



SABOO BROTHERS LIMITED
CIN: L01100RJ1979PLC001851

**42nd ANNUAL REPORT
2020-21**

Regd. Office: 332 B-Block Anand Plaza University Road Udaipur – 313001, Ph.0294-2429513

Email : saboobrothers@gmail.com Website : www.saboobrothers.com

BOARD OF DIRECTORS

ROOP LAL BALAI	Whole-time Director & Chief Financial Officer
AVINASH KAPRI	Executive - Whole-time Director
ANURAG SABOO	Director
LOKNATH SURYANARAYAN MISHRA	Non-Executive, Independent Director
AMIT KUMAR SISIR CHATTERJEE	Non-Executive, Independent Director
NAVEEN KUMAR VASHISHT	Non-Executive, Independent Director
SUSHAMA ANUJ YADAV*	Non-Executive, Independent Director

* Mrs. Sushama Anuj Yadav has been appointed as Non-Executive, Independent Director w.e.f 12.11.2020

AUDITORS

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

BANKERS

IDBI Bank
Bank Of Baroda

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd. Unit
no. 9, Shiv Shakti Ind. Estt.
J .R. Boricha marg, Lower Parel (E), Mumbai 400 011
Email- support@purvashare.com Phone- 022-23018261/ 23012517

REGISTERED OFFICE

332 B-BLOCK, Anand Plaza, University Road,
Udaipur – 313001, Ph.0294-2429513
Email: saboobrothers@gmail.com
Website : www.saboobrothers.com

COMPANY SECRETARY

SURBHI JAIN, [w.e.f. 14.01.2020]
40, Lane No.6, Dharam Park
Shyam Nagar, 2nd Ajmer Road
Jaipur 302019 RJ

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NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the members of Saboo Brothers Limited will be held on Tuesday, September 28, 2021 at 11.30 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") Facility, 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, 2021 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, 2021 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:

1. To appoint Mrs. Sushama Anuj Yadav (DIN: 07910845) as an Independent (Non-Executive) 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 an Ordinary 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), Mrs. Sushama Anuj Yadav (DIN: 07910845), 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 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;

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sushama Anuj Yadav (DIN: 07910845), who was appointed as an Additional (Independent & Non-Executive) Director of the Company with effect from 12/11/2020, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 12/11/2020 to 11/11/2025 not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Dated: 25/08/2021

Place: Udaipur

By Order of the Board

Sd/-

Roop Lal Balai

Whole Time Director

DIN-08451425

Registered Office:

Address: 332 B-BLOCK ANAND PLAZA ,

UNIVERSITY ROAD UDAIPUR

RJ 313001 IN

E-mail : saboo.brothers@gmail.com

Website: www.saboobrothers.com

NOTES:

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 3 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
- (b) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 ("the Act") and the rules made thereunder on account of the threat posed by Covid-19", Circular No. 20/2020 dated May 05, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulation") – Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the Listing Regulations due to the Covid-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 42nd AGM of the Members of the Company is being held through VC / OAVM on Tuesday, September 28, 2021 at 11.30 a.m. The registered office of the Company shall be deemed to be the venue i.e. 332 B-BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN For the AGM.
- (c) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.
- (d) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (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 Friday, September 24, 2021 at 9:00 a.m.(IST) and end on Monday, September 27, 2021 at 5:00 PM 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., Tuesday, September 21, 2021.
- (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., Tuesday, September 21, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) 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 August 25, 2021 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.saboobrothers.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) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website www.saboobrothers.com, websites of the Stock Exchange i.e. BSE Limited at 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 i.e. the conduct of AGM through VC/ OAVM, 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.
- (n) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (o) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (p) Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (both the days inclusive).
- (q) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations and other applicable laws are annexed hereto, which sets out details relating to Special Business at the meeting, is annexed hereto.
- (r) 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 saboo.brothers@gmail.com.
- (s) 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.
- (t) 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.
- (u) 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.
- (v) 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.
- (w) 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 AND JOINING GENERAL MEETING ARE AS UNDER:

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 2020-21 .

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. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. 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.saboo brothers.com .The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.evotingindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Friday, September 24, 2021 at 9:00 a.m. (IST) and end on Monday, September 27, 2021 at 5:00 p.m. 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 Tuesday, September 21, 2021 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"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 & voting during the meeting.

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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
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 evoting@nsdl.co.in 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.
- 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 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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 – 210831065 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 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.
 - 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 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; saboobrothers@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Thursday, September 23, 2021 mentioning their name, demat account number/folio number, email id, mobile number at saboobrothers@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at saboobrothers@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Manner of Registering and/ or Updating Email address:

- ✓ With a view to send Notice and Annual Report of the ensuing AGM, and other communications for the year ended March 31, 2021, In electronic form, shareholders of SABOO BROTHERS LIMITED holding shares In dematerialized form, who have not yet registered their E-mail ID are requested to register/update the same with the Depository through their Depository Participants.
- ✓ Shareholders holding shares In physical form and dematerialized form, can register their E-mail ID by clicking on the link- <http://www.purvashare.com/email-and-phone-updation/> provided by Purva Sharegistry (India) Pvt. Ltd, Registrar & Share Transfer Agent of the Company, Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Lower Parel (E), Mumbai 400 011. The Shareholders are requested to provide details such as Name, Folio Number, E-mail Id along with phone number.

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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 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:
Unit no. 9, Shiv Shakti Ind. Estt.,
J .R. Boricha marg, Lower Parel (E),
Mumbai 400 011

Dated: 25/08/2021

Place: Udaipur

By Order of the Board

Sd/-

Roop Lal Balai

Whole Time Director
DIN-08451425

Registered Office:
Address: 332 B-BLOCK ANAND PLAZA ,
UNIVERSITY ROAD UDAIPUR
RJ 313001 IN
E-mail : saboo.brothers@gmail.com
Website: 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. Ramesh Chandra Mishra (DIN : 00206671) 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 44 years is CPA From Australia. He has over 20 years of rich and exhaustive experience in 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

The Nomination and Remuneration Committee and the Board of Directors at its Meeting held on 12/11/2020, have recommended appointment of Mrs. SUSHAMA ANUJ YADAV (DIN: 07910845), as a Non-Executive, Independent Directors of the Company, subject to the approval of the Members, for a term of 5 (Five) consecutive years effective from 12/11/2020 to 11/11/2025.

The Company has received the consents from Mrs. SUSHAMA ANUJ YADAV (DIN: 07910845) and also the declarations confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 as well as Regulation 16(1)(b) of the Listing Regulations.

Mrs. SUSHAMA ANUJ YADAV (DIN: 07910845) is independent of the management of the Company and does not hold any equity shares of the Company and in the opinion of the Board of Directors of the Company, she fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Independent Directors of the Company.

Brief profile along with other details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Other than Mrs. SUSHAMA ANUJ YADAV (DIN: 07910845), none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 3 of this Notice, except to the extent of their equity holdings in the Company, if any.

The Board recommends Ordinary Resolution as set out at Item No. 3 for the approval by the Members.

Dated: 25/08/2021

Place: Udaipur

By Order of the Board

Sd/-

Roop Lal Balai

Whole Time Director

DIN-08451425

Registered Office:

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

RJ 313001 IN

E-mail : saboo.brothers@gmail.com

Website: www.saboo brothers.com

Annexure - A

Details of Directors seeking Appointment at the 42nd Annual General Meeting to be held on September 28, 2021.

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

DESCRIPTIONS	SUSHAMA ANUJ YADAV	Mr. ANURAG SABOO
1.Designation	Independent Director	Non-executive Director
2. Date of Birth	15/07/1988	21/06/1977
3.DIN	07910845	01563954
4. Qualification(s)	CS,B.COM	CPA From Australia
5. Bodies Corporate (other than Saboo Brothers Limited) in which the Appointee holds Directorships and Committee positions	0	4
5.1. Directorships		
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	Not related	Not related
7. Shareholding in the company & % of Holdings	NIL	2500
Particulars of experience, attributes or skills	5 years in Accounts and Corporate Law	Having vast experience in Industry

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 42nd Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2021.

SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:

(Amt. in Rs.)

PARTICULARS	STANDALONE	
	2020-2021	2019-2020
Total Income	68,99,241	63,14,411
Total Expenditure	51,08,695	43,03,171
Profit Before Interest and depreciation	17,90,546	20,11,240
Less: Depreciation	11,464	11,464
Profit After Depreciation	17,79,082	19,99,776
Tax	1,81,835	4,22,265
Net Profit/(Loss) After Tax	15,97,247	15,77,511

IMPACT OF COVID-19

The country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly. Since May 2020, the Company started resuming operations after taking requisite permissions from Government authorities. By staying true to its purpose and its values, the top-most priority for the Company was to ensure the safety of its employees. The Company has taken several measures to ensure their well-being including leveraging the power of technology to enable them to work from home. Standing by its core commitment, the Company is navigating through these unprecedented times by building stronger and deeper relationships with consumers and its partners.

FINANCIAL RESULTS:

Income of the company from operation is of 68,99,241/- as compared to 63,14,411/- in previous year. Profit/Loss before Tax is Rs. 17,79,082/- as compared to Rs. 19,99,776/- in previous year.

DIVIDEND

Company did not declare any dividend for the financial year 2020-21 in pursuant to section 123 of the Companies Act, 2013.

TRANSFER TO RESERVES:

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

DEPOSITS:

As on 31st March, 2021, the Company held no deposit in any form from anyone. There were no deposits held by the company as on 31st March, 2021, which were overdue or unclaimed by the depositors. For the present, the Board of Directors has resolved not to accept any deposit from public.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate Annexure -I forming part of the Annual Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of the business of the Company during the period under report.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year under review, there were no material changes and commitments affecting the financial position of the Company.

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.

During the year under review, the Board has appointed Mr. SUSHAMA ANUJ YADAV as Independent director w.e.f 12/11/2020.

NUMBER OF MEETINGS OF THE BOARD:

The Board met 6 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.

INDEPENDENT DIRECTORS DECLARATION:

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 Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

They are no promoters of the Company or its holding, subsidiary or associate company;

They are not related to promoters or directors in the company, its holding, subsidiary or associate company.

