

# 34<sup>TH</sup> ANNUAL REPORT

## 2018-2019



### **SAI MOH AUTO LINKS LIMITED**

CIN : L34300DL1985PLC020510

Regd. Office: C-582, SaraswatiVihar, Pitampura, Delhi-110034

Phone : 011-27017987, Fax : 011-27017987

Email: [saimohauto@gmail.com](mailto:saimohauto@gmail.com), Website: [www.saimohauto.com](http://www.saimohauto.com)

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**SAI MOH AUTO LINKS LIMITED**

**Corporate Information**

**BOARD OF DIRECTORS**  
**(As on 31<sup>st</sup> March, 2019)**

Mr. Anand Kumar  
Mr. Arpit Goel  
Ms. Shashi Yadav  
Mr. Manoj Kumar Mittal

Managing Director (DIN: 01381489)  
Director (DIN: 06405912)  
Independent Director (DIN: 07743898)  
Independent Director (DIN: 07974904)

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Dinesh Kumar Maurya  
(Resigned w.e.f. 02.05.2019)  
Ms. Bhavya Kochhar  
(Appointed w.e.f. 30.05.2019)

**CHIEF FINANCIAL OFFICER**

Mr. Manoj Kumar  
(Resigned w.e.f. 02.05.2019)  
Mr. Shree Ram  
(Appointed w.e.f. 02.05.2019)

**AUDITORS**

M/s Kapil Dev & Associates,  
Chartered Accountants  
(Firm Registration No. 025812N)

**BANKERS**

Vijay Bank,  
Kamla Nagar  
Delhi-110007

HDFC Bank  
Saraswati Vihar, Pitampura,  
Delhi-110034

**REGISTRAR & SHARE TRANSFER AGENTS**

MAS Services Limited  
Registrar & Share Transfer Agents.  
T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area  
Phase -II, New Delhi-110020.  
Ph. No.:011-26387281-83  
Fax No.: 011- 26387384  
Contact Person Details: Mr. Sharwan Mangla  
Email Id: mas\_serv@yahoo.com

**REGISTERED OFFICE**

C-582, Saraswati Vihar, Pitampura, Delhi-110034  
Phone: 011-27017987, Fax : 011-27017987  
Email: Sai Mohauto@gmail.com, Website: www.Sai Mohauto.com

**CIN NO. OF THE COMPANY**

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**Email : Sai Mohauto@gmail.com, Website : www.Sai Mohauto.com**

## Notice

**NOTICE IS HEREBY GIVEN THAT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SAI MOH AUTO LINKS LIMITED WILL BE HELD ON MONDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2019, AT C-582, SARASWATI VIHAR, PITAMPURA, DELHI-110034 AT 10:00A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss of the Company and cash flow statement and other Annexures thereof for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anand Kumar (DIN: 01381489), the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

### Special Business:

3. **To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution**

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties or appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties:

Sr. No	Name of the Related Party	Type of Transactions	Maximum Value of Transactions per annum with effect from April 01, 2019 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CIN No. U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.50.00*
2.	Shreshtha Securities Pvt. Ltd. (CIN No.U67120DL1996PTC083357)	Unsecured Loan	Upto Rs.10.00*

\*Expected maximum annual value of transactions per related party over the year.

“**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

**4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Special Resolution**

**“RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and subject to approval of the Central Government (power delegated to Registrar of Companies), Bombay Stock Exchange Limited and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “SAI MOH AUTO LINKS LIMITED” to “AMS POLYMERS LIMITED” or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Delhi and Haryana and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is AMS Polymers Limited.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited**

**Sd/-**

**(Anand Kumar)**

**Chairman**

**DIN: 01381489**

**Date: 2<sup>nd</sup> September, 2019**

**Place: New Delhi**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto and forms parts of notice.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of the AGM.
6. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
11. Members are requested:
  - i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
14. **Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company as well as to get their shares on and before 5th December, 2018, pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed on or after 05<sup>th</sup> December, 2018 unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialized. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

**Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e. MAS Services Limited having registered office is T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 23<sup>rd</sup> September, 2019 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 23<sup>rd</sup> September, 2019 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 34<sup>th</sup> AGM on 30<sup>th</sup> September, 2019.

The e-voting period will commence at 09.00 A.M. on 27<sup>th</sup> September, 2019 and will end at 05.00 P.M. on 29<sup>th</sup> September, 2019. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS –7631 & CP No. 8325), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agencies to provide e-voting facilities.

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited  
Sd/-  
(Anand Kumar)  
Chairman  
DIN: 01381489**

**Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.3 to 6of the accompanying notice:

**Item No. 3**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned here in below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up capital of Rs. Ten Crores or more, prior approval of shareholders must be obtained for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,
4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

The transactions as are mentioned in Section 188(1) of the Companies Act, 2013 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 that may become material in nature as these transactions may exceed 10% of the net worth of the Company or may exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto.

The following contracts/arrangements/transactions require the approval of the unrelated shareholders of the Company by way of Ordinary resolution:

Sr. No	Name of the Related Party	Type of Transactions	Maximum Value of Transactions per annum with effect from April 01, 2019 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CIN : U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.50.00*
2.	Shreshtha Securities Pvt. Ltd. (CIN: U67120DL1996PTC083357)	Unsecured Loan	Upto Rs.10.00*

\* Expected maximum annual value of transactions per related party over the year

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 3 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in Item No. 3 for approval of the Member as an Ordinary Resolution.

Except Mr. Anand Kumar, Managing Director and Mr. Arpit Goel, Director of the Company, no other Director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

**Item No. 4**

The Board of Directors in its meeting held on 12<sup>th</sup> August 2019 decided to change the name of the Company from "Sai Moh Auto Links Limited" to "AMS Polymers Limited". AMS Stands for Annu Material Sciences.

Pursuant to the Takeover of the Company by Mr. Anand Kumar and Mr. Arpit Goel in 2017 and change in main objects of its Memorandum of Association the Company, Sai Moh Auto Links Limited is no more in Auto Parts & Equipments Business. The Company has changed its Objects and Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) was issued by Registrar of Companies on 26<sup>th</sup> February 2018. As the name "Sai Moh Auto Links Limited reflects the Auto parts & Equipments Business and does not match with the current business of the Company, the Management of the company has decided to change its Name.

The Company is in Chemical Business, it deals in all types of heavy and light chemicals (organic and inorganic), Polyurethane chemical, sealants, epoxy and chemicals used for footwear, automobile, textile industries and therefore wants to change its name from "Sai Moh Auto Links Limited" to "AMS Polymers Limited", so that the name of the company reflects the true and fair picture of the business carried in by the Company.

The name "AMS Polymers Limited" has been duly approved and made available by the Registrar of Companies, National Capital Territory of Delhi and Haryana vide its name availability approval letter dated 2<sup>nd</sup> September 2019 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval in Item No.4.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in passing of this resolution, except to the extent of their shareholding if any

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited  
Sd/-  
(Anand Kumar)  
Chairman  
DIN :01381489**

**Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi**

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#### **VOTING THROUGH ELECTRONIC MEANS**

**The procedure and instructions for e-voting as given in the Notice of the 34<sup>th</sup> Annual General Meeting are again reproduced hereunder for easy reference:**

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
  - a. Open e-mail and open PDF file viz."Sai Moh Auto Links-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "**Sai Moh Auto Links Limited**". The EVEN of Sai Moh Auto Links Limited i.e., 112043.
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.



- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cskundanagrawal@gmail.com](mailto:cskundanagrawal@gmail.com) with a copy marked to [Sai Mohauto@gmail.com](mailto:Sai Mohauto@gmail.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**II. In case of Members receiving Physical copy of Notice of 34<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2019.
  - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 23<sup>rd</sup> September, 2019, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.  
  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact CDSL at the following toll free no.: 1800-200-5533.
  - F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - 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 through ballot paper.
  - H. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS -7631 & CP No. 8325), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - I. The e-voting period will commence at 09.00 A.M. on 27<sup>th</sup> September, 2019 and will end at 05.00 P.M. on 29<sup>th</sup> September, 2019.
  - J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - K. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.Sai Mohauto.com](http://www.Sai Mohauto.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Bombay Stock Exchange Limited, Ludhiana Stock Exchange Limited, Ahmadabad Stock Exchange Limited and Delhi Stock Exchange Limited.
  - M. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

## Director's Report

Dear Members,

Your Directors are delighted to present the 34<sup>th</sup> Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31<sup>st</sup> March, 2019.

### 1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2019 is summarized below:

(Amount in Rs. Lacs)

Particulars	Financial Year ended	
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Total Income	2364.03	103.82
Total Expenditure	2359.77	103.48
Profit before tax	4.25	0.34
Provision for tax	0.82	0
Deferred Tax Liabilities (Assets)	(2.15)	(1.71)
Short Provision of tax of earlier years	0.01	(0.20)
Profit after Tax	5.57	1.19
Profit/(Loss) b/f of previous year	(27.60)	(28.79)
Capital Reserve	-	-
Balance of Profit/(Loss) carried to Balance Sheet	(22.03)	(27.60)
Paid-up Share Capital	330.25	330.25
Reserves and Surplus	(22.03)	(27.60)

### 2. Dividend

In view of insufficiency of profits, your Directors regret their inability to recommended dividend on equity shares for the year under review.

### 3. Reserves

In view of insufficiency of profits, your Directors regret their inability to recommended dividend on equity shares for the year under review.

### 4. Brief description of the Company's working during the year:

During the year under review total revenue of the Company was Rs. 2364.03lacs as against Rs. 103.82 lacs in the previous year. The company earned a net profit (after tax) of Rs. 5.57lacs against a net profit (after tax) of Rs. 1.19 lacs during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

### 5. Change in the nature of business, if any

During the year under review, the Company had no change in the nature of its business activity.

### 6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

During the period between the end of the financial year of the company and the date of the report, there are no material changes and commitments which affect the financial position of the company.

### 7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future

During the year, there is no significant and material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

**9. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no Subsidiary. During the year, no company has become or ceased as subsidiary/Joint-venture/Associate of the company.

**10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement**

During the year, no consolidated financial statements have been prepared by the company as the Company has no subsidiary company.

**11. Public Deposits**

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under-

(a)		accepted during the year	Rs Nil
(b)		remained unpaid or unclaimed as at the end of the year	Rs Nil
(c)		whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	N.A. since the company has not accepted any deposits.
	(i)	at the beginning of the year	Rs Nil
	(ii)	maximum during the year	Rs Nil
	(iii)	at the end of the year	Rs Nil

**12. Auditors****A. Statutory Auditors:**

M/s. Kapil Dev & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Registration No. 025812N), had been reappointed for a further period of five years by the shareholders in 33<sup>rd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018, i.e., from the conclusion of 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> AGM of the Company as per the requirement of Section 139 (1) of the Companies Act, 2013 and rules made thereunder.

As per the Companies (Amendment) Act, 2017 and Rules made thereunder, w.e.f. May 07, 2018, the Central Government notified the omission of the requirement related to ratification of appointment of auditors by members at every Annual General Meeting. Accordingly, the resolution for ratification has not been placed before the members.

**Statutory Auditors' Report:**

The comments on statement of accounts referred to in the report of the Auditors are self explanatory. Auditor's Report does not contain any qualification, reservation or adverse remark.

**B. Secretarial Auditors:**

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board has appointed M/s. Kundan Agrawal & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the FY 2018-19.

**Secretarial Audit Report**

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in its Secretarial Audit Report for the Financial Year 2018-19.

The company has also obtained a certificate from M/s Kundan Agrawal & Associates, Practicing Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

The Secretarial Audit Report and Certificate regarding Disqualification of Directors for the F. Y. 2018-19 are provided as **Annexure-1(A), 1(B)** respectively.

**C. Internal Auditor:**

Pursuant to the provision of the Companies Act, 2013, and Rules framed thereunder, the Board of Directors on the recommendation of the Audit Committee had appointed M/s. Sanghi & Co., Chartered Accountants as the Internal Auditor of the company for the FY 2018-19.

**13. Cost Audit**

Pursuant to Section 148 read with Companies (Cost Records and Audit) Rules, 2014 and due to turnover based criteria as prescribed by Central Government, the company is not required to maintain Cost Records for the product being manufactured and get the same audited by Cost Auditor.

**14. Share Capital**

<b>A</b>	<b>Issue of equity shares with differential rights:</b>	During the year, company has not issued any equity shares with differential rights.
<b>B</b>	<b>Issue of sweat equity shares</b>	During the year, company has not issued any Sweat equity shares.
<b>C</b>	<b>Issue of employee stock options</b>	During the year, company has not issued employee stock options.
<b>D</b>	<b>Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees</b>	Rs Nil
<b>E</b>	<b>Bonus Shares</b>	No bonus shares were issued during the year under review.
<b>F</b>	<b>Forfeiture of Shares</b>	No further forfeiture of Shares occurred during the year under review.

**15. Extract of the annual return (MGT-9)**

The extract of the Annual Return in Form No. MGT-9 is annexed herewith (**Annexure 2**).

**16. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**A) Conservation of energy**

The company has undertaken various energy efficient practices which have strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

**(A) Technology absorption**

The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

**(B) Foreign exchange earnings and Outgo during the year:**

Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

**17. Corporate Social Responsibility (CSR)**

In terms of section 135(1) of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

**18. DIRECTORS AND KEY MANAGERIAL PERSONNEL****A) Changes in Directors and Key Managerial Personnel****Appointment and Cessation**

There is no appointment or cessation of Directors during the year under review.

However, Mr. Dinesh Kumar Maurya, Company Secretary and Mr. Manoj Kumar, Chief Financial Officer of the Company resigned w.e.f. 02.05.2019 from the post of Company Secretary & Compliance Officer and Chief Financial Officer of the Company respectively after the year under review.

Ms. Bhavya Kochhar and Mr. Shree Ram were appointed w.e.f. 30.05.2019 and 02.05.2019 as Company Secretary & Compliance Officer and Chief Financial Officer of the Company respectively after the year under review.

## **Appointment**

### **Director liable to retire by rotation**

In accordance with the provisions of the Companies Act, 2013, Mr. Anand Kumar (DIN: 01381489), Director of the Company, retires by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Anand Kumar, the Board is of the opinion that his re-appointment will immensely benefit your Company. The Board recommends his appointment.

### **Brief profile of Mr. Anand Kumar**

Mr. Anand Kumar, aged 56 years, is a commerce graduate with over 36 years of experience in various industries. He began his career by establishing a Chemical Trading Company and Diversified it into a specialty chemical manufacturing company, footwear sole Manufacturing company and hospitality industry. Presently, Mr. Anand Kumar does not hold Directorship in any other public limited company except Sai Moh Auto Links Limited.

Mr. Anand Kumar holds 6,68,949 shares constituting 20.26% of the paid up Share Capital of the Company as on 31<sup>st</sup> March, 2019.

Except Mr. Arpit Goel, Non-Executive Director of the Company, Mr. Anand Kumar (DIN: 01381489) does not have a relationship with any of the existing Directors and Key Managerial Personnel.

