 2744574

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **SABOO BROTHERS LIMITED**

Quarter Ending on: **31st MARCH 2009**
BSE Code: 530267

| Particulars | Clause Listing of Agreement | Compliance Status | Remarks |
|--|-----------------------------|-------------------|---|
| BOARD OF DIRECTORS | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | Total No. Directors- 5 Total Non-Executive-4 Independent-3 M.D. - 1 |
| (B) Non-executive /Independent Directors' compensation & disclosures | 49(IB) | Yes | Only sitting Fees |
| © Other provisions as to Board and Committees | 49(IC) | Yes | The Board meets at least once in every quarter. None of the Directors are member of 10 committees or act as chairman of more than 5 committees |
| (D) Code of Conduct | 49(ID) | Yes | The code of conduct has been complied in true spirit. |
| II. AUDIT COMMITTEE | 49II | | |
| (A) Qualified & Independent Audit Committee | 49(IIA) | Yes | |
| (B) Meeting of the Audit Committee | 49(IIB) | Yes | Last Audit Meeting held on 30 th January 2009. |
| © Power of Audit Committee | 49(IIC) | Yes | The Powers are as per the listing Agreement and terms of reference. |
| (D) Role of Audit Committee | 49(IID) | Yes | The role of the committee is as per the listing Agreement and terms of reference |
| (E) Review of the Information by Audit Committee | 49 (IIE) | Yes | The role of the committee is as per the listing Agreement and terms of reference |
| III SUBSIDIARY COMPANIES | 49 (III) | | NOT APPLICABLE |
| IV. DISCLOSURES | 49(IV) | | |
| (A) Basis of related party transactions | 49(IVA) | YES | All the related party transaction has been properly scrutinized irrespective of value and |



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| | | | all deviation of materially significance and established industrial norm analyzed in the meeting. |
| (B)Board Disclosures | 49(IVB) | YES | Periodically reviewed. At every meeting the ongoing status has been properly informed to the committee and the Board Meeting. |
| © Proceeds from public issues, rights issues, preferential issues etc. | 49(IVC) | | Not Applicable. |
| (D) Remuneration to Director | 49(IVD) | Yes | Details has been disclosed in the Annual report. |
| (E) Management | 49(IVE) | Yes | Details has been disclosed in the Annual report. |
| (F) Shareholders | 49(IVF) | | Presently not Applicable as no appointment made. |
| V. CEO/CFO Certification | 49(V) | Yes | Applicable from this Quarter. Regularly the CEO /CFO give the certificate of compliance. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | The Last Disclosures was made in the Annual Report for the AGM held on 29 th September 2008. |
| VII Compliance | 49 (VII) | Yes | The Last Disclosures was made in the Annual Report for the AGM held on 29 th September 2008. |

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

Thanking you,
For **SABOO BROTHERS LIMITED**

SD/-
Compliance Officer