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;

None of the relatives of the Independent Director has 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 lakh 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;

Independent Director, neither himself nor any of his relatives--

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;

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

any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;

Holds together with his relatives two percent or more of the total voting power of the company; or

is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty- five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;

Independent Director possesses such qualifications as may be directed by the Board.

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

BOARD EVALUATION:

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should 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 Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

PERFORMANCE OF THE BOARD AND COMMITTEES:

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

All Directors had attended the Board meetings;

The remunerations paid to Executive Directors are strictly as per the Company and industry policy.

The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and Independent views.

The Credit Policy, Loan Policy and compliances were reviewed periodically;

Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 13th February, 2021, reviewed the performance of non- independent directors and the Board as a whole including the Chairperson of the

Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

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 31st March, 2021, the Board consists of 7 members. Out of which two are the whole time directors, one is non-executive, 4 are independent directors and 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 Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and 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.

COMMITTEES OF THE BOARD:

Currently, the Board has four Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee, 4) Shares Transfer Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee. A detailed note on the composition of the Committees is provided in the corporate governance report section of this Annual Report.

The Key Features of the Policy of the said committee are as follows:

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(ID);

He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement;

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

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

Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;

Independent Director should be 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 stakeholders of the company at the Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

That in the preparation of the accounts for the financial year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;

That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the year under review;

That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

That the Directors have prepared the accounts for the financial year ended 31st March 2021 on a 'going concern' basis.

The internal financial controls are laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adhered by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.

The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT POLICY:

The company has developed Risk Management Policy mainly covering the following areas of concerns

Lack of clarity on future Government policies continues to be an area of major concern for the industry. The exact impact of this cannot be assessed until the proposed changes are actually introduced and implemented.

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.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In terms of the provisions of Section 177(9) of the Companies Act, 2013, the Company has implemented a vigil mechanism named Whistle Blower 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.

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

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. 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.

Appointed Jain Kothari & Company, Chartered Accountants having registration no. 022340C as Internal Auditor of the Company for the financial year 2021-22.

STATUTORY AUDITORS:

At the 40th Annual General Meeting M/s. C.L. Ostwal & Co.(FRN - 002850C),Chartered Accountants, was re-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 2024.

There was a typographical error in the 40th AGM Notice i.e that the auditor has been re-appointed for 1 year instead of 5 years. So M/s. C.L. Ostwal & Co.(FRN - 002850C),Chartered Accountants will continue to be the auditor of the company till the conclusion of 44th AGM to be held on 2024.

As per Companies (Amendment) Act, 2017 effective from May 07, 2018, the provisions relating to ratification of the appointment of Statutory Auditors at every AGM is not required.

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 AUDITORS AND THEIR REPORT:

M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2019-2020, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2020-2021 is Annexure-IV to this Board's Report.

M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice is appointed as the secretarial auditor for the financial year 2021-22.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

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.

CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

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.

RELATED PARTY TRANSACTIONS/CONTRACTS:

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions is uploaded on the Company's website.

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with staff continues to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. 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 Annexure-V to this Board's report.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

EXTRACT OF ANNUAL RETURNS:

Pursuant to the Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is Annexure-II.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with a Certificate from M/s. Ramesh Chandra Mishra & Associates, regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report and Annexure-III to this Board's Report.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint under this policy during the financial year 2020-2021.

BANK AND FINANCIAL INSTITUTIONS:

Directors are thankful to their bankers for their continued support to the company.

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.

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.

INVESTOR COMPLAINTS AND COMPLIANCE

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

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.

PAYMENT OF LISTING FEES

Your company shares are listed on BSE Ltd., the listing fees for the year 2021-22 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.

ACKNOWLEDGMENTS:

Your Directors convey their sincere thanks to the Government, Banks and Shareholders 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.

Place: Udaipur
Dated: 25/08/2021

On behalf of the Board of Directors

sd/-	sd/-
Roop Lal Balai	Avinash Kapri
Wholetime	Wholetime
Director	Director
DIN-08451425	DIN- 07035987

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

The Company has been engaged in the business of IT and IT enabled services. The Company is exploring for venturing into other related activities.

OPPORTUNITIES AND RISKS:

Given the availability of skilled and cheaper man power in India, the scope of IT and IT enabled services is tremendous in India. Corporates and Government are allocating more budgets to improve their IT infrastructure and this provides more opportunities to the Companies engaged in this line of business. Rapid change in technology is one of the risks involved in this business but the Companies adapting new technologies quickly can overcome this risk.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company carried on its business activities in one segments during the year i.e. IT and IT enabled services. Segment wise performance of the units has been given in note No. 28 of Notes on Accounts attached to audited annual accounts of the Company.

OUTLOOK:

With rapid growth of industries and automation drive of various government agencies the outlook for IT & IT enabled services is very bright.

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: 25/08/2028

For Saboo Brothers Limited

sd/-

Roop Lal Balai

Whole Time Director

DIN-08451425

ANNEXURE-II
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2021
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i)	CIN	L01100RJ1979PLC001851
ii)	Registration Date	06/02/1979
iii)	Name of the Company	SABOO BROTHERS LIMITED
iv)	Category/Sub-category of the Company	Limited by shares
v)	Address of the Registered office & contact details	332 B-BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN
vi)	Whether listed company	Yes
vii)	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt. J .R. Boricha marg, Lower Parel (E), Mumbai 400 011 Email- support@purvashare.com Phone- 022-23018261/ 23012517

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

Sr. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
2)	Wholesale of computers, computer peripheral equipment and software	515	100.00%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	NA				

A. Category Wise Shareholding									
Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2020				31/03/2021				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	0	46800	46800	0.77	0	46800	46800	0.77	0.00
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....									
* DIRECTORS	0	0	0	0	0	0	0	0	0
* DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
* PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):	0	46800	46800	0.77	0	46800	46800	0.77	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	46800	46800	0.77	0	46800	46800	0.77	0.00
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govet(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* U.T.I.	0	0	0	0	0	0	0	0	0
* FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* GOVERNMENT COMPANIES	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	100000	0	100000	1.64	100000	0	100000	1.64	0.00
Sub-total (B)(1):	100000	0	100000	1.64	100000	0	100000	1.64	0.00
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	132903	1618100	1751003	28.72	132703	1618100	1750803	28.72	0.00
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	65272	273400	338672	5.56	64854	273000	337854	5.54	-0.01
(ii) Individual shareholders	2068100	1162700	3230800	53.00	2069900	1162700	3232600	53.03	0.03

holding nominal share capital in excess of Rs 1 lakh									
(c) Others (specify)									
* UNCLAIMED OR SUSPENSE OR ESCROW ACCOUNT	0	0	0	0	0	0	0	0	0
* IEPF	0	0	0	0	0	0	0	0	0
* LLP	0	0	0	0	0	0	0	0	0
* FOREIGN NATIONALS	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ALTERNATE INVESTMENT FUND	0	0	0	0	0	0	0	0	0
* N.R.I.	0	13800	13800	0.23	0	13800	13800	0.23	0.00
* FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0
* TRUST	0	0	0	0	0	0	0	0	0
* HINDU UNDIVIDED FAMILY	489425	125700	615125	10.09	488443	125700	614143	10.07	-0.02
* EMPLOYEE	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	0	0	0	0	200	0	200	0.00	0.00
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0
* OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0
* MARKET MAKERS	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):	2755700	3193700	5949400	97.59	2756100	3193300	5949400	97.59	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	2855700	3193700	6049400	99.23	2856100	3193300	6049400	99.23	0.00
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GrandTotal(A + B + C)	2855700	3240500	6096200	100	2856100	3240100	6096200	100	0

B. Shareholding of Promoters								
SL No.	ShareHolder's Name	ShareHolding at the beginning of the year 31/03/2020	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	ShareHolding at the end of the year 31/03/2021	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	% change in share holding during the year
1	SHREE GOPAL SABOO	24300	0.40	0.00	24300	0.40	0.00	0.00
2	SHREE GOPAL SABOO (H.U.F.)	20000	0.33	0.00	20000	0.33	0.00	0.00
3	ANURAG SABOO	2500	0.04	0.00	2500	0.04	0.00	0.00

C. Change in Promoter's Shareholding:							
SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year			
		31/03/2020		31/03/2021			
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year		Type
1	SHREE GOPAL SABOO	24300	0.40				
	31-03-2021			24300	0.40		
2	SHREE GOPAL SABOO (H.U.F.)	20000	0.33				
	31-03-2021			20000	0.33		
3	ANURAG SABOO	2500	0.04				
	31-03-2021			2500	0.04		
D. Shareholding Pattern of top ten Shareholders:							
SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year			
		31/03/2020		31/03/2021			
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year		Type
1	ANISH KUMAR	611700	10.03				
	31-03-2021			611700	10.03		
2	BEENA BOHRA	300200	4.92				
	31-03-2021			300200	4.92		
3	NIDUS SOFTWARE SOLUTION PVT LTD	300000	4.92				
	31-03-2021			300000	4.92		
4	HAZUN UN PACKAGE PVT LTD	300000	4.92				
	31-03-2021			300000	4.92		
5	KASLIWAL TRUCKING PVT LTD	255000	4.18				
	31-03-2021			255000	4.18		
6	KASLIWAL AUTOMOTIVES PRIVATE LIMITED	251600	4.13				
	31-03-2021			251600	4.13		
7	HARSHALI MULTITRADE PVT LTD	239500	3.93				
	31-03-2021			239500	3.93		
8	ATUL KULKARNI	200000	3.28				
	31-03-2021			200000	3.28		
9	NIVEDITA BHORKAR	200000	3.28				
	31-03-2021			200000	3.28		
10	UJJWAL BHORKAR	200000	3.28				
	31-03-2021			200000	3.28		

E. Shareholding of Directors and Key Managerial Personnel:							
SL No.	ShareHolder's Name		ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		
			31/03/2020		31/03/2021		
			No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	Type
1	LOKNATH MISHRA (Non Executive Director)		10000	0.16			
	31-03-2021				10000	0.16	
2	ANURAG SABOO (Executive Director)		2500	0.04			
	31-03-2021				2500	0.04	
3	KALPANA DHAKAR (Non Executive Director)		0	0.00			
	31-03-2021				0	0.00	
4	AMIT KUMAR SISIR CHATTERJEE (Non Executive Director)		0	0.00			
	31-03-2021				0	0.00	
5	NAVEEN KUMAR VASHISHT (Non Executive Director)		0	0.00			
	31-03-2021				0	0.00	
6	ROOP LAL BALAI (Whole Time Director)		0	0.00			
	31-03-2021				0	0.00	
7	AVINASH KAPRI (Whole Time Director)		0	0.00			
	31-03-2021				0	0.00	
8	SURBHI JAIN (Company Secretary)		0	0.00			
	31-03-2021				0	0.00	