## **B) Declaration by Independent Directors**

Your Company has received necessary declaration from each Independent Director of the Company under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet with the criteria of independence as prescribed under the aforesaid Section and Regulation.

## **C) Formal Annual Evaluation**

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non – Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

## **19. Number of meetings of the Board of Directors**

Five meetings of the Board of Directors were held during the year on 29.05.2018, 13.08.2018, 01.09.2018, 14.11.2018 and 14.02.2019.

One separate meeting of Independent Directors of the Company was held on 18.03.2019.

## **20. Committees of the Board**

During the year under, in accordance with the Companies Act, 2013, the Board reconstituted some of its Committees. The Committees are as follows:

- \* Audit Committee
- \* Stakeholders' Relationship Committee
- \* Nomination and Remuneration Committee

Details of the said Committees alongwith their charters, compositions and meetings held during the year are provided in the Report of Corporate Governance as a part of this Annual Report.

**21. Board Evaluation**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The performance of the Board was evaluated by the Board on the basis of Performance Evaluation Policy formulated by the Board and after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc. and on such further criteria as is set out in the Performance Evaluation Policy (**as per Annexure 3**) formulated by the Nomination and Remuneration Committee and approved by the Board to evaluate the performance of the Board and its Committees.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors held on 18.03.2019, performance of non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Based on the outcome of performance evaluation for the financial year 2018-19, further measures/actions have been suggested to improve and strengthen the effectiveness of the Board and its Committees.

**22. Policy on Directors' Appointment and Remuneration**

Your Company has a policy 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 March 31, 2019, the Board consisted of 4 members out of which 1 (One) is Executive Director, 1 (One) is Non-Executive Director and 2 are Independent Directors including 1 Woman Independent Director.

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, is attached as **Annexure – 4** to the Board Report. Further the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

**23. Risk Management Policy and Internal Control**

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**24. Whistle Blower Policy and Vigil Mechanism**

Your Company has established a "Whistle Blower Policy" and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed at the website of the Company i.e. [www.saimohauto.com](http://www.saimohauto.com).

**25. Particulars of loans, guarantees or investments under Section 186**

Particulars and details of loans given, investments made or guarantees given and securities provided, if any, are given in the Notes to the Financial Statements.

**26. Contracts and arrangements with related parties**

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the [www.SaiMohauto.com](http://www.SaiMohauto.com).

As a matter of Company's policy, all contracts/arrangements/transactions, if any, which entered by the company with related parties were in the ordinary course of business and details and prescribed particulars of all such transactions (if any), are contained in the Notes to the Financial Statements.

Details of related party transactions entered during the year under review are provided in **AOC-2** annexed herewith and forms part of this Report as per **Annexure-5**.

**28. Corporate Governance:**

Although, the provisions of Listing Regulations with respect to the Corporate Governance are not applicable on your Company. However, your Company has been benchmarking itself with well established Corporate Governance practices besides strictly complying with the requirements of Regulation 17 to 27 and any other applicable Regulation of the SEBI under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

A separate "Report on Corporate Governance" together with requisite certificate obtained from Statutory Auditors of the Company, confirming compliance with the provisions of Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

**29. Directors' Responsibility Statement**

Pursuant to Section 134(3) (c) read with 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and belief confirm that:

- (a) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards had been followed and no material departures have been made from the same;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 i.e. on 31<sup>st</sup> March, 2019 and of the profit or loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**30. Particulars of Employees**

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 10.2Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 8.5lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as **Annexure – 6**.

During the year under review, Mr. Anand Kumar, Managing Director of the Company has received Rs. 8,14,010 as Remuneration during the year under review. Except Mr. Anand Kumar, none of the Directors of the Company have received remuneration from the Company.

The Nomination and Remuneration Committee of the Company has affirmed in its meeting held on March 18, 2019 has affirmed that the remuneration paid to the Senior Management Employee/KMPs is as per the remuneration policy of the Company.

**31. Internal Financial Control and Their Adequacy**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time.

**32. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder**

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

**33. Reporting of frauds by Auditors**

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which need to be mentioned in this Report.

**34. Secretarial Standards**

The Company has complied with the provisions of the applicable Secretarial Standards, i.e. SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings).

**35. Human Resources**

Your Company treats its “human resources” as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**36. Segment-wise performance**

The Company is into single reportable segment only.

**37. Management Discussion and Analysis**

The Management Discussion and Analysis Report on the business of the Company and performance review for the year ended March 31, 2019, as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate report which forms part of the Report.

**38. Disclosure of Accounting Treatment**

The financial statements for the financial year 2018-19 have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies to the extent applicable.

**39. Listing of Shares**

The shares of your Company are listed at Bombay Stock Exchange Limited, Ahmadabad Stock Exchange, Ludhiana Stock Exchange Ltd. and Delhi Stock Exchange Ltd.

**40. Acknowledgements**

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India (SEBI), the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.

Finally, the Directors thank you for your continued trust and support.

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited**

**Sd/-**

**(Anand Kumar)**

**Chairman**

**DIN: 01381489**

**Date: 2<sup>nd</sup> September, 2019**

**Place: New Delhi**



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY AND ECONOMY OVERVIEW

Chemical Industry is one of the oldest industries in India, which contributes significantly towards industrial and economic growth of the nation. Since this industry has numerous forward and backward linkages, it is called the backbone of the industrial and agricultural development of the country and provides building blocks for many downstream industries.

The Indian Chemical Industry has witnessed robust growth in the past decade and has been ranked 6th largest in the world and 3rd largest in Asia according to United Nations Industrial Development Organization (UNIDO). It is expected to register a growth of 8-9% in the next decade and double its share in global chemical industry to 5-6% by 2021.

Government recognizes Chemical Industry as a key growth element of Indian Economy. In Chemical Sector, the Indian Government allows 100% FDI. Manufacture of most of chemical products is delicensed except life hazardous. Its share in manufacturing sector GDP is ~16% and Government has target to increase it to at least 25% by 2025.

The Chemicals Industry in India is the largest consumer of its own products, consuming 33% of its output. With promising growth trends in the Chemicals Industry, this internal consumption is also set to rise.

Indian Chemical Industry's main growth segments are Petroleum and Petrochemicals, Chlor-Alkali, Pesticides, Specialty Chemicals and Pharmaceuticals & Bulk Drugs.

Petrochemical Industry mainly comprises of Polymers, Synthetic Fibers, Fiber Intermediates and Plastic Processing. They find wide application in domestic as well as industrial sectors.

The Indian Petrochemical Industry originated in 1970's and saw rapid growth during the 1980's and 1990's. However, it faced setbacks in 2008 due to surge in prices of crude oil. Growing at a CAGR of 14%, Petrochemical Industry in India is likely to reach USD 100bn by 2020 from the current size of about USD 40bn.

India is the 4th largest producer of Pesticides after USA, Japan and China. India is the 3rd largest producer of Pesticides in Asia.

#### High potential for growth in chemical industry

The industry comprises both small-scale and large units (including MNCs) and produces thousands of products and byproducts ranging from plastics and petrochemicals to cosmetics and toiletries. The industry consumes a significant share (around one-third) of its own production. The industry has a 14% weightage in the overall Index of Industrial Production (IIP) which gives an indication of its importance in the country's industrial growth. A robust chemical industry ushers in many economic and strategic benefits for the nation. Indian Chemical industry to touch USD 190 billion by end of 2016.

The Indian chemical sector accounts for 13-14% of total exports and 8-9% of total imports of India. In terms of volume of production, it is the twelfth-largest in the world and the third-largest in Asia. Currently, the per capita consumption of products of the Indian chemical industry is one-tenth of the world average, which reflects the huge potential for further growth. The Indian advantage lies in the manufacturing of basic chemicals that are also known as commodity chemicals that account for about 57% of the total domestic chemical sector.

#### Industry structure

The chemical industry can be broadly classified into two segments – organic and inorganic chemicals. Organic chemicals cover over half of all known chemical compounds, and include petrochemicals, drugs, cosmetics, agrochemicals, etc. Inorganic chemicals comprise alkalis, dyes and dyestuffs.

Based on a more functional classification, chemicals can be divided into basic, specialty and fine chemicals.

Alkali chemicals form the highest chunk in the total chemical production in India. During FY10, alkali chemicals production (till February 2009) was 5.5 MMT and accounted for around 71% of the total chemical production. The dyestuff sector is one of the important segments of the Indian chemical industry and has forward and backward linkages with a variety of sectors

such as textiles, leather, paper, plastics, printing inks and foodstuffs. The textile industry accounts for 70% of the consumption of dyestuffs.

### **Trend in production of the chemical industry**

In the Indian chemical industry, alkali chemicals enjoy the highest contribution in the total production. Since FY02-FY09, the representation of alkali chemicals in the total production has been around 70%, followed by organic chemicals at around 20%. The share of dyes and dyestuffs and pesticides, on the other hand, remain extremely low; however, the production of dyes and dyestuffs has been increasing steadily since FY04 due to its growing significance in sectors such as textiles, leather, plastics and foodstuffs. Nonetheless, the growth in production of organic chemicals has been extremely sluggish. During FY03-FY09, the production of inorganic chemicals rose steadily as compared with the steady production growth of alkali and organic chemicals, therefore this segment grew at comparatively healthier CAGR than the industry as a whole.

### **Growth of Chemical Industry**

The chemical sector has witnessed growth of 13-14% in the last 5 years while petrochemicals have registered a growth of 8-9% over the same period. The major growth drivers, behind India's chemical industry could be listed as follows:

- **Structural advantage:** With a growing market and purchasing power, the domestic industry is likely to growth at over 10-13% in the coming years. Growing disposable incomes and increasing urbanization are fuelling the end consumption demand for paints, textiles, adhesives and construction, which, in turn, leads to substantial growth opportunity for chemicals companies.
- **High domestic consumption:** The chemicals industry in India is the largest consumer of its own products, consuming 33% of its output. With promising growth trends in the chemicals industry, this internal consumption is also set to rise.
- **Diversified industry:** The Indian chemicals industry has a diversified manufacturing base that produces world-class products. There is a substantial presence of downstream industries in all segments. Further, this large and expanding domestic chemicals market also boasts of a large pool of highly-trained scientific manpower.
- **Promising export potential:** Chemicals constitute ~5.4% of India's total exports. India already has a strong presence in the export market in the sub-segments of dyes, pharmaceuticals and agro chemicals. India exports dyes to Germany, the UK, the US, Switzerland, Spain, Turkey, Singapore and Japan.

### **Government Policies and FDI Investments**

Government recognizes Chemical industry as a key growth element of Indian economy. In Chemical Sector, 100% FDI is permissible. Manufacture of most of chemical products is delicensed. The entrepreneurs need to submit only IEM with the DIPP provided no locational angle is involved. Only the following items are covered in the compulsory licensing list because of their hazardous nature.

- Hydrocyanic acid & its derivatives
- Phosgene & its derivatives  Isocyanates & di-isocyanates of hydrocarbons

A number of initiatives have been proposed in the 12th 5-year plan (2012-2017) to boost the growth of Indian Chemical industry. Few highlights are:

#### **Investment policies:**

- Target to increase the share of manufacturing in GDP to at least 25% by 2025 (from current 16%). Investments in manufacturing in the chemical sector are absolutely essential to ensure growth of the Indian chemical industry
- Government's proposal to set up of a technology up-gradation fund of ~USD 80 Mn in the 12th plan for chemicals.
- Proposal to establish an autonomous USD 100 Mn chemical innovation fund by securing 10% of the total inclusive national innovation fund set up by the National Innovation Council to encourage commercialization efforts for innovations generating inclusive growth
- Other initiatives:
- Government readiness to provide incentives for bio-based raw materials to reduce dependence on crude oil, encourage companies to seek "Responsible Care Certification" and facilitate priority loans to those who meet environment norms

- Government's plan to expedite the consolidation of multiple legislations governing the chemical industry into one Integrated Chemical Legislation. This legislation should cover the entire life cycle of chemicals. This will act as REACH like legislation for safe use of chemicals for protection of human health & environment
- Chemical industry could be granted tax and duty reductions for specific identified products such as import duty reduction on inputs like coal, furnace oil, naphtha, etc., inclusion of a wider range of inputs under CENVAT credit and encouraging companies to set up captive power plants
- Policies have been initiated to set up integrated petroleum, chemicals and petrochemicals investment regions (PCPIRs). PCPIR will be an investment region spread across 250 square kilometers for manufacturing of domestic and export related products.
- Simplified procedures for FDIs as most of the chemical sector products fall under the automatic approval route for FDI/NRI investment upto 100%

Chemical industry had to face the brunt of global slowdown in past 2-3 years. Global economic uncertainty along with recent regulatory issues has resulted in low FDI inflows to the country. FDI in Chemical industry dropped from USD 749 Mn in FY09 to USD 362 Mn in FY10. However, FDI inflow picked up in FY11 reaching USD 2,345 Mn and USD 4,041 Mn in FY12. Indian Chemical industry also managed to lead industrial IIP in FY13. As per CSO sources, Chemicals IIP for FY13 stood at 3.1% while the overall IIP was 0.8%.

### **Key Trends & Developments**

Indian Chemical players have been focusing on sustainable development. Water, environmental impact, raw materials, safety over lifecycle and energy use is some of the issues grappling the industry. Indian chemical companies are largely investing in innovative solutions to find appropriate answers to these challenges.

Chemical industry is also offering new products according to the changing requirements of the market. The industry has developed microbial de-colorization and degradation procedures for textiles and begun exploring bio-diversity for natural dyes and developing eco-friendly methodology for synthetic dyes. Hindustan Petroleum Corporation Ltd (HPCL), a public sector refiner, has stated its intent to bring to market green lubricants developed from renewable feedstock. DuPont, as part of its R&D strategy, has set up a knowledge center in India focusing on areas like green technologies for refinery processes. Tata Chemicals has established an Innovation center to focus on green technologies in emerging areas such as nano-technology, fermentation and bio-fuels.

### **Future Prospects & Investment Opportunities**

Indian chemical industry is expected to register a growth of 8-9% in the next decade and is expected to double its share in global chemical industry to 5-6% by 2021. Indian Chemical industry has the potential to grow significantly provided some of the key growth imperatives are taken care of. Securing Feedstock, Right Product Mix, M&A opportunities are currently the key imperatives for chemical industry in India. Few investment opportunities can be highlighted as:

- Chemical companies in India can either explore alternate feedstock or invest in setting up plants in resource rich nations to secure feedstock
- Companies need to invest in exploring the right product mix to be competitive and profitable using the available feedstock in India i.e. Naphtha and its derivatives
- Indian companies can explore possible Merger, JV opportunities for technology, capital or access to international market by taking advantage of increasing expansion of western companies in India
- Chemical companies can invest in exploring strategic energy management and strategic water management to cut down their energy costs and contain water availability concerns
- Companies can invest in upcoming PCPIRs in India and overcome challenges related to infrastructure, power and water availability.
- There are good opportunities in segments such as Specialty Chemicals, Specialty Polymers, for catering to huge emerging domestic demand as also as a manufacturing hub.

