



# 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 : **31<sup>st</sup> MARCH 2010**  
BSE Code: **530267**

| Particulars  | Clause Listing of Agreement | Compliance Status | Remarks   |
|--|-----------------------------|-------------------|---|
| <b>BOARD OF DIRECTORS</b>  | <b>49 I</b>                 |                   |   |
| (A) Composition of Board   | 49(IA)                      | Yes               | Total No. Directors- 5<br>Total Non-Executive-4<br>Independent-3<br>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.<br>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.   |
| <b>II. AUDIT COMMITTEE</b>   | <b>49II</b>                 |                   |   |
| (A) Qualified & Independent Audit Committee                          | 49(IIA)                     | Yes               |   |
| (B) Meeting of the Audit Committee                                   | 49(IIB)                     | Yes               | Last Audit Meeting held on 30 <sup>th</sup> January 2010.   |
| © 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  |
| <b>III SUBSIDIARY COMPANIES</b>                                      | <b>49 (III)</b>             |                   | <b>NOT APPLICABLE</b>   |
| <b>IV. DISCLOSURES</b>   | <b>49(IV)</b>               |                   |   |
| (A) Basis of related party transactions                              | 49(IVA)                     | YES               | All the related party transaction has been properly scrutinized irrespective of value and all deviation of materially                             |



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|  |          |     |   |
|--|----------|-----|---|
|  |          |     | 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.  |
| <b>V. CEO/CFO Certification</b>  | 49(V)    | Yes | Applicable from this Quarter. Regularly the CEO /CFO give the certificate of compliance.                                      |
| <b>VI. Report on Corporate Governance</b>                              | 49 (VI)  | Yes | The Last Disclosures was made in the Annual Report for the AGM held on 30th September 2009.                                   |
| <b>VII Compliance</b>  | 49 (VII) | Yes | The Last Disclosures was made in the Annual Report for the AGM held on 30 <sup>th</sup> September 2009.                       |

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

Thanking you,  
For **SABOO BROTHERS LIMITED**

SD/-  
Compliance Officer