V INDEBTEDNESS:NIL**(amt in lakhs)**

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year		NIL	NIL	NIL	NIL
i) Principal Amount					
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)		NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year		NIL	NIL	NIL	NIL
Additions					
Reduction					
Reinstatement					
Net Change		NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year		NIL	NIL	NIL	NIL
i) Principal Amount					
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)		NIL	NIL	NIL	NIL

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and/or Manager:****(amt in lakhs)**

Sl.No	Particulars of Remuneration		Total Amount		
		Avinash Kapri	Roop Lal Balai	Ttoal Rs.	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1,80,000/-	2,16,000/-	3,96,000/-	
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-----	-----		
2	Stock option	NIL	NIL		
3	Sweat Equity	NIL	NIL		
4	Commission				
	as % of profit	NIL	NIL		
	others (specify)				
5	Others, please specify	NIL	NIL		
	Total (A)	---		---	---
	Ceiling as per the Act				

B. Remuneration to other directors:

		B. Remuneration to other directors:					
Sl. No.	Particulars of Remuneration	Name of Director					Total Amount
		Anurag Saboo	LOKANATH MISHRA	AMIT CHATTERJEE	NAVEEN VASHISHT	SUSHAMA YADAV	
	3. Independent Directors Fee for attending board / committee meetings · Commission · Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil	Nil
	4. Other Non-Executive Directors · Fee for attending board / committee meetings · commission · Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil	Nil

VII.**PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY- NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS - NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT - NIL					
Penalty					
Punishment					
Compounding					

ANNEXURE-II
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[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 Limited

Address: 332 B-Block Anand Plaza University Road Udaipur – 313001

We 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 our opinion thereon.

Based on our 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 conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 (hereinafter called the 'Audit Period') 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 and subject to the reporting made hereinafter:

We 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, 2020 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 (Not applicable to the Company during the Audit Period).

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, 2015;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to amendment Act, 2018;
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;

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:

9. Information Technology Act, 2000 and the rules made thereunder;
10. The Payment of Gratuity Act, 1972.

We have also examined compliance with the applicable clauses of the followings:

11. Secretarial Standard issued by The Institute of Company Secretaries of India.
12. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Listing Agreements/Regulations entered into by the Company with Bombay Stock Exchange Limited.

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

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not Applicable to the Company during the Audit Period);
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not Applicable to the Company during the Audit Period); and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, (Not Applicable to the Company during the Audit Period).

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

We 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 taken on record by the

Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour Laws.

We 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.

We 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.

We further report that, 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.

We 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.

Date: 26/08/2021
Place: Mumbai

For Ramesh Chandra Mishra & Associates
Sd/-
Ramesh Chandra Mishra
Company Secretary in Practice
FCS: 5477
PCS: 3987
UDIN NO - F005477C000833711

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
Saboo Brothers Limited
Address: 332 B-Block Anand Plaza University Road Udaipur – 313001

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 26/08/2021
Place: Mumbai

For Ramesh Chandra Mishra & Associates
Sd/-
Ramesh Chandra Mishra
Company Secretary in Practice
FCS: 5477
PCS: 3987
UDIN NO - F005477C000833711

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(i) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015]

To,
The Members,
Saboo Brothers Limited

Address: 332 B-Block Anand Plaza University Road Udaipur – 313001

We certify that pursuant to disclosure made by all Directors of M/s. Saboo Brothers Limited as required under section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rule, 2014 and Schedule V of SEBI (LODR) (Amendment) Regulations, 2018 and verification of data available on MCA portal, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

Date: 26/08/2021
Place: Mumbai

For Ramesh Chandra Mishra & Associates
Sd/-
Ramesh Chandra Mishra
Company Secretary in Practice
FCS: 5477
PCS: 3987

ANNEXURE-IV

CORPORATE GOVERNANCE REPORT

The Company is a listed company on Bombay Stock Exchange Limited. Corporate governance under Regulation 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company. However, as a good secretarial practice the Company voluntarily maintains the Corporate Governance Report every year.

COMPANY'S 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. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Regulations, it is mandatory for the company with a non-executive director as a chairperson to have at least one-third of the independent directors. The following composition of board of directors of the company as follows:

COMPOSITION OF BOARD AS ON 31-03-2021:

SR.NO.	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Mr. Anurag Saboo	Promoter Director	Director
2	Mr. Loknath Mishra	Non-Executive Director	Independent Director
3	Mrs. Sushama Anuj Yadav*	Non-Executive Director	Independent Woman Director
4	Mr. Naveen Kumar Vashisht	Non-Executive Director	Independent Director
5	Mr. Amit Sisir Chatterjee	Non-Executive Director	Independent Director
6	Mr. Roop Lal Balal	Executive Director	Whole-time Director
7	Mr. Avinash Kapri	Executive Director	Whole-time Director

* Mrs. Sushama Anuj Yadav has been appointed to the Board w.e.f. 12/11/2020.

MEETINGS AND ATTENDANCE DURING THE YEAR 2020-2021:

Annual General Meeting was held on 17 September, 2020.

Board Meetings were conducted 4(Four) times during the year as follows:

Sr. No	Date	Board Strength	No. Of. Directors Present
1	03-07-2020	7	6
2	14-08-2020	7	6
3	12-11-2020	7	6
4	13-02-2021	7	7

The record of Attendance at Board Meetings and Membership of Board of Directors as on 31st March, 2021:

Sr. No	Name of Directors	No of Board Meetings attended during the Year	Attendance at the AGM	No. of Membership of Committees	No. Of Chairmanships of Committees
1	Mr. Anurag Saboo	1	no	0	0
2	Mr. Loknath Mishra	4	yes	1	2
3	Mrs. Sushama Anuj Yadav*	2	yes	3	0
4	Mr. Naveen Kumar Vashisht	4	yes	3	1
5	Mr. Amit Sisir Chatterjee	4	yes	4	0
6	Mr. Roop Lal Balal	4	yes	0	3
7	Mr. Avinash Kapri	4	Yes	0	3
8	Ms. Kalpana Dhakar**	2	yes	3	0

* Mrs. Sushama Anuj Yadav has been appointed to the Board w.e.f. 12/11/2020.

** Ms. Kalpana Dhakar has resigned from the board w.e.f. 12/11/2020.

NOTES:

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.
2. The Independent Directors held a meeting on 13th February, 2021, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.
3. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.

AUDIT COMMITTEE:

Brief description and terms of reference:

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is duly constituted in accordance with Clause 49 of the Listing Agreement read with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 177 of the Companies Act, 2013.

Composition of Audit Committee as on 31st March, 2021:

Sr.No.	Name of Members	Category	Designation
1.	Mrs. Sushama Anuj Yadav	Non-executive &Independent Director	Member
2.	Mr. Loknath Mishra	Non-executive &Independent Director	Chairman
3.	Mr. Amit Sisir Chatterjee	Non-executive &Independent Director	Member
4	Mr. Naveen Kumar Vashisht	Non-executive &Independent Director	Member
5	Mr. Roop Lal Balal	Whole- Time Director	Member
6	Mr. Avinash Kapri	Whole- Time Director	Member

Company has conducted 4(Four) Audit Committee Meeting during the year.

April – June	July – September	October – December	January – March
03/07/2020	14/08/2020	12/11/2020	13/02/2021

Meetings and Attendance of the Audit Committee during the year:

Sr.No	Name of Member	of Meeting Held During the Year	No. of Meeting Attended
1	Mr. Loknath Mishra	4	4
2	Mrs. Kalpana Dhakar	4	2
3	Mr. Naveen Kumar Vashisht	4	4
4	Mr. Roop Lal Balal	4	4
5	Mr. Avinash Kapri	4	4
6	Mrs. Sushama Anuj Yadav	4	2

Powers of the Audit Committee:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. 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;

Disclosure of any related party transactions; and

- a. Modified opinion(s) 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring 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 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.

NOMINATION AND REMUNERATION COMMITTEE:**Brief description and terms of reference:**

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 Nomination and Remuneration Committee is duly constituted and the matters specified in accordance with under Clause 49 of the Listing Agreement read with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Nomination and Remuneration Committee as on 31st March, 2021:

Sr. No.	Name of Members	Category	Designation
1	Mr. Loknath Mishra	Independent Director	Chairman
2	Mr. Kalpana Dhakar	Independent Director	Member
3	Mr. Naveen Kumar Vashisht	Independent Director	Member
4	Mrs. Sushama Anuj Yadav	Independent Director	Member
5	Mr. Amit Sisir Chatterjee	Independent Director	Member

* Mrs. Sushama Anuj Yadav has been appointed to the Board w.e.f. 12/11/2020.

** Ms. Kalpana Dhakar has been resigned from the board w.e.f. 12/11/2020.

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- 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;
- reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- evaluating performance of each Director and performance of the Board as a whole;

REMUNERATION OF DIRECTORS:

The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company.

a) Remuneration of Executive Directors:

The details of remuneration paid to the Executive Directors during the financial year 2020-21 are given below:

(Rs. In Lacs)

Sr. No.	Name of Directors	Salary	Benefits and Perquisite	Contribution to PF, Superannuation, Gratuity & Leave Encashment	Total
1	Mr. Roop Lal Balal	2.16	0	0	2.16
2	Mr. Avinash Kapri	1.80	0	0	1.80

Notes:

- The Company does not have a Scheme for grant of Stock Options to the Directors or Employees.
- The appointment of Managing Director and Whole-time Director are by way of Board/Special Resolution and covering terms and conditions of the services. There is no separate provision for severance fees.

b) Remuneration of Non-Executive Directors:

The details of remuneration paid to Non-Executive Directors for the year 2020-2021 are given below:

Sr. No.	Name of the Directors	Sitting fees	Number of Share Held
1	Mr. Loknath Mishra	NIL	10000
2	Mr. Kalpana Dhakar	NIL	NIL
3	Mr. Anurag Saboo	NIL	2500
4	Mr. Naveen Kumar Vashisht	NIL	NIL
5	Mr. Amit Kumar Sisir Chatterjee	NIL	NIL
6	Mrs. Sushama Anuj Yadav	NIL	NIL

Notes:

(i) The criteria for payments of remuneration are time spent by the Non-Executive Directors at the meeting of the Board and Committees.