**SWOT ANALYSIS****Strength/Potentials****Weakness/Problems**

<b>Investment Incentive Policy</b>	<b>Less used of technical niche</b>
<b>Educational Supply</b>	<b>Inability of Production diversification</b>
<b>Industrial development strength</b>	<b>Improper productivity improvement tools implementation</b>
<b>Strong Local Market potential</b>	<b>Relatively small scale by international standards</b>
<b>Guiding national policies and strategies</b>	<b>Insufficient hazardous waste processing facilities</b>
<b>Young and talented workforce upcoming</b>	<b>Insufficiency of awareness on R&amp;D</b>
<b>Availability of precious raw materials</b>	<b>Insufficiency of chemical consuming industrial sectors</b>

**Opportunities/promises****Threats/Pressures**

<b>Human Resource availability</b>	<b>High Chemical Producing companies competition</b>
<b>Government focus on investment policies</b>	<b>Insufficiency of raw matter inputs</b>
<b>Geographical Setup</b>	<b>Environmental impact- analysis</b>
<b>Increasing investments in private sector</b>	<b>Insufficiency of financial aids and corpus</b>

**RISK & CONCERNS**

The Company's success largely depends upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the company's strategy. The resignation or loss of key management personnel may have an adverse impact on the Company's business, its future financial performance and the result of its operations.

Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer. Recently, the growth of industrial production has been variable. Any slowdown in Indian economy could adversely affect the Company's business.

**INTERNAL CONTROL SYSTEM**

The Company has adequate internal audit and control systems. Internal auditors comprising of professional firm of Chartered Accountants has been entrusted with the job to regular conduct the internal audit and report to the management the lapses, if any. Both internal auditors and statutory auditors independently evaluate the adequacy of internal control system. Based on the audit observations and suggestions, follow up, remedial measures are being taken including review thereof. The Audit Committee of Directors in its periodical meetings, review the adequacy of internal control systems and procedures and suggests areas of improvements.

The organization is well structured and the policy guidelines are well documented with pre defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations. The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported.

The Audit Committee of Directors in its periodical meetings reviews the adequacy of internal control systems and procedures and suggests areas of improvements. Needless to mention, that ensuring maintenance of proper accounting records, safeguarding assets against loss and misappropriation, compliance of applicable laws, rules and regulations and providing reasonable assurance against fraud and errors will continue to remain central point of the entire control system.

## **HUMAN RESOURCES**

Human resource is considered as key to the future growth strategy of the Company and looks upon to focus its efforts to further align human resource policies and processes to meet its business needs. The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's growth.

Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement.

## **CAUTIONARY STATEMENT**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited**

**Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi**

**Sd/-  
(Anand Kumar)  
Chairman  
DIN : 01381489**

## REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 15 of the SEBI Listing Regulations, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes is as follows:

At Sai Moh Auto Links Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders are playing very important role in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Courage.

The corporate governance is an important tool for the protection of shareholder and maximization of their long term values. The objective of Corporate Governance is to achieve excellence in business thereby increasing stakeholders' worth in the long term which can be achieved keeping the interest of stakeholders' and comply with all rules, regulations and laws. The principal characteristics of Corporate Governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility alongwith efficient performance and respecting interests of the stakeholders and the society as a whole.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on corporate governance is been founded on the fundamental ideologies of the group viz., Trust, Value and Service. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. On adopting corporate governance, the Company shall make a constant endeavor to achieve excellence in Corporate Governance on continuing basis by following the principles of transparency, accountability and integrity in functioning, so as to constantly striving to enhance value for all stakeholders and the society in general. As a good corporate citizen, the Company will maintain sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success. We are making continuous efforts to adopt the best practices in corporate governance and we believe that the practices we are putting into place for the company shall go beyond adherence to regulatory framework..

### APPLICABILITY

Your Company complies with the various provisions of the SEBI (LODR) Regulations, 2015 diligently. However, since the paid up capital of the Company is much beyond less than the limits prescribed under Regulation 15 of the SEBI (LODR) Regulations, 2015, the provisions of Regulation 15 of the SEBI Listing Regulations, 2015 and other Regulations related to Corporate Governance **are not applicable** to the Company.

### Board of Directors

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefited by the experience and skills of the Board of Directors.

The Board of Directors consists of four members, comprising of one Managing Director, one Non Executive Promoter Director and two Non-Executive Independent Directors including one Woman Director. The Board's composition meets the stipulated requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies, none of the Directors acts as a member of more than ten or Chairman of more than five Committees as on 31st March, 2019 across all public limited companies in which they are Directors.

### BOARD MEETINGS

The Board of Directors formulates the business policies of the company, reviews the performance and decides on the main issues concerning the company. During the year under review, Five Board Meetings were held on 29.05.2018, 13.08.2018, 01.09.2018, 14.11.2018 and 14.02.2019.

One separate meeting of Independent Directors of the Company was held on 18.03.2019.

Details of attendance of each Director at various meetings of the Company as on 31<sup>st</sup> March, 2019 are as follows:

Name (as on 31 <sup>st</sup> March, 2019)	Category and Designation (as on 31 <sup>st</sup> March, 2019)	No. of Board Meeting (F.Y 2018-2019)		Whether attended last AGM Yes/No	No. of Committees Chairmanship/ Membership of Board Committees* (including this listed entity)		Number of Directorships Held in public companies	No. of Shares and convertible instruments held by Executive/ Non-Executive Directors
		Held	Attended		Chairman	Members		
Mr. Anand Kumar	Executive and Managing Director	5	5	Yes	0	2	1	6,68,949
Mr. Arpit Goel	Non Executive and Non Independent Director	5	5	Yes	0	1	1	3,43,501
Mr. Manoj Kumar Mittal	Non Executive and Independent Director	5	5	Yes	3	3	1	Nil
Ms. Shashi Yadav	Non Executive and Independent Women Director	5	5	Yes	0	3	1	Nil

\* As per the requirements of Regulations 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committees in other Public Limited Companies is mentioned only.

The Board of Directors has complete access to any information within the Company. At the Board Meetings, Directors are provided with all the relevant information on important matters, working of the Company as well as related details that require deliberations by the members of the Board.

#### OUTSIDE DIRECTORSHIPS/COMMITTEE POSITIONS OF DIRECTORS AS ON MARCH 31, 2019

Name of the Directors	In Listed Companies	Name of the Listed Entity and category	In unlisted Public Limited companies	As Chairman/ Member of Board Committees
Mr. Anand Kumar	0	N.A	0	N.A
Mr. Arpit Goel	0	N.A	0	0
Mr. Manoj Kumar Mittal	0	N.A	0	N.A
Ms. Shashi Yadav	0	N.A	0	N.A

a) Private Limited companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

b) None of the directors is a member in neither more than 10 Committees, nor a Chairman in more than 5 Committees across all the companies in which he is a Director.

#### Relationship between Directors

Mr. Anand Kumar, Executive and Managing Director and Mr. Arpit Goel, Non Executive and Non Independent Director are related to each other. Mr. Arpit Goel is son of Mr. Anand Kumar. Except Mr. Anand Kumar and Mr. Arpit Goel, none of the Directors are related to each other.

#### Induction and Familiarization Programme for Independent Directors

On appointment, the concerned Directors are issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programme aims to familiarize the Directors with their role, rights and responsibilities, nature of business model of the Company, etc.

The Details of the familiarization programme held for the Independent Directors are available on the Company's website.

The following is the list of core skills/expertise/competencies identified by the Board of Directors:

- Knowledge of Companies policies and culture including the knowledge of industry in which the Company operates
- Business Strategy, Corporate Governance, Administration, Decision Making
- Financial and Management Skills
- Technical Skills and Specialized Knowledge in relation to Company's business

#### **Certificate from Practicing Company Secretary**

The company has obtained a certificate from M/s Kundan Agrawal & Associates, Practicing Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority.

#### **Independent Directors**

The tenure of Independent Directors is in accordance with the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, and as per the confirmation received from the Independent Directors, the Independent Directors fulfill the conditions specified in the Listing regulations and that of Companies Act, 2013 and are independent of the management.

#### **Independent Directors' Meeting**

In compliance with Section 149(8) of the Companies Act, 2013, read alongwith Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, one separate meeting of Independent Directors of the Company was held on 18.03.2019. The meeting was conducted in an informal manner without the presence of Managing Director, the Non Executive Non Independent Director or any other Management Personnel.

During the year under review, the Independent Directors met inter alia, to:

1. Review the performance of non-independent directors and the Board as a whole.
2. Review the performance of the Chairman of the company, taking into account the views of executive directors and non-executive directors.
3. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

#### **Performance Evaluation**

In compliance with the provisions of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a formal mechanism for evaluation of its performances as well as that of its committees and Individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and other criteria as set out in Performance Evaluation Policy.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Performance evaluation of all the Directors individually was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

#### **Information supplied to the Board**

The Board has complete access to all information with the Company, which inter alia includes:-

- Quarterly results and results of operations of the company.
- Financing Plans of the Company
- Minutes of the meeting of the Board of Directors, Committee Meetings, etc
- Details of any agreement entered into by the Company
- Compliance or non compliance of any regulatory or statutory nature or listing requirements and investor grievances, if any



The information pertaining to mandatory items as specified in the listing Regulations, Companies Act, 2013 and other applicable Laws, alongwith other business issues, is regularly provided to the Board, as part of the agenda papers.

## COMMITTEES OF THE BOARD

Your Company has various Committees which have been constituted by the Board of Directors as a part of good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and Statutes. The details of various Committees constituted by the Board are as follows:

- \* Audit Committee
- \* Stakeholders Relationship Committee
- \* Nomination and Remuneration Committee

### I. Audit Committee

The role and terms of reference of the Audit Committee are in accordance with Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This, inter alia, includes the overview of Company's financial reporting process, review of quarterly, half yearly and annual financial statements, review of internal control and internal audit systems, engage consultants who can analyze/review the internal practices and give a report thereon to the audit committee from time to time in respect of Company's Financial Reporting and controls thereto, recommendation for appointment, remuneration and terms of appointment of auditors of the company, review and monitor the auditors' independence, approval of any subsequent modification of transactions with the related parties, scrutiny of inter corporate loans and investments, etc.

During the year under review, Five Audit Committee Meetings were held on 29<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 1<sup>st</sup> September, 2018, 14<sup>th</sup> November, 2018, 14<sup>th</sup> February, 2019. The Committee is headed by a Non-Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 29.09.2018.

Details of attendance of each members of the Audit Committee are as under:

Name of the Director	Category (as on 31 <sup>st</sup> March, 2019)	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. Manoj Kumar Mittal	Chairman, Non-Executive, Independent Director	5	5
Mr. Anand Kumar	Member, Executive and Managing Director	5	5
Ms. Shashi Yadav	Member, Non-Executive, Independent Director	5	5

The Company Secretary of the Company also acts as the Secretary of the Audit Committee.

The role of the audit committee shall include the following:

- (1) Oversight of the listed entity'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 listed entity;
- (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;
  - (f) Disclosure of any related party transactions;
  - (g) 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 utilisation 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 listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;

- (10) Valuation of undertakings or assets of the listed entity, 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 chief financial officer 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;  
The audit committee shall mandatorily review the following information:
  - (1) Management discussion and analysis of financial condition and results of operations;
  - (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - (3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - (4) Internal audit reports relating to internal control weaknesses; and
  - (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - (6) Statement of deviations:
    - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## II. Nomination and Remuneration Committee

The constitution and terms of reference of the Committee are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The broad terms of reference of the Nomination and Remuneration Committee (NRC), inter alia, are as follows:

- a. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of directors, key managerial personnel and other employees.
- b. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- c. Devising a policy on diversity of board of directors.
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal
- e. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

One meeting of Nomination and Remuneration Committee was held on 18<sup>th</sup> March, 2019.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2019 and the attendance of each member at the Nomination and Remuneration Committee Meetings held during the year are as given below:

Name of Members*	Status	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. Manoj Kumar Mittal	Chairman, Non-Executive, Independent Director	1	1
Mr. Arpit Goel	Member, Non Executive and Non Independent Director	1	1
Ms. Shashi Yadav	Member, Non-Executive, Independent Director	1	1

## Performance Evaluation

The Nomination and Remuneration Committee had laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The assessment was carried on the basis of following criteria:

1. Valuable Input Provided;
2. Dedication and Commitment;
3. Industry Knowledge;
4. Raising of Concern;
5. Compliances under Companies Act;
6. Contribution to development of strategy and to risk management.
7. Updatons with the latest developments.
8. Communication with other Board members, senior management and others.

### Remuneration of Directors

During the year under review, none of the Non Executive Directors has entered into pecuniary relationship or transaction with the Company.

The detailed criteria for making remuneration to Non- Executive Director is mentioned in the Nomination and Remuneration Policy of the Company and is displayed at the website of the Company at [www.SaiMohauto.com](http://www.SaiMohauto.com).

At present, none of the Non- Executive Directors is drawing any remuneration from the Company. Mr. Anand Kumar, Managing and Executive Director has received Rs. 8,14,010 during the year under review.

Mr. Anand Kumar, Executive and Managing Director of the Company holds 6,68,949 equity shares of the Company and Mr. Arpit Goel, Non-Executive and Non independent Director holds 3,43,501 equity shares of the company as on 31st March, 2019. Apart from Mr. Anand Kumar and Mr. Arpit Goel, none of the Non Executive Directors hold any equity shares of the Company.

During the financial year 2018-19, no Stock Options were granted to any of the Directors. Further, none of the Non-Executive Directors is getting remuneration from the Company.

### III. Stakeholders' Relationship Committee:

In Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Board has formed an "Stakeholders' Relationship Committee". Stakeholders' Relationship Committee reviews the redressal of grievances of stakeholders pertaining to the requests/complaints of the shareholders related to transfer/transmission of shares, Dematerialization/ Rematerialisation of shares, non-receipt of annual reports, non-receipt of dividend, recording the change of address and to deal with all related matters. The Minutes of the Committee are circulated to the Board of Directors.

The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The committee met four (4) times during the year i.e. as on 13<sup>th</sup> April, 2018, 13<sup>th</sup> July, 2018, 17<sup>th</sup> October, 2018 & 16<sup>th</sup> January, 2019.

The Composition of the Committee as on 31<sup>st</sup> March, 2019 and details of attendance of the Committee members at the meetings are as follows:

Name of Members	Status	Number of meetings during the financial year 2018-19	
		Held	Attended
Mr. Manoj Kumar Mittal	Chairman, Non-Executive, Independent Director	4	4
Mr. Anand Kumar	Member, Executive and Managing Director	4	4
Ms. Shashi Yadav	Member, Non-Executive, Independent Director	4	4

Details of Investor complaints received and redressed during the Financial Year 2018-19 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

### CODE OF CONDUCT

The Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

### ANNUAL GENERAL MEETINGS

The details of last three Annual General Meetings are as follows:

Year	Date	Venue	Time
2016	30.09.2016	8/33, III Floor, Satbhava School Marg, W.E.A., Karol Bagh, Delhi-110005	11.30 A.M.
2017	29.09.2017	C-582, Saraswati Vihar, Pitampura, Delhi-110034	11.30 A.M.
2018	29.09.2018	C-582, Saraswati Vihar, Pitampura, Delhi-110034	10:00 A.M.

### Special Resolutions passed during the Annual General Meetings & Postal Ballot in last 3 Financial Years:

The following special resolutions have been passed by the shareholders of the company in the previous three Annual General Meetings and through Postal Ballot:

S.No.	Particulars of Special Resolution Passed	AGM Details
1	Appointment of Mr. Anand Kumar, as a Managing Director of the Company	32 <sup>nd</sup> AGM held on 29.09.2017
2	Reclassification of Mr. Bhim Sain Saggar from Promoter & Promoters Group to Public Category	32 <sup>nd</sup> AGM held on 29.09.2017
3	Alteration of the Main Object Clause of the Memorandum of Association of the Company	Through Postal Ballot dated 30.01.2018

### Postal Ballot

During the year under review, no resolution was passed through Postal Ballot. None of the Businesses proposed to be transacted at the ensuing Annual General Meeting require passing of a special resolution through Postal Ballot.

### Means of Communication

The quarterly audited/un-audited financial results are sent to BSE, i.e., where the Company's shares are listed immediately after the conclusion of the Board Meetings.

The Company regularly publishes its Audited/Unaudited Financial Results, Notices of Board Meeting, E voting Notice and other Communications in the following Newspapers:

- For English Edition- Financial Express.
- For Hindi Edition- Jansatta.

At the Company's website [www.SaiMohauto.com](http://www.SaiMohauto.com) information for shareholders is available. The Company's website displays the information as stipulated under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 such as Quarterly/Annual Financial Results, Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern, Policies, Investors' Contact details etc.

In addition, the Company makes use of this website for publishing official news release, if any.

### General Shareholders' Information

#### Details of 34<sup>th</sup> Annual General Meeting of the Company

Day & Date	Monday, 30 <sup>th</sup> September, 2019
Time	10:00 A.M.
Venue	C-582, Saraswati Vihar, Pitampura, Delhi-110034

**Tentative Calendar for the financial year ending 31st March, 2020**

<b>Financial Reporting for the</b>	<b>Tentative time frame</b>
First quarter ended 30th June, 2019	First fortnight of August, 2019
Second quarter ending 30th September, 2019	First fortnight of November, 2019
Third quarter ending 31st December, 2019	First fortnight of February, 2020
Fourth quarter ending 31st March, 2020	By the end of May, 2020

**Date of Book Closure**

From 24<sup>th</sup>September, 2019 to 30<sup>th</sup> September, 2019 (both days Inclusive) for the purpose of 34<sup>th</sup>Annual General Meeting.

**Listing on Stock Exchanges****Name and Address of the Stock Exchanges**

The Bombay Stock Exchange Ltd (BSE)  
1st Floor, P.J. Towers,  
Dalal Street,  
Mumbai-400001

**Stock Code**

Scrip Code – 540066

**Ahmedabad Stock Exchange Limited (ASE)**

1st Floor, Kamdhenu Complex,  
Opp. Sahajanand College  
Panjara Pole  
Ahmedabad – 380015

**Listing Fees**

The Company has paid the Listing Fees of the Bombay Stock Exchange (BSE) for the Financial Year 2019-20.

**CIN Number: L34300DL1985PLC020510**

**ISIN No.INE345U01019**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE345U01019

**Name and Address of the Registrar and Share Transfer Agent (RTA):**

MAS Services Ltd.  
T-34, 2<sup>nd</sup> Floor,  
Okhla Industrial Area  
Phase -II, New Delhi-110020.  
Ph. No.:011-26387281-83  
Fax No.:011-26387384  
Contact Person Details: Mr. Sharwan Mangla  
Email Id: mas\_serv@yahoo.com

**Share Transfer System**

The Company's equity shares which are in dematerialized form are transferable through the dematerialized system Equity Shares in physical form are processed by Registrar and Share Transfer Agent, M/s. MAS Services Limited and approved by the Stakeholder's Relationship Committee of the Board.

**Reconciliation of Share Capital Audit Report**

A practicing Company Secretary carried out reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit report confirms that the total issued/ paid up capital is in consonance with the total number of shares in physical form and the total number of dematerialized shares held with the depositories.

**Distribution of Shareholding as on 31<sup>st</sup> March, 2019:****Nominal Value of Each Share: Rs. 10/-**

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Number of Shares	Shareholding Amount (Rs.)	% to Total Amount
1	2	3	4	4	5
Up To 5,000	77	70.000	7727	77270	0.234
5001 To 10,000	1	0.909	1000	10000	0.030
10001 To 20,000	3	2.727	6000	60000	0.182
20001 To 30,000	0	0.000	0	0	0.000
30001 To 40,000	0	0.000	0	0	0.000
40001 To 50,000	3	2.727	14686	146860	0.445
50001 To 1,00,000	6	5.455	44164	441640	1.337
1,00,000 and Above	20	18.182	3228923	32289230	97.772
<b>Total</b>	<b>110</b>	<b>100.000</b>	<b>3302500</b>	<b>33025000</b>	<b>100.000</b>

**Dematerialisation of Shares and Liquidity**

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de-mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). M/s. MAS Services Ltd. is the Registrar and Transfer Agent of the Company for the purposes of electronic connectivity for effective dematerialization of shares. As of 31st March, 2019 shares comprising approximately 35.61% of the Company's Issued Equity Share Capital have been dematerialized. The issued Share Capital of the company as on 31<sup>st</sup> March, 2019 is Rs. 4,25,04,000/- and the paid up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2019 is Rs. 3,30,25,000/-.

**Status of Dematerialised Shares as on 31<sup>st</sup> March, 2019**

Shares Held through	No. of Shares	Percentage of Total Issued Capital
NSDL	235851	5.55
CDSL	1277749	30.06
Physical	1788900	42.09
<b>Total</b>	<b>3302500</b>	<b>77.70</b>

**Shareholding Pattern of the Company as on 31<sup>st</sup> March, 2019**

Category	No. of Shares held	% of share holding
<b>A. Promoters' holding</b>		
Promoters		
Indian Promoters	10,12,450	30.66
Body Corporate	Nil	Nil
Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
<b>Sub-total (A)</b>	<b>10,12,450</b>	<b>30.66</b>
<b>B. Non-Promoters' holding</b>		
3. Institutional Investors		
a. Mutual Funds & UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions)	Nil	Nil
c. FIs	Nil	Nil
<b>Sub-total</b>	<b>Nil</b>	<b>Nil</b>
4. Non Institutional Investors	Nil	Nil
a. Bodies Corporate	27,079	0.82
b. individuals	77,198	2.34
-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs		
-Individual shareholders holding nominal share capital up in excess of Rs. 2 Lakhs	21,85,773	66.19
c. Any Other		
NRI	Nil	Nil
Hindu Undivided Family	Nil	Nil
NBFCs	Nil	Nil
Clearing Members		
<b>Sub-total (B)</b>	<b>2,290,050</b>	<b>69.34</b>
<b>Grand Total (A)+(B)</b>	<b>33,02,500</b>	<b>100.00</b>

**ADRs/GDRs/Warrant**

The Company has not issued any ADRs/GDRs/Warrants or any other convertible instruments.

**Commodity Price Risk or Foreign Exchange Risk And Hedging Activities:**

The Company is not involved into any activities relating to commodities price risks and hedging thereof.

**Brief profile of the Directors liable to retire by rotation and others**

Brief profile of the Directors who is proposed to be re-appointed is furnished in the Directors Report forming part of this Annual Report.

**Address for Correspondence**

Sai Moh Auto Links Limited  
C-582, Saraswati Vihar, Pitampura, Delhi-110034  
Phone: 011-27017987, Fax : 011-27017987  
Email: Sai Mohauto@gmail.com, Website: www.Sai Mohauto.com

**Investor's Correspondence may be addressed to**

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

The Company Secretary,  
Sai Moh Auto Links Limited  
C-582, Saraswati Vihar, Pitampura, Delhi-110034  
Phone: 011-27017987, Fax : 011-27017987  
Email: Sai Mohauto@gmail.com, Website: www.Sai Mohauto.com

**SEBI Complaints Redress System (SCORES)**

SCORES, i.e., a Sebi Complaints Redress System is a centralized web based complaints redress system which serves as a centralised database of all Complaints received enables uploading of Action Taken Reports (ATR's) by the concerned Companies & online viewing by the investors of actions taken on the Complaint & its current status. Your Company is registered with SEBI under the SCORES system.

**Prohibition of Insider Trading**

In compliance with SEBI's Regulations on Prevention of Insider Trading, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for all the Directors, Officers and the designated employees of the Company. The Code lays down the Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

**CEO/CFO Certification**

The Managing Director and Chief Financial Officer of the Company has issued certificate pursuant to Regulation 17(8) read with Part B of Schedule II of the Listing Regulations certifying that the financial statements and the cash flow statement do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs. The same is annexed to this Report as per **Annexure-7**.

**Disclosures**

- (i) There were no transactions of the material nature with the related parties during the year that may have potential conflict with the interests of the Company at large. The policy on related party transaction is available in the website of the Company
- (ii) There was no instance of non-compliance and no penalties or strictures were imposed on the Company by Stock Exchange or SEBI or any other Statutory Authorities on any matter related to the Capital Markets during the last three years.
- (iii) The Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company. The Whistle Blower Policy/Vigil Mechanism policy is available in the website of the Company. Further, no employee has been denied access to the Audit Committee.
- (iv) The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations as are applicable to the Company. The Company also endeavors to follow Non-Mandatory requirements.
- (v) The Company is not involved into activities relating to commodity price risks and hedging thereof.

**Non- Mandatory requirements of Regulation 27(1) and Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. The Company has an Executive Chairman.
2. The quarterly/half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
3. The Internal Auditors report to the Audit Committee.

**Disclosure of Accounting Treatment**

The financial statements for the financial year 2018-19 have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies to the extent applicable.

**Green Initiative in Corporate Governance**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement.

Keeping in view the underlying theme, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., in electronic form, to the email address provided by the members to the Depositories or to the Company.



**To support this green initiative in full measure, members/ Promoters who have not registered their E-mail address and PAN Number. so far, are requested to register their E-mail address and PAN Number and their Bank Account details, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to fill their e-mail address and PAN Number and Bank Account Details for our records in the registration form which can be downloaded from the Company's website i.e. www.Sai Mohauto.com for sending the documents in electronic form or else sent a request letter directly to the Company mentioning their E-mail address and PAN No. and Bank Account Details alongwith self attested copy of their PAN Card. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

#### DEMATERIALIZATION OF SHARES

**Shareholders are requested to convert their physical holding to demat/electronic form through any of the Depository Participants to avoid any possibility of loss, mutilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.**

**Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180<sup>th</sup> day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

#### Consolidation of Multiple Folios

Shareholders, who have multiple folios in identical names, are requested to apply for consolidation of such folios and the relevant share certificates to the Company/its Registrar and Transfer Agent.

#### Updation of Registered Address with the Company

Shareholders are requested to update their addresses registered with the Company directly through the Share Transfer Agent, to receive all communications promptly. Shareholders holding shares in electronic form, are requested to deal only with their Depository Participants in respect of change of address.

#### Code of Conduct

The Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel. The Code of Conduct is also available on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

#### DECLARATION OF COMPLIANCE OF THE CODE OF CONDUCT IN TERMS OF SCHEDULE V OF SEBI ( LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

" In terms of Schedule V of SEBI ( Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per affirmation received from the Directors and the Members of Senior Management Personnel of the Company, I hereby declare that Directors & the Members of Senior Management of the Company have complied with the Code Of Conduct during the F.Y. 2018-19.

For and on Behalf of the Board of  
Sai Moh Auto Links Limited  
Sd/-

Anand Kumar  
Chairman  
DIN : 01381489

Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To  
The Members  
**M/s SAI MOH AUTO LINKS LIMITED**  
C-582, SARASWATI VIHAR, PITAMPURA  
NORTH WEST DELHI 110034 INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Sai Moh Auto Links Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

- a) 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.
- b) 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. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

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 31<sup>st</sup> March, 2019 ('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 31<sup>st</sup> March, 2019 according to the provisions of:

**(Secretarial Audit Report for F.Y 2018-2019 for M/s Sai Moh Auto Links Limited)**

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Indian Stamp Act, 1899;
  - (vii) Indian Contract Act, 1872;
  - (viii) Income Tax Act, 1961 and indirect tax laws;
  - (ix) Applicable Labour Laws; and
  - (x) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Management of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

**(Secretarial Audit Report for F.Y 2018-2019 for M/s Sai Moh Auto Links Limited)**

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.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, 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. But some documents, registers, files are needed to be maintained in more improvised manner.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. But further adherence to the rules and provisions of the act for drafting of minutes will be appreciated.

We further report that based on the information received and records maintained 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.

**Place: Delhi**  
**Date: 30/05/2019**

**For Kundan Agrawal & Associates**  
**Company Secretaries**  
**FRN: S2009DE113700**  
**Sd/-**  
**Kundan Agrawal**  
**Company Secretary**  
**Membership No.:- 7631**  
**C.P. No. 8325**

**Annexure 1B****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 of  
Sai Moh Auto Links Limited  
C-582, Saraswati Vihar, Pitampura  
North West Delhi 110034 India

We Kundan Agrawal & Associates, Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sai Moh Auto Links Limited having CIN L34300DL1985PLC020510 and having registered office at C-582, Saraswati Vihar, Pitampura North West Delhi 110034 India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>S.No</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of Appointment in Company</b>
1	Mr. Anand Kumar	01381489	22/02/2017
2	Mr. Arpit Goel	06405912	22/02/2017
3	Mr. Shashi Yadav	07743898	22/02/2017
4	Mr. Manoj Kumar Mittal	07974904	15/11/2017

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kundan Agarwal & Associates**  
**Company Secretaries**  
**FRN: S2009DE113700**  
**Sd/-**  
**Kundan Agrawal**  
**Company Secretary**  
**M. No. 7631**  
**COP No. 8325**

**Date: 30/05/2019**  
**Place: Delhi**

**Annexure 2**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2019**  
**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:**

1.	CIN	L34300DL1985PLC020510
2.	Registration Date	22/03/1985
3.	Name of the Company	Sai Moh Auto Links Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non- Government Company
5.	Address of the Registered office & contact details	C-582, Saraswati Vihar, Pitampura, Delhi – 110034
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s MAS Services Limited T-34, 2 <sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 011-26387281-83

**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)

Sl. No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the company
1.	Wholesale Trading of Industrial Chemicals	46691	100

**III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: - Not Applicable**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
-	-	-	-	-	-

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st-April-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	8,58,650	1,53,800	10,12,450	30.66	10,12,450	-	1012450	30.66	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	<b>8,58,650</b>	<b>1,53,800</b>	<b>10,12,450</b>	<b>30.66</b>	<b>10,12,450</b>	<b>-</b>	<b>1012450</b>	<b>30.66</b>	<b>0.00</b>
(2) <b>Foreign</b>									
a)NRIs-Individual	-	-	-	-	-	-	-	-	-

b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporate	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>8,58,650</b>	<b>1,53,800</b>	<b>10,12,450</b>	<b>30.66</b>	<b>10,12,450</b>	<b>-</b>	<b>1012450</b>	<b>30.66</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	21,979	5,100	27,079	0.82	21,979	5100	270,79	0.82	0.00
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	22,391	61,700	84,091	2.55	22,398	54,800	77,198	2.33	(0.22)
ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	4,56,780	17,22,100	21,78,880	65.98	4,56,773	17,29,000	21,85,773	66.19	0.21
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>5,01,150</b>	<b>17,88,900</b>	<b>22,90,050</b>	<b>69.34</b>	<b>5,01,150</b>	<b>17,88,900</b>	<b>22,90,050</b>	<b>69.34</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>5,01,150</b>	<b>17,88,900</b>	<b>22,90,050</b>	<b>69.34</b>	<b>5,01,150</b>	<b>17,88,900</b>	<b>22,90,050</b>	<b>69.34</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>13,59,800</b>	<b>19,42,700</b>	<b>33,02,500</b>	<b>100</b>	<b>1513600</b>	<b>17,88,900</b>	<b>33,02,500</b>	<b>100</b>	<b>-</b>

## II) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st-April-2018]			Shareholding at the end of the year [As on 31st-March-2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Anand Kumar	6,68,949	20.26	-	6,68,949	20.26	-	0
2.	Mr. Arpit Goel	3,43,501	10.40	-	3,43,501	10.40	-	0
	<b>Total</b>	<b>10,12,450</b>	<b>30.66</b>	<b>-</b>	<b>10,12,450</b>	<b>30.66</b>	<b>-</b>	<b>0</b>

iii) Change in Promoters' Shareholding (please specify, if there is no change): There is No Change in Promoter's Shareholding during the year under Review.

## iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 1st-April-2018]		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the Year (1st-April-2017 to 31 <sup>st</sup> -March, 2018)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
<b>1. Ms. Vijay Kumar</b>								
	At the beginning of the year	3,94,300	11.939					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	No Change	N.A	Nil	Nil
	At the end of the year	-	-	-	-	-	3,94,300	11.939
<b>2. Mr. Shri Bhagwan</b>								
	At the beginning of the year	1,56,000	4.724					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	No Change	N.A	NA	NA
	At the end of the year	-	-	-	-	-	1,56,000	4.724

<b>3. Mr. Sunil Kumar</b>								
	At the beginning of the year	1,52,400	4.615					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	N.A	No Change	NA	NA	NA
	At the end of the year	Nil	Nil	Nil	Nil	Nil	1,52,400	4.615
<b>4. Ms. Monika</b>								
	At the beginning of the year	1,52,080	4.605					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	NA	No Change	NA	NA	NA
	At the end of the year	Nil	Nil	Nil	Nil	Nil	1,52,080	4.605
<b>5. Mr. Karan Bhatia</b>								
	At the beginning of the year	1,51,900	4.600					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	NA	No Change	NA	NA	NA
	At the end of the year	Nil	Nil	Nil	Nil	Nil	1,51,900	4.600
<b>6. Mr. Rakesh Chand Sharma</b>								
	At the beginning of the year	1,51,600	4.590					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	NA	No Change	NA	NA	NA
	At the end of the year	Nil	Nil	Nil	Nil	Nil	1,51,600	4.590



<b>7. Mr. Sachin Garg</b>								
	At the beginning of the year	1,50,200	4.55					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	06-07-2018 13-07-2018 20-07-2018	Decrease Decrease Decrease	Sale Sale Sale	150199 150194 150193	4.548
	At the end of the year	Nil	Nil	Nil	Nil	Nil	150193	4.548
<b>8. Mr. Varun Gupta</b>								
	At the beginning of the year	1,48,000	4.48					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	NA	No Change	NA	NA	NA
	At the end of the year	Nil	Nil	Nil	Nil	Nil	1,48,000	4.48
<b>9. Mr. Anil Kumar Goyal</b>								
	At the beginning of the year	1,21,300	3.67					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	NA	No Change	NA	NA	NA
	At the end of the year	Nil	Nil	Nil	Nil	Nil	1,21,300	3.67
<b>10. Mr. Ajay Kumar Goel</b>								
	At the beginning of the year	1,30,100	3.94					
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	NA	No Change	NA	NA	NA
	At the end of the year	Nil	Nil	Nil	Nil	Nil	1,30,100	3.94

**v) Shareholding of Directors and Key Managerial Personnel:**

Sl.No.	Shareholding of each Directors and each Key Managerial Personnel*	Shareholding at the beginning of the year [As on 1st-April-2018]		Cumulative Shareholding during the Year (1st-April-2018 to 31st-March, 2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1. Mr. Anand Kumar</b>					
	At the beginning of the year	6,68,949	20.256	N.A	N.A
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Purchase of Shares as on 31.03.2019	NA	NA	N.A	N.A
	At the end of the year	-	-	6,68,949	20.256
<b>2. Mr. Arpit Goel</b>					
	At the beginning of the year	3,43,501	10.401	N.A	N.A
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A	N.A	N.A	N.A
	At the end of the year	-	-	3,43,501	10.401

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	3,46,26,820	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	3,46,26,820	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	52,92,473	-	-
* Reduction	-	1,25,56,700	-	-
<b>Net Change</b>	-	(72,64,227)	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	2,73,62,593	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	2,73,62,593	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>Mr. Anand Kumar</b>	
1	<b>Gross salary</b>	*8,14,010	*8,14,010
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	<b>Stock Option</b>	Nil	Nil
3	<b>Sweat Equity</b>	Nil	Nil
4	<b>Commission</b> - as % of profit - others, specify...	Nil	
5	<b>Others, please specify</b>	Nil	Nil
	<b>Total (A)</b>	8,14,010	8,14,010
	<b>Ceiling as per the Act</b>		

\*Mr. Anand Kumar, Managing Director of the Company has received Rs. 8,14,010 as Remuneration during the year under review.

**B. Remuneration to other directors**

Sl.No..	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Shashi Yadav	Mr. Manoj Kumar Mittal	
1	<b>Independent Directors</b>	-	Nil	Nil
	<b>Fee for attending board committee meetings</b>	-	Nil	Nil
	<b>Commission</b>	-	Nil	Nil
	<b>Others, please specify</b>	-	Nil	Nil
	<b>Total (1)</b>	-	Nil	Nil
2	<b>Other Non-Executive Directors</b>	<b>Mr. Arpit Goel</b>		
	<b>Fee for attending board committee meetings</b>	Nil	Nil	Nil
	<b>Commission</b>	Nil	Nil	Nil
	<b>Others, please specify</b>	Nil	Nil	Nil
	<b>Total (2)</b>	Nil	Nil	Nil
	<b>Total (B)=(1+2)</b>	Nil	Nil	Nil
	<b>Total Managerial Remuneration</b>	Nil	Nil	Nil
	<b>Overall Ceiling as per the Act</b>	Nil	Nil	Nil

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	<b>Gross salary</b>	*2,42,000	75,000	3,17,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil

2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
<b>Total</b>		2,42,000	75,000	3,17,000

**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)
<b>A. COMPANY</b>					
Penalty			<b>NONE</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>NONE</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>NONE</b>		
Punishment					
Compounding					

For and on Behalf of the Board of  
Sai Moh Auto Links Limited

Sd/-  
(Anand Kumar)  
Chairman  
DIN: 01381489

Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi

**Annexure – 3**

## Performance Evaluation Policy

### 1. Introduction

The Sai Moh Auto Links Limited (“**The Company**”) conducts its operations as per the directions provided by the Board of Directors within the framework laid down by the Companies Act, 2013 (“**the Act**”), the Articles of Association, Listing Agreement with stock exchanges and Code of Conduct and policies formulated by the Company for its internal execution. The Company’s Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis, in the best interest of the company and its stakeholders.

The Act provides that the Nomination and Remuneration Committee shall formulate the criteria for evaluation of performance of Independent Directors and the Board. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner. The Act further casts an obligation on part of the board of directors for evaluating the performance of independent directors. All

the directors on the board of a company, except the independent director whose performance is being evaluated, will assess the performance of the independent director. Accordingly, a report of performance evaluation of each independent director of the company would be prepared, which would determine whether to extend or continue the term of appointment of the concerned independent director or not.

As one of the most important functions of the Board of Directors is to oversee the functioning of Company's top management, this Board Performance Evaluation process aims to ensure individual directors ("Directors") and the Board of Directors of the Company ("Board") as a whole work efficiently and effectively in achieving their functions. This policy aims at establishing a procedure for conducting periodical evaluation of its own performance and individual directors. Hence, it is important that every individual Board Member effectively contributes in the Board deliberations.

## 2. Role of Board and Independent Directors

In conformity with the requirement of the Act, the performance evaluation of all the Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Independent Directors are duty bound to evaluate the performance of non – independent directors and Board as a whole. The independent directors of the Company shall meet at least once in a year to review the performance of the non-independent directors, performance of Chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

## 3. Evaluation Criteria

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director. In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and individual directors. Such evaluation factors may vary in accordance with their respective functions and duties. Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director being evaluated.

**Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below:**

### Rating Scale:

Performance	Rating
Excellent	4
Very Good	3
Good	2
Satisfactory	1
Not Satisfactory	0

### Evaluation of Independent Directors

While evaluating the performance of Independent Directors following points needs to be Considered.

**Name of the Director being assessed:** \_\_\_\_\_

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Attendance and participations in the meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings.		
5.	Initiative in terms of new ideas and planning for the Company.		
6.	Safeguarding interest of whistle-blowers under vigil mechanism.		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any		
8.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
9.	Contribution to development of strategy and to risk management		
10.	Updatations with latest developments		
11	Communications with Board members, senior management and others		

### Evaluation of Non Independent/ Executive Directors

While evaluating the performance of Non-Independent Directors/ Executive Directors following point's needs to be considered:

Name of the Director being assessed: \_\_\_\_\_

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving and decision making		
4.	Compliance with policies of the Company, ethics, Code of Conduct etc.		
5.	Reporting of frauds, violations etc.		
6.	Motivating employees, providing assistance & directions		
7.	Attendance and presence in meeting of Board, Committee and General Meeting.		
8.	Safeguarding of interest of whistle blowers under vigil mechanism.		
9.	Timely inputs of the minutes of the meetings of the Board and Committee, if any.		
10.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
11.	Contribution to development of strategy and to risk management		
12.	Updates with latest developments		
13.	Communications with Board members, senior management and others		

**Evaluation of Board of Directors**

While evaluating the Performance of the Board of Directors as a whole, following points needs to be considered:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	The Board of Directors of the company is effective in decision making		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10.	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
11.	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.		
12.	The Board considers the independent audit plan and provides recommendations.		

**COMMITTEES OF BOARD**

The Board has constituted the following committees:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee;
4. Risk Management Committee

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
2.	Compliance with ethical standards & code of conduct of Company		
3.	Committee's accomplishments w.r.t. performance objectives		
4.	Redressal of complaints & grievances		
5.	Coordination with other committees and Board of Directors		
6.	Fulfillment of roles & responsibilities assigned to them		
7.	Adherence to Company's policies and internal procedures		

#### **Evaluation of Key Management Personnel and Senior Executives**

While evaluating the performance of Key Management Personnel and Senior Executives (other than Directors) following points shall be kept in mind:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company.		
2.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws. Applicable to the Company		
3.	Interpersonal and communication skills		
4.	Team work attributes		
5.	Safeguard of confidential information		
6.	Compliance with policies of the Company, ethics, code of conduct, etc.		
7.	Punctuality and other personality related aspects		

#### **4. Review of the Policy**

The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company.

#### **5. Disclosure**

Company will disclose details of its Board Performance Evaluation processes in its Board's report. The Board's report containing such statement shall indicate the manner in which formal evaluation has been made by the Board of its own performance and individual directors of the Company.

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited**

Sd/-  
(Anand Kumar)

Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi

DIN: 01381489

### **Annexure – 4**

## **NOMINATION & REMUNERATION POLICY**

### **1. Introduction**

Pursuant to Section 178 of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of had constituted the Nomination and Remuneration Committee. The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read along with the applicable rules thereto and Listing Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

## 2. Objective and purpose of the policy

The objectives and purpose of this policy are:

- 2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluating the CEO’s performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO’s compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;
- 2.2 The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.
- 2.3 To formulate the criteria for evaluation of performance of all the Directors on the Board;
- 2.4 To devise a policy on Board diversity; and
- 2.5 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company’s goals.

### Definitions

- ‘Board’ means Board of Directors of the Company.
- ‘Directors’ means Directors of the Company.
- ‘Committee’ means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable SEBI listing Regulations, 2015 and/or any other Act/Regulations.
- ‘Company’ means Sai Moh Auto Links Limited.
- ‘Independent Director’ means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- ‘Key Managerial Personnel (KMP)’ means-
  - (i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;
  - (ii) the Company Secretary; and
  - (iii) the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing as may be amended from time to time shall have the meaning respectively assigned to them therein.

### General

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;  
 Part – B covers the appointment and nomination; and  
 Part – C covers remuneration and perquisites etc.

### Part – A

#### Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt by the Committee:-

#### (a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole and ensure compliance of various provision of applicable laws and SEBI listing Regulations, 2015;



**(b) Directors:**

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

**(c) Succession plans:**

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

**(d) Evaluation of performance:**

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

**(e) Remuneration framework and policies:**

The Committee is responsible for reviewing and making recommendations to the Board on:

- (i) the remuneration of the Managing Director, Whole-time Directors and KMPs
- (ii) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
- (iii) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to
- (iv) attract and motivate talent to pursue the Company's long term growth;
- (v) demonstrate a clear relationship between executive compensation and performance; and
- (vi) Be reasonable and fair, having regard to best governance practices and legal requirements.
- (vii) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (viii) The Company's remuneration reporting in the financial statements.

**PART – B****Policy for appointment and removal of Director, KMPs and Senior Management****I. Appointment criteria and qualifications**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years and shall not appoint Independent Director who is below age of 21 years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.
5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

**II. Term / Tenure****1. Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**2. Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

**III. Retirement**

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company with the approval of shareholders by passing a special resolution at the general meeting of the Company.

**PART – C****Policy relating to the remuneration for Directors, KMPs and other employees****A. General**

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of Chapter xiii of the Companies Act, 2013 read with schedule v, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**B. Remuneration to KMPs and other employees**

The policy on remuneration for KMPs and other employees is as below:-

**1. Fixed pay**

The remuneration and reward structure for employees comprises two broad components - annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

**a) Annual remuneration**

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Employee is required to determine his/her key result areas for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

**b) Long-term rewards**

Long-term rewards may be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee.

The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

**2. Minimum remuneration to Managing Director/ Chief Executive officer**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**C. Remuneration/ Setting Fees / Commission to Non-Executive / Independent Directors**

**1. Remuneration/ Setting Fees / Commission**

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Non-Executive Directors/ Independent Director shall be paid a Setting Fees / Commission as may be decided by the Board of Directors from time to time subject to the limits specified in Companies Act, 2013 and other applicable laws/ Regulations.

**2. Stock options**

The Independent Directors shall not be entitled to any stock option of the Company.