SHARES TRANSFER COMMITTEE:

Brief description and Terms of Reference:

The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto. The Share Transfer Committee is duly constituted as follows:

Composition of Shares Transfer Committee as on 31st March, 2021:

Sr. No.	Name of Members	Category	Designation
	Mr. Loknath Mishra	Non-Executive Director & Independent Director	Chairman
	Mr. Naveen Kumar Vashis	Non-Executive Director & Independent Director	Member
	Mr. Amit Kumar Sisir Chatterjee	Non-Executive Director & Independent Director	Member
	Mrs. Sushama Anuj Yadav*	Non-Executive Director & Independent Director	Member
	Mr. Roop Lal Balal	Executive Director	Member
	Mr. Avinash Kapri	Executive Director	Member

* Mrs. Sushama Anuj Yadav has been appointed to the Board w.e.f. 12/11/2020.

Company has conducted Shares Transfer Committee meetings on 13/02/2021.

STAKEHOLDER RELATIONSHIP COMMITTEE:

Brief description and Terms of Reference:

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 Committee performs such other functions as may be necessary or appropriate for the performance of its duties. The Stakeholder Relationship Committee is duly constituted and the matters specified in accordance with Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Stakeholder Relationship Committee as on 31st March, 2021:

	Name of Members	Category	Designation
	Mr. Naveen Kumar Vashisht	Non-Executive Director & Independent Director	Chairman
	Mr. Kalpana Dhakar**	Non-Executive Director & Independent Director	Member
	Mr. Loknath Mishra	Non-Executive Director & Independent Director	Member
	Mr. Amit Kumar Sisir Chatterjee	Non-Executive Director & Independent Director	Member
	Mrs. Sushama Anuj Yadav*	Non-Executive Director & Independent Director	Member
	Mr. Roop Lal Balal	Executive Director	Member
	Mr. Avinash Kapri	Executive Director	Member

* Mrs. Sushama Anuj Yadav has been appointed to the Board w.e.f. 12/11/2020.

** Ms. Kalpana Dhakar has been resigned from the board w.e.f. 12/11/2020.

MANAGEMENT REVIEW AND RESPONSIBILITY:

FORMAL EVALUATION OF OFFICERS:

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members.

DISCLOSURES:**RELATED PARTY DISCLOSURES:**

The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management. The Company had formulated and adopted a policy with related party transaction and same is displayed on the Company's website 'www.saboobrothers.com'.

The details of such related party transactions are available in the Notes to Financial Statements section of the Annual Report.

COMPLIANCE BY THE COMPANY:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

ACCOUNTING TREATMENT:

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

RISK MANAGEMENT FRAMEWORK:

The Company has a well-defined risk management framework in place. The Company has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate these risks.

VIGIL MECHANISM / WHISTLE BLOWER:

The Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement. The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. All personnel have affirmed that they have not been denied access to the Chairman of the audit committee.

NON- MANDATORY REQUIRMENTS:

Shareholder's Rights: The half yearly financial results are published in leading newspapers and also displayed on the Company's website 'www.saboobrothers.com'.

PREVENTION OF INSIDER TRADING:

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website 'www.saboobrothers.com'. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

CODE OF CONDUCT:

In accordance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for Board of Director and Senior Management. The Code is available on the Company's website 'www.saboobrothers.com'.

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2021. A declaration to this effect signed by the Directors annexed to this Report.

CEO AND CFO CERTIFICATION:

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

ANNUAL GENERAL MEETINGS:

Details of Annual General Meetings:

Particulars	F.Y.2020-2021	F.Y.2019-2020	F.Y.2018-2019
Date	28th September 2021	17th September 2020	25th September 2019
Time	11.30 AM	10.00 AM	11.00 AM
Venue	332 B-BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN	332 B-BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN	314-A Block Anand Plaza, University Road, Udaipur-313001
Regd. Office	332 B-BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN	332 B-BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN	314-A Block Anand Plaza, University Road, Udaipur-313001

MEANS OF COMMUNICATION:

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers and also displayed on the Company's website 'www.saboobrothers.com'. Therefore, 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	1. Financial Express (English) 2. Jai Rajashthan (Hindi)
Website	w www.saboobrothers.com
Administrative/Registered Office	332 B-BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

GENERAL SHAREHOLDERS INFORMATION:

1. 42nd Annual General Meeting:

Date : 28 September, 2021
Time : 11.30 AM
Venue : 332 B-BLOCK ANAND
PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN

Date of Book Closure: 22/09/2021 to 28/09/2021 (both days inclusive)

Tentative Calendar for financial year 31st March, 2022:

2. The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2021 are as follows:

Financial Reporting for the Quarter Ended 30th June 2020	14th August, 2021
Financial Reporting for the Quarter and Half yearly Ended 30th September 2020	14th November, 2021
Financial Reporting for the Quarter Ended 31st December 2020	14th February, 2021
Financial Reporting for the Quarter Ended 31st March 2021	29th May, 2022

3. Registered Office:

332 -BLOCK ANAND PLAZA UNIVERSITY ROAD UDAIPUR Udaipur RJ 313001 IN

4. Listing of Shares on Stock Exchanges:

The Company shares are listed on Bombay Stock Exchange Limited (BSE).The requisite listing fees have been paid in full to all the Stock Exchanges.

5. A) Stock Codes

BSE : 530267
ISIN : INE021N01011

B) Stock Market Data:

Details of High/Low during each month in the financial year 2019-2020:
The Stock Exchange, Mumbai

c) Corporate Identity Number: L01100RJ1979PLC001851

d) Shareholding Pattern as on 31st March, 2021:

	Categories of Shareholders	Shares Held	% of Total
a)	Promoters	46800	0.77
b)	Banks, Financial Institution, Insurance Companies,(Central/ State Govt. Institution/ Non-Govt. Institution)	100000	1.64
c)	Mutual Funds/UTI	0	0.0
d)	Foreign Institutional Investors	0	0
e)	Bodies Corporate & others	2366128	38.81
f)	Public Individuals	3569472	58.55
g)	NRIs / OCBs	13800	0.23
h)	Clearing Members	0	0.0
i)	LLP/Partnership Firm	0	0.0
	TOTAL	6096200	100

6. Registrar and Transfer Agent: SHARE TRANSFER SYSTEM

Purva Share Registry (India) Pvt Ltd has been appointed the new RTA of the company at the board meeting held on 11 July, 2019.

All the work related to share Registry in terms of both Physical and Electronic segment has been allotted to M/s. Purva Share Registry (India) Pvt Ltd. subject to the effective transfer of all document from the existing RTA, in view of the directive issued by SEBI in this regard i.e. for handling both Physical as well as Electronic transfer at a single point.

Shareholders are therefore requested to send shares for Physical transfer to M/s. Purva Share Registry (India) Pvt Ltd. instead of sending to the Company. As the Company's shares are compulsorily to be traded in the dematerialized form. Members holding shares in Physical Form are requested to send the share certificate to their Depository Participants to enable Registrar and Transfer Agent to take steps for dematerialization at the following:

The address of Registrar and Transfer agents
Purva Share Registry (India) Pvt. Ltd.
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,
J. R. Boricha Marg, Lower Parel East,
Mumbai, Maharashtra 400011

7. Demat and Physical Shares held as on 31st March 2021:

As on 31st March, 2021 28,56,100 shares, representing 46.85% of the total issued capital, were held in dematerialized form and 32,40,100 shares, representing 53.15% of the total issued capital is held in physical form.

8. Outstanding ADRs / GDRs:

The company has not issued any ADRs / GDRs

9. Address for Correspondence

332-B Block Anand Plaza, University Road,
Udiapur-313001

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To,

The Members of
Saboo Brothers Limited

We have examined the compliance of conditions of corporate governance by Saboo Brothers Limited ('the Company') for the year ended March 31, 2021 as stipulated in Clause 49 of the Listing Agreement and in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations.

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.

Place: Mumbai
Date: 3rd July, 2021

For Ramesh Chandra Mishra & Associates

Sd/-
Ramesh Mishra
Company Secretary in Practice
FCS: 5477
PCS: 3987

DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

The Members of
Saboo Brothers Limited

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2021.

Place: Udaipur
Date: 3rd July, 2021

For Saboo Brothers Limited

Sd/-
Roop Lal Balai
Whole Time Director
DIN: 08451425

ANNEXURE-V TO DIRECTOR'S REPORT**PARTICULARS OF EMPLOYEES**

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) Ratio of the Remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2020-2021:

Name of Director	Designation	Ratio of the remuneration of directors to the median remuneration of the employees for the year 2020-21
Mr. Rool Lal Balai	Wholetime Director	1.20:1.00
Mr. Avinash Kapri	Wholetime Director	1.00:1.00

(ii) The percentage increase in remuneration of Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of Director	Designation	Percentage increase in Remuneration
Mr. Rool Lal Balai	Wholetime Director	NIL
Mr. Avinash Kapri	Wholetime Director	NIL

(iii) The percentage increase in the median remuneration of employees in the financial year:

The percentage decrease in the median remuneration of employees in the financial year is NIL.

(iv) The number of permanent employees on the rolls of the Company as on 31st March, 2021: The Company has 3 permanent employees on the rolls.

The increase in remuneration is based on the Company's overall business performance of the Employees.

(v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

During the financial year ended 31st March, 2021, the turnover of the Company has increased as compared to previous year. The remuneration paid to Key managerial personnel has been recommended by nomination and remuneration committee and also based on their individual performance and overall company performance.

(vi) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over 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:

The Market Capitalisation of the Company as on 31st March, 2021 was Rs. 7.40 crores as compared to Rs. 11.64 crore as on 31st March, 2020. The price earnings ratio of the Company was 46.69 as at 31st March, 2021 and was 73.46 as at 31st March 2020. The closing share price of the Company at BSE Limited on 31st March, 2021 being Rs.12.14 per equity share of face value of Re. 10/- each has reduced as compared to the last offer for sale made in the year 1996 where offer price was Rs. 50/- per equity share of face value of Rs. 10/- each.

Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average percentile increase made in the salaries of Employees other than the managerial Personnel in the financial year was NIL whereas the increase in the managerial remuneration was NIL.

(vii) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

The details are provided in the point (vi) above.

(viii) The key parameters for any variable component of remuneration availed by the directors:

The remuneration drawn by the Directors does not comprise of any variable component.

(ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not Applicable

(x) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

On behalf of the Board

Sd/-

Date : June 29, 2021

Mr. Roop Lal Balai

Place : Udaipur

Whole Time Director
DIN: 08451425

Independent Auditors' Report

To the Members of Saboo Brothers Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Saboo Brothers Limited ('the Company'), which comprise the standalone balance sheet as at March 31, 2021, the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cashflows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the standalone financial statements').

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 Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021 profit and other comprehensive income, changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw your attention to the Note 29 of the financial statements which describes the outstanding amount of Trade Receivables and Long Term Loans and Advances. The said balances have been outstanding for more than three years and are yet to be recovered. COVID 19 has impacted recovery of such advances. However, our report is not qualified in that matter.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not find any such matters to address.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit (including other comprehensive income), changes in equity and cashflows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management and the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place adequate internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors in the standalone financial statements.
- Conclude on the appropriateness of management's and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position as on March 31, 2021
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable material losses as on March 31, 2021.
- 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, 2021.
- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2021.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any

director is not in excess of the limits laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

Other Matters

We draw attention to the uncertainties due to the outbreak of COVID 19 pandemic and managements evaluation of the impact on the standalone financial results of the company as at the balance sheet date. The impact of these uncertainties on the Company's operations is significantly dependant on future developments. The management considered these uncertainties in assessing recoverability of recoverable. For this purpose, the Company considered internal and external sources of information up to date of approval of these financial results.

Our opinion is not modified in respect of this matter.

For C. L. Ostwal & Co.
Chartered Accountants
FRN: 002850C

Sd/-
CA. Ashish Ostwal
Partner
M. No.: 405273

UDIN: 21405273AAAADX4215
Date: June 29, 2021
Place: Udaipur

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2021, we report the following:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the company and the nature of its assets.
- (c) According to the information and explanations given to us, the Company does not have any immovable properties. Accordingly, paragraph 3(i) (c) of the Order is not applicable to the Company.
 - (i) As explained to us, inventories of the discontinued business have been physically verified at the end of the year by the management. In our opinion, having regard to the nature of business and location of inventory, the frequency of verification is reasonable
 - (ii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3(iii) (a), (b) and (c) of the Order are not applicable to the Company.
 - (iii) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, where applicable, with respect to the loans given, investments made, guarantees and securities given.
 - (iv) The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of sections 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
 - (v) The Central Government has not prescribed the maintenance of cost records under section 148 of the Act for any of the services rendered by the Company.
 - (vi) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income- tax, Goods and Services tax, Duty of Customs, Cess and any other statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Duty of excise and Sales tax.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs, Cess and any other material statutory dues were in arrears as at 31 March 2021, for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or Duty of Customs or Duty of Excise or Value added tax which have not been deposited by the Company on account of disputes.
 - (vii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from financial institutions or Government and there are no dues to debenture holders during the year.
 - (viii) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
 - (ix) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
 - (x) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite

approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- (xi) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For C. L. Ostwal & Co.
Chartered Accountants
FRN: 002850C

Sd/-
CA. Ashish Ostwal
Partner
M. No. 405273
UDIN: 21405273AAAADX4215
Place: Udaipur
Date: June 29, 2021

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013. (Annexure B)

(Referred to in paragraph 1(A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Saboo Brothers Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year then ended.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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 information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For C. L. Ostwal & Co.
Chartered Accountants
FRN: 002850C

Sd/-
CA. Ashish Ostwal
Partner
M. No. 405273
UDIN: 21405273AAAADX4215
Place: Udaipur
Date: June 29, 2021

SABOO BROTHERS LIMITED**CIN: L01100RJ1979PLC001851****Registered Office : 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001****BALANCE SHEET AS AT March 31, 2021**

Particulars	Not e No.	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
		Rs	Rs	Rs
<u>ASSETS</u>				
<u>Non - current Assets</u>				
(a) Property, Plant and Equipment	1	2,02,396	2,13,860	2,25,324
(b) Financial Assets- Other Financial Assets	2	8,23,40,510	8,33,50,437	7,82,46,445
<u>Current Assets</u>				
(a) Inventories	3	3,23,793	3,32,648	3,36,910
(b) Financial Assets				
(i) Trade Receivables	4	29,53,404	41,45,891	50,99,089
(ii) Cash and cash equivalents	5	1,33,929	5,22,406	3,73,675
(c) Other current assests	6	1,96,60,612	2,16,38,708	2,51,42,114
Total		10,56,14,644	11,02,03,950	10,94,23,557
<u>EQUITY AND LIABILITIES</u>				
<u>EQUITY</u>				
a) Equity Share Capital	7	6,09,62,000	6,09,62,000	6,09,62,000
b) Other Equity	8	4,08,93,812	3,92,96,565	3,77,19,054
<u>Liabilities</u>				
<u>Current Liabilities</u>				
(a) Financial Liabilities - Other Financial Liabilities	9	29,20,593	90,62,053	98,99,877
(b) Other Current Liabilities	10	8,38,238	8,83,332	8,42,626
TOTAL		10,56,14,644	11,02,03,950	10,94,23,557

Book Value Per Share**16.71**

Significant accounting policies and other accompanying notes (1 to 30) form an integral part of the financial statements.

As per our Report of even date

For C. L. Ostwal & Co.

Chartered Accountants

FRN : 002850C

For and on behalf of SABOO BROTHERS LIMITED

sd/-

CA. Ashish Ostwal

sd/-

Mr. Avinash Kapri

sd/-

Mr. Rooplal
Balai

sd/-

Surbhi Jain (CS)

Partner

M. No. 405273

Whole Time Director

DIN:07035987

Whole Time
Director

DIN: 08451425

Company Secretary

M.No.: A61065

UDIN:21405273AAAADX4215

Date : June 29, 2021

Place : Udaipur

SABOO BROTHERS LIMITED CIN: L01100RJ1979PLC001851 Registered Office : 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001 PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED March 31, 2021.			
Particulars	Note No.	Current Year March 31, 2021	Previous Year March 31, 2020
		Rs.	Rs.
Revenue from operations	11	37,82,960	33,11,763
Other income	12	31,16,281	30,02,648
Total Income		68,99,241	63,14,411
Expenses			
Purchases / Services Hired		35,94,700	31,57,049
Changes in inventory	13	8,855	4,262
Employee benefits expense	14	2,30,000	2,25,000
Director's Remuneration		3,96,000	1,83,000
Depreciation and amortization expense	1	11,464	11,464
Other expense	15	8,79,140	7,33,860
Total expenses		51,20,159	43,14,635
Profit before exceptional items and tax		17,79,082	19,99,776
Exceptional Items		-	-
Profit before tax		17,79,082	19,99,776
Tax expense			
(1) Current tax		2,70,000	4,00,000
(2) Deffered tax		-	-
(3) Income Tax Earlier year		88,165	22,265
Profit / (Loss) for the year		15,97,247	15,77,511
Other Comprehensive Income:			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the year		15,97,247	15,77,511
Earning per equity share of Par value			
Basic and Diluted		0.26	0.26
Significant accounting policies and other accompanying notes (1 to 30) form an integral part of the financial statements.			
As per our Report of even dated		For and on behalf of SABOO BROTHERS LIMITED	
For C. L. Ostwal & Vo.			
Chartered Accountants			
FRN: 002850C			
Sd/-	sd/-	sd/-	sd/-
CA Ashish Ostwal	Mr. Avinash Kapri	Mr. Rooplal Balai	Surbhi Jain
Partner	Wholetime Director	Wholetime Director	Company Secretary
M.No.:405273	DIN: 07035987	DIN: 08451425	M.No.:A61065
UDIN: 21405273AAAADX4215			
DATE: 29 th June, 2021			
PLACE: UDAIPUR			

SABOO BROTHERS LIMITED

CIN: L01100RJ1979PLC001851

Registered Office : 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2021

PARTICULARS	Year Ended March 31, 2021	Year Ended March 31, 2020
I. Cash flow from operating activities		
Profit before tax and after exceptional item	17,79,082	19,99,776
Adjustment for non-cash/non-operating item to reconcile profit before tax to net cash flows		
Depreciation and amortization expenses	11,464	11,464
Exceptional Items	-	-
Loss/(profit) on sale of fixed assets	-	-
Sundry credit balances written back	-	-
Effect of unrealised foreign exchange (gain)/loss	-	-
Interest Income	(31,16,281)	(29,80,157)
Operating profit before working capital changes	(13,25,735)	(9,68,917)
Movements in working capital :		
Decrease/(increase) in inventories	8,855	4,262
Increase/(decrease) in trade and other payables	(45,094)	40,705
Decrease/(increase) in trade receivables	11,92,487	9,42,549
Decrease/(increase) in Other Current Assets	19,78,096	35,14,056
Increase/(decrease) in liabilities	(61,41,460)	(8,37,823)
Cash generated from / (used in) operations	(43,32,850)	26,94,831
Direct taxes paid (net of refunds)	1,81,835	4,22,265
<u>Net Cash flow from / (used in) operating activities (A)</u>	(45,14,685)	22,72,566
Cash flow from investing activities		
Purchase of fixed assets, including intangible assets, CWIP	-	-
Proceeds from sale of fixed assets	-	-
Proceeds from sale/ purchase of current investments (Net)	-	-
Decrease/(increase) in long-term loans and capital advances	10,09,927	(51,03,992)
Decrease/(increase) in Deposits	-	-
Interest received	31,16,281	29,80,157
<u>Net Cash flow from / (used in) investing activities (B)</u>	41,26,208	(21,23,835)