**Policy review**

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited  
Sd/-  
(Anand Kumar)  
Chairman  
DIN : 01381489**

**Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi**

**Annexure-5****Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis**

(a) Name(s) of the related party and nature of relationship	<b>Not Applicable</b>
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

(a) Name(s) of the related party and nature of relationship	<b>Mr. Anand Kumar</b>
(b) Nature of contracts/arrangements/transactions	<b>Director Remuneration &amp; Unsecured Loan</b>
(c) Duration of the contracts / arrangements/transactions	<b>01/04/2018 to 31/03/2019</b>
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Mr. Anand Kumar, Managing Director & Promoter of the Company i.e. Sai Moh Auto Links Limited has received Director remuneration of Rs 8,14,010.00 and was paid Rs 4,24,812.00 against all expenses incurred by him.
(e) Justification for entering into such contracts or arrangements or transactions	<b>Short Term fund required for day to day transactions</b>
(f) date(s) of approval by the Board	<b>29-05-2018</b>
(g) Amount paid as advances, if any:	<b>Nil</b>
(h) Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188	<b>29-09-2018</b>
(a) Name(s) of the related party and nature of relationship	<b>M/s Annu Chemicals</b>
(b) Nature of contracts/arrangements/transactions	<b>Unsecured Loan</b>
(c) Duration of the contracts / arrangements/transactions	<b>01/04/2018 to 31/03/2019</b>
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	M/s Annu Chemicals is a firm of Mr. Anand Kumar, Managing Director & Promoter of the Company i.e. Sai Moh Auto Links Limited. For the smooth functioning of the company as well as for day to day funds requirements, the company had been requesting to infusing the funds. The funds received by the company are repayable on demand and/or as and when the company has surplus funds and interest free. During the year under review a sum of Rs. 2,53,000/- had been infused by M/s Annu Chemicals. The said amount has been repaid by the Company during the year.

(e) Justification for entering into such contracts or arrangements or transactions	<b>Short Term fund required for day to day transactions</b>
(f) date(s) of approval by the Board	<b>29-05-2018</b>
(g) Amount paid as advances, if any:	<b>Nil</b>
(h) Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188	<b>29-09-2018</b>
(a) Name(s) of the related party and nature of relationship	<b>M/s Annu Industries Private Limited</b>
(b) Nature of contracts/arrangements/transactions	<b>Sale/Purchase</b>
(c) Duration of the contracts / arrangements/transactions	<b>01/04/2018 to 31/03/2019</b>
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Mr. Anand Kumar, Managing Director & Promoter and Mr. Arpit Goel, Non-Executive Director and Promoter of the company, i.e., M/s Sai Moh Auto Links Limited are the Directors of M/s Annu Industries Private Limited. During the year under review, there was a purchase of Rs.29,32,79,977 and sale of Rs. 18,64,925 from M/s. Annu Industries Private Limited. Rs. 3,13,75,267 stands outstanding during the year.
(e) Justification for entering into such contracts or arrangements or transactions	<b>Sale/Purchase of Chemicals for day to day business.</b>
(f) date(s) of approval by the Board	<b>29-05-2018</b>
(g) Amount paid as advances, if any:	<b>Nil</b>
(h) Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188	<b>29-09-2018</b>
(a) Name(s) of the related party and nature of relationship	<b>M/s Shreshtha Securities Private Limited</b>
(b) Nature of contracts/arrangements/transactions	<b>Unsecured Loans</b>
(c) Duration of the contracts / arrangements/transactions	<b>01/04/2018 to 31/03/2019</b>
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Mr. Anand Kumar, Managing Director & Promoter and Mr. Arpit Goel, Non-Executive Director & Promoter of the Company i.e. Sai Moh Auto Links Limited are the directors of M/s Shreshtha Securities Private Limited. For the smooth functioning of the company as well as for funds requirements, the company had been requesting to infusing the funds. The funds received by the company are repayable on demand and/or as and when the company has surplus funds and interest free. During the year under review a sum of Rs. 3,41,59,820/- had been infused by Shreshtha Securities Private Limited. Rs. 1,20,89,700/- has been repaid and outstanding balance is Rs 2,20,70,120/-
(e) Justification for entering into such contracts or arrangements or transactions	<b>Funds required for Business.</b>
(f) date(s) of approval by the Board	<b>29-05-2018</b>
(g) Amount paid as advances, if any:	<b>Nil</b>

**For and on Behalf of the Board of Directors of  
Sai Moh Auto Links Limited.**

**Sd/-**

**Anand Kumar  
Managing Director  
DIN : 01381489**

**Date: 30th May, 2019  
Place: New Delhi**

**Annexure - 6****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER 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. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2018-19 (Rs. In lacs)	% Increase in Remuneration in the Financial Year 2018-19	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Anand Kumar (DIN: 01381489) Managing Director	8.14	NIL	Net Profit for the financial year 2018-19 is 5.57 lacs as compare to net profit of 1.19 Lacs for the financial year 2017-18.
2.	Mr. Arpit Goel (DIN: 06405912) Non-Executive Director	NIL	Not Applicable	Net Profit for the financial year 2018-19 is 5.57 lacs as compare to net profit of 1.19 Lacs for the financial year 2017-18.
3.	Mr. Manoj Kumar Mittal (DIN: 07974904) Non-Executive Independent Director	Not Applicable	Not Applicable	Net Profit for the financial year 2018-19 is 5.57 lacs as compare to net profit of 1.19 Lacs for the financial year 2017-18.
4.	Ms. Shashi Yadav (DIN: 07743898) Non-Executive Independent Woman Director	Not Applicable	Not Applicable	Net Profit for the financial year 2018-19 is 5.57 lacs as compare to net profit of 1.19 Lacs for the financial year 2017-18.
5.	Mr. Manoj Kumar Chief Financial Year (CFO)	0.75	NIL	Net Profit for the financial year 2018-19 is 5.57 lacs as compare to net profit of 1.19 Lacs for the financial year 2017-18.
6.	Mr. Dinesh Kumar Maurya Company Secretary (CS)	2.42	NIL	Net Profit for the financial year 2018-19 is 5.57 lacs as compare to net profit of 1.19 Lacs for the financial year 2017-18.

No sitting fee was paid to any of the Directors for attending Board Meeting/Committee Meetings during the financial year.

- ii. In the financial year, there was no increase in the median remuneration of employees;
- iii. There was 9 permanent employee on rolls of Company as on March 31, 2019;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2018-19, there was no increase in remuneration. The company earned a net profit of Rs. 5.57 Lacs only for the financial year 2018-19, Further, there was no increase in median remuneration.
- v.
- Variations in the market capitalization of the Company: The market capitalization of the Company as on March 31, 2019 and on March 31, 2018 is Rs. 6,38,37,325 and Rs 4,12,81,250 respectively.
  - Price Earning ratio of Company as on March 31, 2019 is 214.78.
  - The closing price of the Company's equity shares - The closing price of the Company's equity shares on March 31, 2019 and March 31, 2018 is Rs.19.33/- and Rs. 12.50/- respectively.
- vi. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.
- vii. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was NIL.

- viii. 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; and
- ix. It is hereby affirmed that the remuneration paid to KMP's is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- x. None of the employees of the Company are related to any Director of the Company.

**For and on Behalf of the Board of  
Sai Moh Auto Links Limited**

**Date: 2<sup>nd</sup> September, 2019  
Place: New Delhi**

**Sd/-  
(Anand Kumar)  
Chairman  
DIN : 01381489**

**Annexure-7**

**CEO/CFO Certification**

This is to certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 and that to the best of our knowledge and belief state that:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in internal control over financial reporting during the year, whenever applicable;
  - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. That there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Sd/-  
Anand Kumar  
Managing Director  
DIN: 01381489**

**Sd/-  
Shree Ram  
Chief Financial Officer  
PAN: CFTPR2232H**

**Date: 30.05.2019  
Place: New Delhi**



**KAPIL DEV & ASSOCIATES**

*Chartered Accountants*

OFF. : A - 31, NEW LAYAL PUR EXTN.

KRISHNA NAGAR, DELHI – 11 0051

Mobile Number +91-9718419047

E-mail: kapiluppal2007@gmail.com

## Independent Auditor's Report

**To The Members of Sai Moh Auto Links Limited**

### **Opinion**

We have audited the accompanying Ind AS financial statements of **Sai Moh Auto Links Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit & Loss (*including Other Comprehensive Income*), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the Significant Accounting Policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matters described in the "*Basis for Qualified Opinion*" section below, the aforesaid 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 the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, the **Profit** and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Auditor's Response.**

We obtained from the Company's management, details of the status as of 31 March 2019 concerning tax assessments and demands for current as well as past years. We assessed the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes to evaluate whether any change was required to management's position on these uncertainties.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our 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 Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.

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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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 either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place 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.
- Conclude on the appropriateness of management'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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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 over financial reporting of the Company and the operating effectiveness of such controls, please 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.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. There are no long term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, if any, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Kapil Dev & Associates,  
Chartered Accountants  
Firm Reg. No. 025812N**

**Sd/-  
Kapil Dev  
Proprietor  
Membership no. 525275**

**Place: New Delhi  
Date: 30<sup>th</sup> May, 2019**

**SAI MOH AUTO LINKS LIMITED****Annexure A to the Independent Auditors' Report**

Referred to in paragraph 1 under the heading 'Report on Other Legal Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. (a) The company has no fixed assets.  
(b) As the company does not have any fixed assets, the clause relating to physical verification of fixed assets at reasonable intervals by the management is not applicable.  
(c) As the company does not have any fixed assets, the clause relating to disposing off a substantial part of the fixed assets is not applicable.
2. The Management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
3. The company is not dealing in any physical inventory and therefore there is no question of physical verification of inventory.
4. (a) The company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register U/s. 189 of the Companies Act, 2013.  
(b) As the company has not granted any loans, the terms and conditions of the grant of such loans being prejudicial does not arise.  
(c) As the company has not granted any loans, no schedule of repayment of principal and interest has been stipulated.  
(d) As the company has not granted any loans, there are no overdue amounts.
5. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments guarantees and security.
6. The Company has not accepted any deposits from the public. Therefore, the directive issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under does not arise.
7. As informed to us, maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.
8. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the company is regular in depositing undisputed statutory dues within in the prescribed time to the appropriate authorities and there are no arrears of outstanding statutory dues as on the last day of the financial year for a period of more than six months from the date they became payable.  
(b) According to the information and explanation given to us, there are no statutory dues which have not been deposited on account of any dispute.
9. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or banks.
10. According to the information and explanation given to us, the company has not raised any moneys by way of term-loans/IPOs. for the purpose for which those were raised.
11. Based on the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company and nor any fraud on the company by its officers or employees has been noticed or reported during the year.
12. Based on the audit procedures performed and the information and explanations given by the management, Managerial Remuneration (if any) has been paid or provided in accordance with provisions of Companies Act, 2013.

13. In our opinion, the company is not a Nidhi company within the meaning of relevant law.
14. Based on the audit procedures performed and the information and explanations given by the management, all transactions with related parties are in compliance with section 188 of the Companies Act, 2013 and requisite details have been disclosed in the financial statements as required by the applicable accounting standards.
15. Based on the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or partly convertible debentures u/s 42 of the Companies Act, 2013 during the year.
16. Based on the audit procedures performed and the information and explanations given by the management, the company has not entered in to any non-cash transaction with directors or others in contravention of section 192 of the Companies Act, 2013.
17. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**M/s. Kapil Dev & Associates  
Chartered Accountants  
Firm Regn. No. 025812N**

**Sd/-  
Kapil Dev  
Proprietor  
M. No. 525275**

**Place: New Delhi  
Dated: 30<sup>th</sup> May, 2019**

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**SAI MOH AUTO LINKS LIMITED**

**Annexure B to the Independent Auditor's Report of even date on the Financial Statements of SAI MOH AUTO LINKS LIMITED.**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SAI MOH AUTO LINKS LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, including the assessment of the risks of material misstatement of the 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 system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes 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 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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting 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.

**M/s. Kapil Dev & Associates  
Chartered Accountants  
Firm Regn. No. 025812N**

**Sd/-  
Kapil Dev  
Proprietor  
M. No. 525275**

**Place: New Delhi  
Dated: 30<sup>th</sup> May, 2019**

**SAI MOH AUTO LINKS LIMITED**  
**CIN: L34300DL1985PLC020510**  
**Balance Sheet as at 31st March, 2019**

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment		-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Intangible assets		-	-
(e) Financial Assets			
(i) Investments	4	762,000	762,000
(ii) Loans		-	-
(f) Other Non-Current Assets	5	572,500	1,145,000
		<b>1,334,500</b>	<b>1,907,000</b>
<b>(2) Current assets</b>			
(a) Inventories	6	11,487,747	4,514,803
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables	7	76,737,434	29,411,166
(iii) Cash and cash equivalents	8	1,081,349	162,413
(iv) Bank balances other than iii) above		-	-
(v) Loans	9	555,954	31,061,716
(c) Other Current Assets	10	1,628,659	2,809,169
		<b>91,491,143</b>	<b>67,959,267</b>
<b>Total Assets</b>		<b>92,825,643</b>	<b>69,866,267</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	11	33,025,000	33,025,000
(b) Others Equity	12	(2,202,673)	(2,760,152)
		<b>30,822,327</b>	<b>30,264,848</b>
<b>Liabilities</b>			
<b>(2) Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other financial liabilities		-	-
(b) Deferred tax liabilities (Net)	13	297,700	513,017
		<b>297,700</b>	<b>513,017</b>
<b>(3) Current liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables	14	31,384,417	4,232,312
(ii) Short term borrowings	15	27,362,593	34,626,820
(b) Other current liabilities	16	2,876,819	122,665
(c) Provisions		-	-
(d) Current Tax Liabilities ( Net)	17	81,787	106,605
		<b>61,705,616</b>	<b>39,088,402</b>
<b>Total Equity &amp; Liabilities</b>		<b>92,825,643</b>	<b>69,866,267</b>
<b>Summary of significant accounting policies</b>	1-3		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

**For Kapil Dev & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 025812N**

**Sd/-**  
**Kapil Dev**  
**Proprietor**  
**Membership No.: 525275**

**For and on behalf of the Board of Directors of**  
**Sai Moh Auto Links Limited**

**Sd/-**  
**Anand Kumar**  
**Managing Director**  
**DIN: 01381489**

**Sd/-**  
**Arpit Goel**  
**Director**  
**DIN: 06405912**

**Sd/-**  
**Shree Ram**  
**CFO**  
**PAN: CFTPR2232H**

**Place: New Delhi**  
**Dated: 30th May, 2019**

## SAI MOH AUTO LINKS LIMITED

CIN: L34300DL1985PLC020510

## Profit &amp; Loss Statement for the year ended 31st March, 2019

(Amount in Rs.)

Particulars	Note No.	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>Continuing Operations</b>			
Revenue from Operations	18	236,402,502	9,267,550
Other Income	19	-	1,114,200
<b>Total Income (I)</b>		<b>236,402,502</b>	<b>10,381,750</b>
<b>Expenses</b>			
Purchases of Traded Goods	20	236,515,861	13,264,680
Changes in Inventory of Finished Goods,	21	(6,972,944)	<b>(4,514,803)</b>
Employee Benefit Expenses	22	3,376,558	414,947
Finance Cost	23	1,314,656	976
Depreciation & amortization expenses		-	-
Other expenses	24	1,743,281	1,181,572
<b>Total Expenses (II)</b>		<b>235,977,412</b>	<b>10,347,372</b>
<b>III. Profit / (loss) before Tax (I) - (II)</b>		<b>425,090</b>	<b>34,378</b>
<b>IV. Tax expense:</b>			
(1) Current Income Tax		81,787	106,605
(2) Deferred Tax		(215,317)	(171,006)
(2) Short/Excess provision for earlier year		1,141	(20,275)
<b>V. Profit / (loss) for the year from Continuing Operations (III-IV)</b>		<b>557,479</b>	<b>119,054</b>
<b>VI. Discontinuing Operations</b>			
Profit / (loss) for the year from discontinued Operations		-	-
Tax Income / (Expense) of discontinuing operations		-	-
<b>VII. Profit / (loss) for the year from discontinued Operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>VIII. Profit / (Loss) for the year (V +VII)</b>		<b>557,479</b>	<b>119,054</b>
<b>Other Comprehensive Income</b>			
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		-	-
<b>(IX) Other Comprehensive Income for the year</b>		<b>-</b>	<b>-</b>
<b>(X) Total Comprehensive Income for the year (VIII+IX)</b>		<b>557,479</b>	<b>119,054</b>
<b>Earning per share for continuing operations [face value of Share Rs. 10/-each]</b> (Previous Year Rs. 10/- each)			
<b>(i) Basic</b>			
Computed on the basis of total profit for the year		<b>0.17</b>	<b>0.04</b>
<b>(ii) Diluted</b>			
Computed on the basis of total profit for the year		<b>0.17</b>	<b>0.04</b>
<b>Summary of significant accounting policies</b>	1-3		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For Kapil Dev & Associates  
Chartered Accountants  
Firm Reg. No.: 025812N

For and on behalf of the Board of Directors of  
Sai Moh Auto Links Limited

Sd/-  
Kapil Dev  
Proprietor  
Membership No.: 525275

Sd/-  
Anand Kumar  
Managing Director  
DIN: 01381489

Sd/-  
Arpit Goel  
Director  
DIN: 06405912

Sd/-  
Shree Ram  
CFO  
PAN: CFTPR2232H

Place: New Delhi  
Dated: 30th May, 2019

**SAI MOH AUTO LINKS LIMITED**  
CIN: L34300DL1985PLC020510  
Cash flow statement for the period ending 31st March, 2019

(Amount in Rs.)

	Particulars	For the year ended		For the year ended	
		31st March, 2019		31st March, 2018	
A)	<b>Cash flow from operating activities</b>				
	<b>Net Operating profit before tax and extra ordinary items</b>		425,090		34,378
	Adjustments for:-				
	Depreciation	-		-	
	Profit on sale of Investments	-		(414,000)	
	Interest Income	-		(700,200)	
	Profit on redemption of Mutual Fund	-		-	
	Fair Value of Mutual Fund Investment	-		-	
	Dividend Income	-		-	(1,114,200)
	<b>Operating profit before working capital changes</b>		425,090		(1,079,822)
	(Increase) / Decrease in Other Current Assets	1,180,510		(2,222,345)	
	(Increase) / Decrease in Other non assets	572,500		572,500	
	(Increase) / Decrease in Trade Recievables	(47,326,268)		(9,748,014)	
	(Increase) / Decrease in Loan Recievables	30,505,762		(22,783,157)	
	(Increase) / Decrease in Inventories	(6,972,944)		(4,514,803)	
	Increase / (Decrease) in Other current liabilities	2,754,154		5,736	
	Increase / (Decrease) in Non-current Trade payable	-		-	
Increase / (Decrease) in Current Trade payable	27,152,105		3,455,887		
Increase / (Decrease) in Non-current Other current liabilities	-		-		
Increase / (Decrease) in Other financial liabilities	-	7,865,819	-	(35,234,196)	
<b>Cash generated from operations</b>		8,290,909		(36,314,018)	
Net direct taxes paid		107,746		-	
<b>Net cash from Operating Activities</b>		8,183,163		(36,314,018)	
B)	<b>Cash flow from Investing Activities</b>				
	Purchase of Investments	-		-	
	Fresh investment made in Subsidiary Companies	-		-	
	Profit of Investments	-		414,000	
	Interest received	-		700,200	
	Dividend Income	-		-	
	Proceeds from Sale of Investment	-		1,036,000	
	Sale of Tangible Assets	-		-	
	<b>Net cash used in investing activities</b>		-		2,150,200
	<b>Net cash from operating and investing activities</b>		8,183,163		(34,163,818)
C)	<b>Cash flow from financing activities</b>				
	Proceeds from issuance of preference share capital	-		-	
	Increase/(decrease) Short term borrowings	(7,264,227)		34,199,820	
	Dividend Paid	-		-	
	Tax paid on Dividend Distribution	-		-	
	Interest paid	-		-	
	<b>Net cash from financing activities</b>		(7,264,227)		34,199,820
<b>Net cash from operating, investing &amp; financial activities</b>		918,936		36,002	
<b>Net increase in cash &amp; cash equivalent</b>		918,936		36,002	
<b>Opening balance of cash &amp; cash equivalent</b>		162,413		126,411	
<b>Closing balance of cash &amp; cash equivalent</b>		1,081,349		162,413	
<b>Note:</b> Cash and cash equivalents included in the Cash Flow Statement comprise of the following:-					
i)	Cash balance in Hand		430,942	88,544	
ii)	Balance with Banks:				
a)	In Current Accounts		650,407	73,869	
b)	In Fixed Deposits		-	-	
	<b>Total</b>		<b>1,081,349</b>	<b>162,413</b>	

As per our report of even date

The above Cash Flow Statement has been prepared under the Indirect method as set out in Indian Accounting Standard (IND AS-7). The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact upon on the financial statements of the Company.

Previous year figures have been re-grouped/re-arranged wherever considered necessary.

**For Kapil Dev & Associates**  
Chartered Accountants  
Firm Reg. No.: 025812N

**For and on behalf of the Board of Directors of**  
**Sai Moh Auto Links Limited**

Sd/-  
Kapil Dev  
Proprietor  
Membership No.: 525275

Sd/-  
Anand Kumar  
Managing Director  
DIN: 01381489

Sd/-  
Arpit Goel  
Director  
DIN: 06405912

Sd/-  
Shree Ram  
CFO  
PAN: CFTPR2232H

Place: New Delhi  
Dated 30th May, 2019



**SAI MOH AUTO LINKS LIMITED**  
**Statement of Changes in Equity as at 31st March, 2019**

**A. Equity Share Capital**

Equity Shares of Rs. 10 each issued, subscribed & fully Paid-up	Note	Numbers	Amount (Rs.)
<b>At 1st April 2018</b>	11	3,302,500	33,025,000
Changes in Equity Share Capital Shares during the year		-	-
<b>At 31st March, 2019</b>		<b>3,302,500</b>	<b>33,025,000</b>

**B. Other Equity**

For the year ended 31st March, 2019

(Amount in Rs.)

Particulars	Reserve and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
<b>Balance as at April 01, 2017</b>	-	-	<b>(2,879,206)</b>	<b>(2,879,206)</b>
Profit for the period	-	-	119,054	119,054
Other Comprehensive Income	-	-	-	-
<b>Total comprehensive Income for the year</b>	-	-	<b>(2,760,152)</b>	<b>(2,760,152)</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>As at 31st March, 2018</b>	-	-	<b>(2,760,152)</b>	<b>(2,760,152)</b>
				-
<b>As at 1st April, 2018</b>	-	-	<b>(2,760,152)</b>	<b>(2,760,152)</b>
Profit for the period	-	-	557,479	557,479
Other Comprehensive Income	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
<b>Total comprehensive Income for the year</b>	-	-	<b>557,479</b>	<b>557,479</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>As at 31st March, 2019</b>	-	-	<b>(2,202,673)</b>	<b>(2,202,673)</b>

**SAI MOH AUTO LINKS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019**

1	<p><b>Background</b></p> <p>SaiMoh Auto Link Limited is a Limited Company incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of Trading of Chemical.</p>
2	<p><b>SIGNIFICANT ACCOUNTING POLICIES</b></p> <p>This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.</p>
i)	<p><b>Basis of preparation</b></p>
a)	<p><b>Compliance with Ind AS</b></p> <p>This financial statement has been prepared to comply in all material respects with the Indian Accounting Standard Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA'). In addition, the Guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations requires a different treatment</p>
b)	<p><b>Basis of Measurement</b></p> <p>The financial statements have been prepared on the accrual and going concern basis and the historical cost convention except where the Ind-AS requires a different accounting treatment. Historical cost is generally based on fair value of the consideration given in exchange of Goods &amp; Services</p>
c)	<p><b>Use of Estimates &amp; Judgements</b></p> <p>The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.</p> <p>Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:</p> <p>i) <b>Income taxes:</b> The Company's tax jurisdiction is India. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.</p> <p>ii) <b>Other estimates:</b> The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns etc.</p>
d)	<p><b>Current versus non-current classification</b></p> <p>The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.</p> <p>An asset is treated as current when it is:</p> <ul style="list-style-type: none"> <li>-Expected to be realised or intended to be sold or consumed in normal operating cycle</li> <li style="padding-left: 20px;">Held primarily for the purpose of trading</li> <li style="padding-left: 20px;">Expected to be realised within twelve months after the reporting period, or</li> </ul> <p>Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period</p> <p>All other assets are classified as non-current.</p> <p>A liability is current when:</p> <ul style="list-style-type: none"> <li style="padding-left: 20px;">It is expected to be settled in normal operating cycle</li> <li style="padding-left: 20px;">It is held primarily for the purpose of trading</li> <li style="padding-left: 20px;">It is due to be settled within twelve months after the reporting period, or</li> </ul> <p>There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period</p> <p>The Company classifies all other liabilities as non-current.</p> <p>Deferred tax assets and liabilities are classified as non-current assets and liabilities.</p> <p>The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the nature of products/ activities of the Company and the normal time between the acquisition of the assets and their realisation in cash or cash equivalent, the Company has determined its operating cycle as 48 months for real estate projects and 12 months for others for the purpose of classification of its assets and liabilities as current and non current.</p>

<b>3</b>	<p><b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</b></p> <p>i) <b>Property, plant and equipment</b>  Property, Plant and Equipment is carried at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises its purchase price, directly attributable cost of bringing the asset to its working condition for its intended use and borrowing Costs attributable to construction of qualifying asset, upto the date asset is ready for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.</p> <p><i>Transition to Ind AS:</i>  On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.</p> <p><b>Subsequent costs</b>  Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.</p> <p><b>Derecognition</b>  An item of Property, Plant &amp; Equipment is derecognised upon disposal or when no future economic benefits are expected from the use. Any gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment and are recognised net within "Other income/ Other expenses" in the Statement of Profit and Loss.</p> <p><b>Depreciation</b>  Depreciation is charged on the assets as per Written Down Value method at rates worked out based on the useful lives and in the manner prescribed in the Schedule II to the Companies Act, 2013. The depreciation method, useful lives and residual value are reviewed at each of the reporting date. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which the asset is ready for use (disposed off). The residual values and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.</p> <p>ii) <b>Intangible assets</b>  Computer software  Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.</p> <p><b>Amortisation methods and periods:</b>  The Company amortises intangible assets with the finite useful life (computer software) using straight line method over a period of 5 years.</p> <p>iii) <b>Financial Instruments</b></p> <p>a) <b>Financial Assets</b>  Financial assets comprise investments in equity instruments, loans and advances , trade receivables, Cash and cash equivalents and other eligible assets.</p> <p><b>Initial recognition and measurement:</b>  All financial assets are recognised initially at fair value except trade receivables which are initially measured at transaction price. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.</p> <p><b>Subsequent Measurement:</b>  <b>-Financial Assets measured at amortised cost:</b> Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method.</p> <p>They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These financial assets are subsequently carried at amortized cost using the effective interest method, less any impairment loss. The EIR amortisation is recognised as finance income in the Statement of Profit and Loss.</p>
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**- Financial assets at fair value through other comprehensive income (FVTOCI):** Financial assets held within a business model whose objective is achieved by both collecting the contractual cash flows and selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payment towards principal and interest (SPPI) on principal outstanding are subsequently measured at FVTOCI. Fair value movements in financial assets at FVTOCI are recognised in other comprehensive income. However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain loss in statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the expected interest rate (EIR) model.

**-Equity instruments other than investment in associates:** Equity instruments held for trading are classified at fair value through Profit or Loss (FVTPL). For other equity instruments the Company classifies the same as at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair value changes on equity instruments at FVTOCI, ...

**- Financial assets at fair value through fair value through Profit or Loss (FVTPL):** Financial assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortised cost or at fair value through other comprehensive income. Fair value changes are recognised in Statement of Profit and Loss.

**Derecognition of financial assets:**

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire or the financial asset is transferred and the transfer qualified for derecognition. On derecognition of financial asset in its entirety the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognised in Statement of Profit and Loss.

**Impairment of financial assets:**

Trade receivables, contract assets, receivables under Ind AS 109 are tested for impairment based on the expected credit losses (ECL) for the respective financial asset. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the Statement of Profit and Loss. The approach followed by the company for recognising the impairment loss is given below:

**1) Trade receivables**

An impairment analysis is performed at each reporting date. The expected credit losses over lifetime of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions.

**2) Other financial assets**

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL issued. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

**b) Financial liabilities:**

Financial liabilities comprise borrowings, trade payables and other eligible liabilities.

**Initial recognition and measurement:**

Financial liabilities are initially recognised at fair value. Any transaction costs that are attributable to the acquisition of the financial liabilities (except financial liabilities at fair value through profit or loss) are deducted from the fair value of financial liabilities.

**Subsequent measurement**

**Financial liabilities at amortised cost:** The Company has classified the following under amortised cost:

- a) Trade payables
- b) Other financial liabilities

Amortised cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the cumulative amortisation using the effective interest rate (EIR) method of any difference between that initial amount and the maturity amount.

**- Financial liabilities at fair value through profit or loss (FVTPL):** Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

For trade and other payables maturing within one year from the Balance Sheet Date are carried at a value which is approximately equal to fair value due to the short maturity of these instruments.