Cash flow from financing activities		
Proceeds from long-term borrowings	-	-
(net of repayment, including interest funded into Term Loans)	-	-
Proceeds from short-term borrowings (net of repayment)	-	-
<u>Net Cash flow from / (used in) financing activities (C)</u>	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(3,88,476)	1,48,732
Cash and cash equivalents at the beginning of the year	5,22,407	3,73,675
<u>Cash and cash equivalents at the end of the year</u>	1,33,931	5,22,407
Cash and cash equivalents consists of the following for the purpose of the Cash Flow Statement:		
Balances with Banks		
In Current Accounts	50,014	4,78,361
Stamp papers on hand		
Cash on hand	83,915	44,045
Total cash and cash equivalents	1,33,929	5,22,406

As per our Report of even dated
For C. L. Ostwal & Vo.
Chartered Accountants
FRN: 002850C

For and on behalf of SABOO BROTHERS LIMITED

Sd/-
CA Ashish Ostwal
Partner
M.No.:405273
UDIN: 21405273AAAADX4215
DATE: 29th June, 2021
PLACE: UDAIPUR

sd/-	sd/-	sd/-
Mr. Avinash Kapri	Mr. Rooplal Balai	Surbhi Jain
Wholetime Director	Wholetime Director	Company Secretary
DIN: 07035987	DIN: 08451425	M.No.:A61065

FINANCIAL YEAR 2020-21

SABOO BROTHERS LIMITED

STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2021

A) Equity Share Capital

(Rs. in lakhs)

Balance as at April 1, 2019	610
Add/(Less): Change in Equity Share Capital during the year	0
Balance as at April 1, 2020	610
Add/(Less): Change in Equity Share Capital during the year	0
Balance as at March 31, 2021	610

B) Other Equity

(Rs. in lakhs)

Particulars	Reserves and Surplus				Item of other Comprehensive Income	Total
	Securities Premium Account	General Reserve	Retained Earnings (Net of Deferred Tax)	OTHERS	Re-Measurement of defined benefit plans	
Balance as at April 1, 2018	966.30	0.00	-684.71	74.11	0.00	355.70
Profit for the year	0.00	0.00	21.49	0.00	0.00	21.49
Final Dividend on Equity Shares (FY 2018 - 19)	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax on Final Dividend	0.00	0.00	0.00	0.00	0.00	0.00
ReMeasurement of Defined Benefit Obligations (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00
Transfer from Other Comprehensive Income to Retained Earnings	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2019	966.30	0.00	-663.22	74.11	0.00	377.19
Profit for the year	0.00	0.00	15.78	0.00	0.00	15.78
Final Dividend on Equity Shares (FY 2019 - 20)	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax on Final Dividend	0.00	0.00	0.00	0.00	0.00	0.00
ReMeasurement of Defined Benefit Obligations (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00
Transfer from Other Comprehensive Income to Retained Earnings	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2020	966.30	0.00	-647.44	74.11	0.00	392.97
Profit for the year	0.00	0.00	15.97	0.00	0.00	15.97
Final Dividend on Equity Shares (FY 2020 - 21)	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax on Final Dividend	0.00	0.00	0.00	0.00	0.00	0.00
ReMeasurement of Defined Benefit Obligations (net of tax)	0.00	0.00	0.00	0.00	0.00	0.00
Transfer from Other Comprehensive Income to Retained Earnings	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2021	966.30	0.00	-631.47	74.11	0.00	408.94

The Accompanying Notes are an integral part of the Financial Statements As per our Report annexed.

For C. L. Ostwal & Co.

For and on behalf of SABOO BROTHERS LIMITED

Chartered Accountants

FRN : 002850C

sd/-

sd/-

sd/-

sd/-

CA. Ashish Ostwal

Surbhi Jain (CS)

Mr. Avinash Kapri

Mr. Rooplal Balai

Partner

Company Secretary

Whole Time Director

Whole Time Director

M. No. 405273

M.No.: A61065

DIN:07035987

DIN: 08451425

UDIN: 21405273AAAADX4215

Date : June 29, 2021

Place: Udaipur

SABOO BROTHERS LIMITED**CIN: L01100RJ1979PLC001851****Registered Office : 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001****ANNEXURE -A**List of Shareholders holding more than 5%
of Share

Sr.	NAME	NO. OF SHARES	% HOLDING
1	Anish Kumar	6,11,700	10.03%

The Accompanying Notes are an integral part of the Financial Statements As per our Report annexed.

For C. L. Ostwal & Co.

Chartered Accountants

FRN : 002850C

sd/-

CA. Ashish Ostwal

Partner

M. No. 405273

UDIN: 21405273AAAADX4215

Date : June 29, 2021

Place: Udaipur

sd/-

Surbhijain (CS)

Company Secretary

M.No.: A61065

sd/-

Mr. Avinash Kapri

Whole Time Director

DIN:07035987

sd/-

Mr. Rooplal Balai

Whole Time Director

DIN: 08451425

SABOO BROTHERS LIMITED

CIN: L01100RJ1979PLC001851

Reg Office : 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

NOTES FORMING PART OF FINANCIAL STATEMENTS YEAR ENDED March 31, 2021

	Particulars	March 31, 2021	March 31, 2020	March 31, 2019
2	<u>Other Financial Assets</u>			
	Security deposit	13,95,000	13,95,000	13,95,000
	Trade Receivable (Non-Current)	1,96,23,861	2,46,40,019	2,46,40,019
	Long Term Loans & Advances	6,13,21,649	5,73,15,418	5,22,11,427
	Total	8,23,40,510	8,33,50,437	7,82,46,445
3	<u>Inventories</u>			
	(Valued At Net Realisable Value)			
	Stock In Trade	3,23,793	3,32,648	3,36,910
	Total	3,23,793	3,32,648	3,36,910
4	<u>Trade Receivables</u>			
	Unsecured, Considered Good			
	More Than Six Month	-	8,81,891	31,24,359
	Less Than Six Month	29,53,404	32,64,000	19,74,730
	Total	29,53,404	41,45,891	50,99,089
5	<u>Cash And Cash Equivalent</u>			
	A. Cash In Hand	83,915	44,045	55,475
	B. Bank Balances			
	IDBI Bank (C.A.)	13,490	14,228	14,298
	Bank of Baroda (C.A.)	36,524	4,64,134	3,03,902
		1,33,929	5,22,406	3,73,675
6	<u>Short Term Advances</u>			
	Advance given for purchases of properties	1,86,50,000	2,06,50,000	2,40,10,000
	Income Tax Refund Receivable	5,46,210	5,46,210	5,47,240
	Advance against Expenses(CDSI)	20,053	31,750	-
	GST Credits	99,049	84,357	-
	TDS Receivable for the Year	2,70,910	3,26,391	3,03,686
	TDS Receivable Earlier Year	74,390	-	2,81,188
	Total	1,96,60,612	2,16,38,708	2,51,42,114
7	<u>Equity Share Capital</u>			
		-		
		As At	As At	As At
		31st March,2021	31st March,2020	31st March,2019
	<u>Authorised equity share capital</u>			
	Equity Shares Of Rs.10/- each	6,51,00,000	6,51,00,000	6,51,00,000
	Number	65,10,000	65,10,000	65,10,000
	<u>Issued & Subscribed Equity Share Capital</u>			
	Equity Shares Of Rs.10/- each	6,09,62,000	6,09,62,000	6,09,62,000
	Number	60,96,200	60,96,200	60,96,200

(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

	31st March 2021	31st March, 2020	31st March, 2019
Anish Kumar	6,11,700	6,11,700	-
Total	6,11,700	6,11,700	-

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Other Equity

(A) Share Premium	9,66,30,000	9,66,30,000	9,66,30,000
(B) Investment allowance reserve	3,92,000	3,92,000	3,92,000
(C) Subsidy	1,14,000	1,14,000	1,14,000
(D) Capital Reserve	69,05,000	69,05,000	69,05,000
(E) Surplus In Statement Of Profit And Loss			
Opening Balances	-6,47,44,435	-6,63,21,946	-6,84,70,723
Add: Surplus/Deficit In Profit And Loss Account	15,97,247	15,77,511	21,48,778
	-6,31,47,188	-6,47,44,435	-6,63,21,946
Total (A+B+C+D+E)	4,08,93,812	3,92,96,565	3,77,19,054

9

Trade Payables

Sundry Creditors *	29,20,593	90,62,053	98,99,877
Total	29,20,593	90,62,053	98,99,877

*As per information available with us there are no creditors outstanding as on 31/03/2021 which are registered under MSME Act.

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Other Current Liabilities

Outstandings And Other Liabilities	5,33,964	4,38,535	3,26,191
Income Tax Payable	2,70,000	4,00,000	5,15,000
TDS Payable	34,274	44,797	1,435
Total	8,38,238	8,83,332	8,42,626

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Revenue From Operations

Sales Phosphate	-	-	29,75,580
Revenue from IT Services	37,74,475	33,07,628	16,73,500
Sales of Scrap	8,485	4,135	-
Total	37,82,960	33,11,763	46,49,080

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Other Income

Interest Received (Net)	31,16,281	29,80,157	36,35,147
Interest on Income Tax Refund	-	22,491	-
Total	31,16,281	30,02,648	36,35,147

13	<u>Changes In Inventories Of Finished Goods</u>			
	<u>Inventory At The End Of The Year</u>			
	Stock In Trade	3,23,793	3,32,648	3,36,910
	Total	3,23,793	3,32,648	3,36,910
	<u>Inventory At The beginning Of The Year</u>			
	Stock In Trade	3,32,648	3,36,910	3,39,180
	Total	3,32,648	3,36,910	3,39,180
	<u>Increase / (Decrease) In Stock</u>	(8,855)	(4,262)	(2,270)
14	<u>Employee Benefits Expenses</u>			
	Salaries & Wages	2,30,000	2,25,000	1,56,000
	Total	2,30,000	2,25,000	1,56,000
15	<u>Other Expenses</u>			
	<u>Administrative Expenses</u>			
	SEBI Compliance Expenses	90,000	85,000	72,138
	Advertisement & News Paper Expenses	35,109	45,563	33,828
	Bank Charges	1,965	655	1,219
	Bad Debts	1,78,809	-	-
	BSE Listing Fees	3,00,000	3,00,000	2,95,000
	BSE Filing Charges	-	7,000	-
	Website Expenses	10,500	9,440	9,463
	Printing And Stationery	1,845	33,000	18,000
	Postage, Telegram & Telephone	1,500	6,545	7,658
	Professional Service Charges	15,912	55,600	90,467
	GST Charges	37,083	750	1,638
	Registrar & Share Transfer Agent Expenses	85,900	52,339	1,38,104
	Interest on TDS	3,744	1,258	-
	Rent	54,000	54,000	63,720
	Auditors Remuneration	37,000	37,000	23,000
	ROC Filing Charges	21,200	29,400	3,000
	Office expenses	3,073	8,750	4,250
	Travelling & Conveyance expenses	1,500	7,560	2,320
	Total	8,79,140	7,33,860	7,63,805
	Significant accounting policies and other accompanying notes (1 to 30) form an integral part of the financial statements.			
	For C. L. Ostwal & Co.	For and on behalf of SABOO BROTHERS LIMITED		
	Chartered Accountants			
	FRN : 002850C			
	Sd/-	Sd/-	Sd/-	Sd/-
	CA. Ashish Ostwal	Mr. Avinash Kapri	Mr. Rooplal Balai	Surbhi Jain (CS)
	Partner	Whole Time Director	Whole Time Director	Company Secretary
	M. No. 405273	DIN:07035987	DIN: 08451425	M.No.: A61065
	UDIN: 21405273AAAADX4215			
	Date : June 29, 2021			
	Place : Udaipur			

SABOO BROTHERS LIMITED

CIN: L01100RJ1979PLC001851

Reg Office : 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

Note 1

Property, Plant and Equipment:

As at March 31, 2021	
Particulars	Furniture & Fixtures
Gross Block	
As at April 1, 2021	5,81,676
Additions	-
Disposal	-
Adjustments	-
As at March 31, 2021	5,81,676
Accumulated Depreciation	
As at April 1, 2020	3,67,816
Charge for the period	11,464
Disposal	-
Adjustments	-
As at March 31, 2021	3,79,280
Net carrying amount	
As at March 31, 2021	2,02,396.34
As at March 31, 2020	
Particulars	Furniture & Fixtures
Gross Block	
As at April 1, 2019	5,81,676
Additions	-
Disposal	-
Adjustments	-
As at March 31, 2020	5,81,676
Accumulated Depreciation	
As at April 1, 2019	3,56,352
Charge for the period	11,464
Disposal	-
Adjustments	-
As at March 31, 2020	3,67,816
Net carrying amount	
As at March 31, 2020	2,13,860
As at March 31, 2019	2,25,324

Significant accounting policies and other accompanying notes (1 to 30) form an integral part of the financial statements.

For C. L. Ostwal & Co.

For and on behalf of SABOO BROTHERS LIMITED

Chartered Accountants

FRN : 002850C

Sd/-

Sd/-

Sd/-

Sd/-

CA. Ashish Ostwal

Mr. Avinash Kapri
Whole TimeMr. Rooplal Balai
Whole Time

Surbhi Jain (CS)

Partner

Director

Director

Company Secretary

M. No. 405273

DIN:07035987

DIN: 08451425

M.No.: A61065

UDIN: 21405273AAAADX4215

Date : June 29, 2021

Place : Udaipur

SABOO BROTHERS LIMITED

CIN: L01100RJ1979PLC001851

Registered Office : 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001

NOTE NO. 16**Significant Accounting Policies and Notes on Financial Statements:****1 CORPORATE INFORMATION :**

SABOO BROTHERS LIMITED, CIN Number:L01100RJ1979PLC001851 is a public limited company domiciled and incorporated in India and its shares are publicly traded on the BSE, in India. The registered office of 332, B BLOCK, ANAND PLAZA, UNIVERSITY ROAD, UDAIPUR (RAJ) -313001. The Company is primarily engaged in the Computer Hardware & Software and Information & Technology Services.

A. Basis of Preparation of Financial Statements:

- a. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.
- b. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value.

- c. Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

- d. Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Companies Act., 2013.

- e. The financial statements of the Company are presented in Indian Rupee (INR), which is also the functional currency of the Company.

B. Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Significant Accounting Policies

(i) Property, Plant and Equipment

The company consider the previous GAAP carrying value of all its Properties, Plants and Equipment except freehold and leasehold land as deemed cost at the transition date i.e. 1st April 2016. The Company has adopted optional exception under IND AS 101 to measure free hold land & lease hold land at fair value and consequently the fair value has been assumed to be deemed cost in case of free hold land & lease hold land on the date of transition.

Property, Plant and Equipment acquired after the transition dates are stated at cost less accumulated depreciation. Cost include expenses directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

(ii) Depreciation:

(A) On Tangible Assets :

- (a) Depreciation is provided on the straight line method by depreciating carrying amount of Property, Plant and Equipment over remaining useful life of the assets. Depreciation methods, useful life and residual values are reviewed at each financial year end.

The useful life and residual value as per such review is normally in accordance with schedule II of the Companies Act 2013. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

(b) Intangible Assets :

Intangible assets comprise of computer software. These assets are stated at cost.

(iii) Depreciation/Amortisation

Depreciation on Property, Plant & Equipment is calculated on straight line method using the rates arrived at based on the estimated useful life given in schedule II of the Company's Act. 2013 except as under : -

- Lease hold Land is amortised over the period of lease.
- Office Equipment are depreciated over 10 years.

The remaining useful life of property, Plant & Equipment is reviewed at each financial year end and is in accordance with life as per schedule II of the Company's Act. 2013.

(iv) Non Current Investments :

Investment are valued at fair market value on the reporting date either through other comprehensive income, or through the Statement of Profit and Loss.

(v) Valuation of Inventories:

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of stores and spares has been computed on weighted Average method and raw material has been computed on First-in-First-out Method, Scrap and waste has been valued on net realisation value. Due allowance is estimated and made for defective and obsolete items, wherever necessary. Scrap and waste has been valued at net realisable value.

(vi) Lease

The Company does not have any leased Assets as per AS-19.

(vii) Revenue/Income Recognition:

Revenue is recognised at the fair value of the consideration received or receivable. The amount disclosed as revenue is net of returns, trade discounts and taxes & duties.

The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

(a) Sales of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer and the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

(b) Other Operating Revenue Export Incentives

Revenue in respect of the export incentives is recognized on post export basis. Duty Drawback benefits are accounted for on accrual basis.

(c) Interest:-

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable

(d) Insurance and Other Claim:-

Revenue in respect of claims is recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

(viii) Employee benefits**Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Defined Contribution Plans:**Provident Fund**

This clause does not applicable to the Company.

Defined Benefit Plans**Gratuity and Leave Encashment**

This clause does not applicable to the Company.

(ix) (a). Foreign Currency Transactions:**(a) Transactions and balances**

There are no Transactions in Foreign Currency during the reporting period.

(b) Exchange Forward Contracts:

This Clause does not apply to the Company.

(C) Borrowing Costs:

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalised up to the date such asset are put to use and other borrowing cost are charged to statement of profit & loss. Borrowing cost includes exchange rate difference to the extent regarded as an adjustment to the borrowing cost.

(x) Research and Development:

There are no expenditure incurred on Research and Development under the head "Research and Development" during the year.

(xi) Taxation:

Income tax expense represents the sum of current and deferred tax (including MAT)

(a) Current tax :-

Current income tax assets and liabilities are measured at the amount to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are according to the prevailing Law on the reporting date. Income tax expense is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such cases the tax is recognised directly in equity or in other comprehensive income

(b) Deferred tax:

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and deferred tax liabilities are off set, and presented as net. The carrying amount of deferred tax asset / liability is reviewed at each reporting date and necessary adjustments made in the books of accounts accordingly.

(c) MAT :

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement.

(xii) Government Grant/ Interest Subsidy:

Government Grants are recognised where there is reasonable assurance that the grant will be received and all attached condition will be complied with. Grants related to specific fixed assets are deducted from the gross value of the concerned assets in arriving at their book values. Investment subsidy/employment generation subsidy / Interest rate subsidy and other revenue grants are credited to Statement of Profit and Loss or deducted from the related expenses.

(xiii) Impairment of Non Financial Assets:

The Management periodically assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment of an asset occurs where the carrying value exceeds the present value of the cash flow expected to arise from the continuing use of the asset and its eventual disposal. A provision for impairment loss is made when the recoverable amount of the asset is lower than the carrying amount.

(xiv) Provisions and Contingent liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

(xv) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(xvi) Dividend:-

No dividend has been declared by the Company during the Financial Year.

(xvii) Earning Per Share -

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

NOTE NO. 17**Fair value of Financial Assets and Financial Liabilities**

Sr. No.	Particulars	Fair Value Hierarchy	Note No.	As at March 31, 2021		As at March 31, 2020		As at March 31, 2019	
				Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
I	Financial Assets								
(a)	At Fair Value :- - Equity, Investment and unquoted Shares		A		-		-		
(b)	At Amortised Cost								
	- Trade Receivables			2,25,77,264	2,25,77,264	2,87,85,910	2,87,85,910	2,97,39,108	2,97,39,108
	- Loans, Security Deposit and Others			6,27,16,649	6,27,16,649	5,87,10,418	5,87,10,418	5,36,06,427	5,36,06,427
	- Cash and Cash Equivalents		B	1,33,929	1,33,929	5,22,406	5,22,406	3,73,675	3,73,675
	- Other Bank Balances			-	-	-	-	-	-
	Total Financial Assets			8,54,27,842	8,54,27,842	8,80,18,734	8,80,18,734	8,37,19,209	8,37,19,209
II	Financial Liabilities								
(a)	At Amortised Cost								
	- Borrowings			Nil	Nil	Nil	Nil	Nil	Nil
	- Trade Payables		B	29,20,593	29,20,593	90,62,053	90,62,053	98,99,877	98,99,877
	- Other Financial Liabilities			Nil	Nil	Nil	Nil	Nil	Nil
	Total Financial Liabilities			29,20,593	29,20,593	90,62,053	90,62,053	98,99,877	98,99,877

The fair value of financial assets and liabilities are included at the amount at which instruments could be exchanged in a current transaction between the willing parties. The following methods and assumptions were used to estimate the fair value:

- (A) The Company has opted to fair value its unquoted equity instruments at its Net Asset Value through Retained Earnings.
- (B) The fair values of cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, short term borrowings, trade payables, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments. Company has adopted Effective Interest Rate Method (EIR) for fair valuation of long term borrowings.

Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

NOTE NO .18

Financial Risk Management Objectives and Policies:

The Company's activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

- (a) **Market Risk:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk; Foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

- (b) **Foreign Currency Risk:**
There are no Foreign Currency transection during the financial year.

- (c) **Foreign Currency Sensitivity:**
There are no Foreign Currency transection during the financial year.

- (d) **Interest Rate Risk and Sensitivity:**

The Company does not have any term borrowings.

- (e) **Commodity price risk:**
The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material and therefore, require a continuous supply of certain raw materials & brought out components such as fibre, polyethylene compound, copper etc. To mitigate the commodity price risk, the company has an approved supplier base to get the best competitive prices for the commodities and to manage the cost without any compromise on quality.

- (f) **Equity price risk:**
The Company's exposure to equity instruments price risk arises from investments held by the company and classified in the balance sheet at fair value through OCI. Having regard to the nature of securities, intrinsic worth, intent and long term nature of securities held by the company, fluctuation in their prices are considered acceptable and do not warrant any management estimation.

- (g) **Credit Risk:**

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivables:

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date

(h) Deposits with Bank:

The deposits with banks constitute mostly the investment made by the company against bank guarantee and are generally not exposed to credit risk .

(i) Liquidity Risk:

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarises the maturity profile of company's financial liabilities based on contractual undiscounted payments:

Particulars		Carrying Value	Payable on Demand	Upto 12 Months	1 to 5 years
As at March 31, 2021					
Borrowings*		Nil	Nil		
Preference Share Capital		Nil	Nil		
Trade and Other Payables		29,20,593	29,20,593		
Total		29,20,593	29,20,593	-	-
As at March 31, 2020					
Borrowings*		Nil	Nil		
Preference Share Capital		Nil	Nil		
Trade and Other Payables		90,62,053	90,62,053		
Total		90,62,053	90,62,053	-	-
As at March 31, 2019					
Borrowings*		Nil	Nil		
Preference Share Capital		Nil	Nil		
Trade and Other Payables		98,99,877	98,99,877		
Total		98,99,877	98,99,877	-	-

* Including working capital facility from consortium banks renewed every year and current maturity of long-term borrowings.

NOTE NO. 19**Capital Management:**

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Borrowings*	-	-	-
Less: Cash and Cash equivalents	1,33,929	5,22,406	3,73,675
Net debt	- 1,33,929	- 5,22,406	- 3,73,675
Equity Share Capital	6,09,62,000	6,09,62,000	6,09,62,000
Preference Share Capital	-	-	-
Other Equity	4,08,93,812	3,92,96,565	3,77,19,054
Total Capital	10,18,55,812	10,02,58,565	9,86,81,054
Capital and net debt	10,17,21,883	9,97,36,159	9,83,07,380
Gearing ratio	-0.13%	-0.52%	-0.38%

* Borrowings does not includes Preference Share Capital.

March 31, 2021 March 31, 2020
Rs. Rs.

NOTE NO. 20

Estimated amount of contracts remaining to be executed on Capital Account and not provided for

Nil Nil

NOTE NO. 21

Contingent Liabilities not provided for in respect of

Nil Nil

i) Bonds executed in favour of Customs and Excise Authorities

Nil Nil

ii) Foreign bills discounting with Banks

Nil Nil

iii) Claims not acknowledged as debts (Disputed by the Company and or appealed against);

Nil Nil

a) Demand of Income Tax

Nil Nil

b) Demands by Excise department (including Service Tax)

Nil Nil

c) Demands of Sales Tax.

Nil Nil

d) Demands of workers

Nil Nil

iv) Others

Nil Nil

NOTE NO. 22**A) Amount Paid/Payable to Auditors:**

a) Statutory Audit Fee	37,000	23,000
b) Tax Audit Fee	-	-
c) Other Certification Charges	-	-
d) Reimbursement of Expenses	-	-
	<u>37000</u>	<u>23000</u>

B) Amount Paid/Payable to Cost Auditors Included in Misc. Expenses

a) Audit Fees	Nil	Nil
b) Reimbursement of Expenses	Nil	Nil
	<u>0</u>	<u>0</u>

NOTE NO. 23

Accounts in respect of Current and Non-Current Liabilities, Trade Receivables , Other Current Assets, Loans and Advances and Deposits are subject to confirmations of respective parties.

NOTE NO. 24

The management has certified that the Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures, if any, relating to total outstanding dues of Micro Enterprises and Small Enterprises and the Principal amount and Interest due thereon remaining unpaid and the amount of Interest paid/ payable as required under amended Schedule III of the Companies Act.2013 could not be compiled and disclosed. The Auditors have relied on the certificate of the management in this regard.

NOTE NO. 25**Earnings Per Share (EPS)-**

The numerators and denominators used to calculate Basic and Diluted Earnings Per Share:

	March 31, 2020	March 31, 2021
i) Net Profit (after tax)	15,97,247	15,77,511
Add :		
ii) Basic/Weighted average number of Equity Shares outstanding during the year (B)	60,96,200	60,96,200
iii) Nominal value of Equity shares (Rs.)	10	10
iv) Basic/Diluted Earnings per Share (Rs.) (A) / (B)	0.26	0.26

NOTE NO. 26**Segment Information :**

- (a) The Company has two reportable Primary Business Segment i.e Fertilizers/their Raw Materials and I.T. Services.
Segment wise information of Revenue, Results and Capital employed for the year ending March 31,2021 is given as under.

PRIMARY SEGMENT REPORT				2020-21		
S.No.	Particulars			Fertilizers/RM	I.T. Services	TOTAL
1	Segment Revenue					
	External Revenue			8,485	37,74,475	37,82,960
	Internal Revenue			-	-	-
			Total:	8,485	37,74,475	37,82,960
	Less: Internal Revenue					-
		Entity Revenue				37,82,960
2	Segment Results					
	Segment External Revenue(From 1 above)			8,485	37,74,475	37,82,960
	Add:Other Segmental Operating Incomes			-	-	-
	Less: Operating Expenses			-	36,03,555	36,03,555
	Less: Allocated Expenses			-	-	-
		Operating EBIT		8,485	1,70,920	1,79,405
	Add:Other Incomes					31,16,281
	Less:Unallocable Expenses					15,05,140
	Less:Interest					-
		PBT				17,90,546
	Less:	Income Tax Earlier Year				-88,165
		Current Tax				2,70,000
		Deferred Tax				-
	PAT Before Dep. And non-Cash Exp.					16,08,711

PRIMARY SEGMENT REPORT				2020-21		
S.No.	Particulars			Fertilizers/RM	I.T. Services	TOTAL
3	Segment Assets					
	Allocated Assets			-	29,53,404	29,53,404
	Unallocated Assets					10,26,61,240
		TOTAL				10,56,14,644
4	Segment Liabilities					
	Allocated Liabilities			-	29,20,593	29,20,593
	Unallocated Liabilities					8,38,238
		TOTAL				37,58,831
5	Capital Employed					10,18,55,812
6	Capital Expenditure			-	-	-
7	Depreciation And Ammortization					11,464
8	Non-Cash Expenditure			-	-	-

Note: As the Company started business of I.T Services during current financial year, there is no need for furnishing the figures of corresponding Previous Year.

- (b) The following table shows the distribution of Company's Revenue from operations by geographical market, regardless of where the goods were produced :

SECONDARY SEGMENT REPORT		2020-21	
Sr.No.	Geographical Segments	Domestic	Overseas
1	Revenue From Operations	37,82,960	-
2	Carrying Amount Of Segment Assets	10,56,14,644	-
3	Carrying Amount Of Segment Liabilities	37,58,831	-
	TOTAL	11,31,56,435	-

NOTE NO. 27

The disclosures required as per the Indian Accounting Standards (Ind-AS 19 - Employee Benefits) notified under the Companies (Indian Accounting Standards) Rules, 2015 are as under :

Defined - Contribution Plans

The Company offers its employees defined contribution plan in the form of provident fund(PF), family pensions fund (FPF) and Employees State Insurance Scheme (ESI) which covers substantially all regular employees. Contribution are paid during the year into separate funds under certain fiduciary-type arrangements. Both the employees and the company pay pre determined contribution into the provident funds, family pension fund and the Employees State Insurance Scheme. The Contributions are normally based on a certain proportion of the employee's salary.

Contribution to Defined Benefit Plan, recognized and charged off for the year are as under (excluding for on contracts payments):

	<u>Rs.</u>	<u>Rs.</u>
Provident Fund	Nil	Nil
Family Pension Fund	Nil	Nil
Employees State Insurance Scheme	Nil	Nil

Defined - Benefit Plans

The Cluase does not apply to the Company.

NOTE NO. 28

"The Ind AS Financial Statement includes Other Financial Assets of Rs. 823.40 Lakhs which has been sub classified into Trade Receivable (Non current) and Long Term Loans and Advances out of which balances of Rs. 287.52 Lakhs are outstanding for more than three Years.The Management is of the view that the discussions with the concerned parties are still on and the amount is expected to be recovered in the current year."

NOTE NO. 29

The Company has diversified its business from fertilizer to Information Technology in the current year and it no longer deals in fertilizers. The company has residual inventory of fertilizers and other items amounting to Rs. 3,23,793 available with them. The said inventory is measured at Net realisable value. The Management will dispose the same in the current year. However, on a conservative basis any diminution in the value of inventory is not expected to be significant which may have material impact on the results of the Company.

NOTE NO. 30

Previous Year, figures have been regrouped / rearranged, wherever necessary.

Significant Accounting Policies and Notes As per our Report of even date

For and on behalf of SABOO BROTHERS LIMITED

For C. L. Ostwal & Co.

Chartered Accountants
FRN : 002850C

sd/-
CA. Ashish Ostwal

Partner
M. No. 405273

sd/-
Mr. Avinash Kapri

Whole Time Director
DIN:07035987

sd/-
Mr. Rooplal Balai
Whole Time
Director
DIN: 08451425

sd/-
Surbhi Jain (CS)
Company
Secretary
M.No.: A61065

UDIN: 21405273AAAADX4215

Date : June 29, 2021

Place : Udaipur