	<p><b>Derecognition of financial liabilities</b> A financial liability shall be derecognised when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.</p> <p><b>c) Offsetting financial instruments</b> Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.</p> <p><b>d) Reclassification of Financial Assets</b> The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorised as equity instruments at FVTOCI and financial assets or financial liabilities that are specifically designated at FVTPL. For financial assets, which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.</p> <p><b>iv) Borrowing Costs</b> Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred. To the extent the Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowings costs eligible for capitalization by applying a capitalization rate to the expenditure incurred on such asset. The capitalization rate is determined based on the weighted average of borrowing costs applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing costs that the Company capitalizes during a period does not exceed the amount of borrowing costs incurred during that period.</p> <p><b>v) Impairment of non-financial assets</b> The carrying amount of the Company's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.</p> <p>The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from the continuing use that are largely independent of cash inflows of other assets or group of assets (the cash generating unit).</p> <p>An impairment loss is recognized if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. Impairment losses are recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit or group of units on a pro rata basis.</p> <p><b>Reversal of impairment loss</b> Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.</p> <p>An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.</p> <p><b>vi) Inventories</b> Inventories are valued at lower of cost and net realizable value. The costs comprise its purchase price and any directly attributable cost of bringing to its present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated variable costs necessary to make the sale</p>
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vii)	<p><b>Provisions and Contingencies</b></p> <p>A provision arising from claims, litigation, assessment, fines, penalties, etc. is recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect current management estimates. Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise. When there is a possible obligation or present obligation where the likelihood of an outflow is remote, no disclosure or provision is made.</p> <p>A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is disclosed, where an inflow of economic benefits is probable.</p> <p>When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.</p> <p>If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.</p> <p>The company does not recognize a contingent liability but disclosed its existence in the financial statements.</p>
viii)	<p><b>Income Taxes</b></p> <p>Income tax comprises current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.</p> <p><b>Current tax</b></p> <p>Current tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.</p> <p><b>Deferred tax</b></p> <p>Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.</p> <p>Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.</p> <p>Deferred tax liabilities are recognized for all taxable temporary differences.</p> <p>The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.</p> <p>Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.</p> <p><b>Minimum Alternate Taxes</b></p> <p>Minimum Alternate Tax (MAT) is payable when the taxable profit is lower than the book profit. Taxes paid under MAT are available as a set off against regular income tax payable in subsequent years. MAT paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that 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. MAT credit is recognised as an asset and is shown as 'MAT Credit Entitlement'. The Company reviews the 'MAT Credit Entitlement' asset at each reporting date and write down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.</p>
ix)	<p><b>Foreign Currency Translations</b></p> <p>a) <b>Functional and Presentation Currency</b></p> <p>Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is BOJ Heights Private Limited's functional and presentation currency.</p>

b)	<p><b>Transactions and balances</b></p> <p>Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.</p>
x)	<p><b>Leases</b></p> <p><i>As a Lessee:</i></p> <p>Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.</p> <p>Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.</p> <p>The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Arrangements containing a lease have been evaluated as on the date of transition i.e. April 1, 2016 in accordance with Ind-AS 101 First-time Adoption of Indian Accounting Standards.</p> <p><i>As a Lessor:</i></p> <p>Leases in which the company does not transfer substantially all the risk and benefits of ownership of the assets are classified as operating leases. Assets subject to operating lease are included in Property, Plant &amp; Equipment. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized immediately in the statement of profit &amp; loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.</p>
xi)	<p><b>Cash and Cash Equivalents</b></p> <p>For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, 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, and bank overdrafts.</p>
xii)	<p><b>Revenue Recognition</b></p> <p>Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.</p> <p><b>Income from Services</b> – Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreement.</p> <p><b>Interest Income:</b> Interest income is recognized as it accrues in Statement of Profit and Loss using the effective interest method.</p> <p><b>Dividend income</b> - Revenue is recognized when the shareholder's right to receive payment is established at the balance sheet date. Dividend income is included under the head "Other income" in the statement of profit and loss.</p>
xiii)	<p><b>Earnings Per Share</b></p> <p>Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.</p> <p>Diluted earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.</p>
xiv)	<p><b>Segment reporting</b></p> <p>Business segment: The Company has a single reportable business segment namely; carrying out business of trading of goods (Chemical items)</p>
xxi)	<p><b>Rounding of amounts</b></p> <p>All amounts disclosed in the financial statements and notes have been rounded as per the requirement of Part I of Schedule III, unless otherwise stated.</p>

**SAI MOH AUTO LINKS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019**

(Amount in Rs.)

Note	Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>4</b>	<b>Investments</b>		
	<b>(a) Investment in equity instruments at amortised Cost</b>		
	<b>Unquoted equity instruments in Subsidiaries (Fully Paid):</b>		
	1270 (N1270) equity shares of Rs. 10/- each, fully paid up	762,000	762,000
	<b>Total</b>	<b>762,000</b>	<b>762,000</b>
	(a) Aggregate amount of unquoted investments	762,000	762,000
	(b) Aggregate amount of impairment in value of investments	-	-
<b>5</b>	<b>Non Current Assets</b>		
	Miscellaneous expenditure to the extent not written off"	5,72,500	11,45,000
		<b>5,72,500</b>	<b>11,45,000</b>
<b>6</b>	<b>Inventories</b>		
	(Valued at cost or net realisable value whichever is lower)		
	Traded Goods	11,487,747	4,514,803
		<b>11,487,747</b>	<b>4,514,803</b>
<b>7</b>	<b>Trade Receivables</b>		
	<b>Unsecured - Others</b>		
	Considered good	76,737,434	29,411,166
	Considered doubtful	-	-
	<b>From related Parties</b>	-	-
	Less: Allowance for bad and doubtful debts	-	-
		<b>7,67,37,434</b>	<b>2,94,11,166</b>
<b>8</b>	<b>Cash and Cash Equivalents</b>		
	Cash and cash equivalents		
	a) Balances with Bank	650,407	73,869
	b) Cash in Hand	430,942	88,544
		<b>1,081,349</b>	<b>162,413</b>
<b>9</b>	<b>Loans</b>		
	a) Loan and Advances to Related Parties		
	i) Secured, Considered Good	-	-
	ii) Unsecured, considered good	-	-
	iii) Doubtful	-	-
	b) Others Advances/ Recoverable	555,954	31,061,716
		<b>555,954</b>	<b>31,061,716</b>
<b>10</b>	<b>Other Current Assets</b>		
	i) Others		
	a) TDS/ Advance Tax/ Self Assessment tax	110,000	70,020
	b) GST Recoverable	946,159	751,374
	c) Mat entitlement	-	20,275
	d) Miscellaneous expenditure to the extent not written off	572,500	572,500
	e) Other recoverables	-	1,395,000
		<b>1,628,659</b>	<b>2,809,169</b>



**SAI MOH AUTO LINKS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019**

(Amount in Rs.)

Note	Particulars	As at March 31, 2019	As at March 31, 2018
11	<b>Share Capital</b>		
	<b>a. Authorised</b> 52,50,000 Equity Shares of Rs.10/- each (Previous Year 52,50,000 Equity Shares of Rs. 10/- each)	52,500,000	52,500,000
	<b>b. Issued Share Capital</b> 42,50,400 Equity Shares of face value of Rs. 10/- each	4,25,04,000	4,25,04,000
	<b>b. Subscribed &amp; fully Paid-up Shares</b> 33,02,500 Equity Shares of face value of Rs. 10/- each	3,30,25,000	3,30,25,000
	<b>Total Issued, Subscribed &amp; fully Paid-up Share Capital</b>	<b>33,025,000</b>	<b>33,025,000</b>
	<b>c. Terms /rights attached to equity shares</b>  The company has only one class of equity shares having a face value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend declared, if any is payable in Indian rupees. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual General Meeting. The board has not proposed any dividend for current year and previous year. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts including preference shares. The distribution will be in proportion to the number of equity shares held by the shareholders.		
	<b>d. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year</b>		
	<b>Equity Shares</b>		
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
	<b>Particulars</b>	<b>In Nos.</b>	<b>Amount in Rs.</b>
	<b>Particulars</b>	<b>In Nos.</b>	<b>Amount in Rs.</b>
	At the beginning of the year	3,302,500	33,025,000
	Add : Issued during the year ending	-	-
	<b>Outstanding at the end of the Year</b>	<b>3,302,500</b>	<b>33,025,000</b>
	<b>e. Detail of shareholders holding more than 5% shares in the company</b>		
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
	<b>Particulars</b>	<b>In Nos.</b>	<b>the Class</b>
	<b>Particulars</b>	<b>In Nos.</b>	<b>Class</b>
	Equity shares of Rs.10/- each fully paid		
	Vijay Kumar	-	-
	Anand Kumar	6,68,949	20.26%
	Arpit Goel	3,43,501	10.40%
	<b>Total</b>	<b>10,12,450</b>	<b>30.66%</b>
		<b>12,52,950</b>	<b>37.94%</b>

## SAI MOH AUTO LINKS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019

(Amount in Rs.)

Note	Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>12</b>	<b>Other Equity</b>		
	<b>a. Retained Earnings</b>		
	Opening balance	(2,760,152)	(2,879,206)
	Add: Net profit/(loss) for the current year	557,479	119,054
	<b>Profit available for appropriation</b>	<b>(2,202,673)</b>	<b>(2,760,152)</b>
	Less : Appropriations	-	-
	<b>Closing balance</b>	<b>(2,202,673)</b>	<b>(2,760,152)</b>
	<b>b. Securities premium reserve</b>		
	Opening Balance	-	-
	Change during the Year	-	-
	<b>Closing Balance</b>	<b>-</b>	<b>-</b>
	<b>Total Reserves and Surplus</b>	<b>(2,202,673)</b>	<b>(2,760,152)</b>
<b>13</b>	<b>Deferred Tax Liabilities (Net):</b>		
	On temporary difference between the accounting base & tax base		
	<b>Deferred Tax Liabilities arising on account of</b>		
	Property, plant and equipment	-	-
	Due to others	297,700	513,017
	<b>Total Deferred Tax Liabilities</b>	<b>297,700</b>	<b>513,017</b>
	<b>Net Deferred Tax Liability</b>	<b>297,700</b>	<b>513,017</b>
<b>14</b>	<b>Trade Payables</b>		
	Trade Payables (dues to micro and other small enterprises)	-	-
	Trade Payables (dues to other than micro and other small enterprises)	31,384,417	4,232,312
		<b>31,384,417</b>	<b>4,232,312</b>
	The Company identifies suppliers registered under Micro, Small & Medium Enterprises Development Act, 2006 by sourcing information from suppliers and accordingly made classification based on available information with the Company		
<b>15</b>	<b>Short-Term Borrowings</b>		
	<b>Loans repayable on demand - Unsecured</b>		
	Loan & Advances from Related Parties	2,20,70,120	3,46,26,820
	Loan from others - Corporates	52,92,473	-
		<b>2,73,62,593</b>	<b>3,46,26,820</b>
<b>16</b>	<b>Other Current Liabilities</b>		
	Exp payable	7,17,751	1,19,454
	<b>Statutory dues</b>		
	Tds Payable	1,34,687	3,211
	Advance from Customers	20,24,381	-
	<b>Total other liabilities</b>	<b>28,76,819</b>	<b>1,22,665</b>
<b>17</b>	<b>Current Tax Liabilities (Net)</b>		
	Provision of Income Tax	81,787	106,605
		<b>81,787</b>	<b>106,605</b>
		<b>163,575</b>	<b>213,210</b>

**SAI MOH AUTO LINKS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019**

(Amount In Rs)

Note	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>18</b>	<b>Revenue from Operations</b>		
	Sale and Services	236,402,502	9,267,550
		<b>236,402,502</b>	<b>9,267,550</b>
<b>19</b>	<b>Others Income</b>		
	Interst Received	-	7,00,200
	Profit on Sale of Equity shares	-	4,14,000
		<b>-</b>	<b>1,114,200</b>
<b>20</b>	<b>Purchases of Traded Goods</b>		
	Purchases	23,65,15,861	1,32,64,680
		<b>23,65,15,861</b>	<b>1,32,64,680</b>
<b>21</b>	<b>Changes in inventories</b>		
	Opening Stock	4,514,803.00	-
	Closing Stock	1,14,87,747	45,14,803
		<b>(6,972,944)</b>	<b>(4,514,803.00)</b>
<b>22</b>	<b>Employee Benefit Expenses</b>		
	Directors Remuneration Expenses	8,00,000	-
	Salaries and other allowances	24,67,900	4,10,000
	Staff Welfare Expenses	1,08,658	4,947
		<b>33,76,558</b>	<b>4,14,947</b>
<b>23</b>	<b>Finance costs</b>		
	Interest others	-	-
	Bank Service Charges	1,314,656	976
		<b>1,314,656</b>	<b>976</b>
<b>24</b>	<b>Other expenses</b>		
	Advertisement Expenses	58,261	78,551
	AGM Expenses	12,400	7,430
	Auditors' Remuneration	30,000	15,000
	Business Promotion Expenses	21,453	-
	Freight & Cartage Expenses	4,75,701	-
	Interest on Late Payment	4,929	2,014
	Legal & Professional Expenses	98,048	87,608
	Listing Fees & Annual Custody	2,78,000	3,58,290
	Miscellaneous Expenses Written off	5,72,500	5,72,500
	Misc. expenses	8,211	3,034
	Postage and Couriers Expenses	25,700	8,448
	Printing & stationery	58,411	10,367
	Repair and Maintanance Expenses	23,600	-
	ROC Fee	7,600	20,400
	Telephone and Internet Expenses	22,949	5,359
	Travelling and Conveyance Expenses	37,848	9,881
	Vehicle Running & Maintanance Expenses	4,170	-
	Water and Electricity Expenses	3,500	2,690
		<b>17,43,281</b>	<b>11,81,572</b>
	<b>*Payment to Auditors</b>		
	As auditor:		
	Statutory Audit Fee	30,000	15,000
	Other certification Charges	9,000	9,000
		<b>39,000</b>	<b>15,000</b>

## SAI MOH AUTO LINKS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019

(Amount In Rs)

Note	Particulars	As at March 31, 2019	As at March 31, 2018
25	<b>INCOME TAX</b>		
	<b>The income tax expense consists of the following :</b>		
	Current tax expense for the current year	81,787	106,605
	Excess provision pertaining to previous years	1,141	(20,275)
	Minimum alternative tax (MAT) credit	-	-
	Deferred tax expense/(benefit)	(215,317)	(171,006)
	<b>Total income tax</b>	<b>(132,389)</b>	<b>(84,676)</b>
	<b>Reconciliation of tax liability on book profit vis-à-vis actual tax liability</b>		
	Profit before income taxes	425,090	34,378
	Enacted Tax Rate	26.00%	25.75%
	Computed Tax Expense	81,787	106,605
	<b>Adjustments in respect of current income tax</b>		
	Tax impact of exempted income	-	-
	Tax impact of expenses which will never be allowed	-	-
Tax effect of expenses that are not deductible for tax purpose	-	-	
Tax effect due to non taxable income	-	-	
Minimum alternative tax (MAT) credit	-	-	
Previously unrecognised tax losses used to reduce current tax expense	-	-	
Other	(214,176)	(191,281)	
<b>Total income tax expense</b>	<b>(132,389)</b>	<b>(84,676)</b>	
26	<b>EARNINGS PER SHARE</b>		
		<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	Profit/(loss) attributable to shareholders	557,479	119,054
	Weighted average number of equity shares	3,302,500	3,302,500
	Nominal value per equity share	10	10
	<b>Weighted average number of equity shares adjusted for the effect of dilution</b>	<b>3,302,500</b>	<b>3,302,500</b>
	<b>Earnings per equity share</b>		
	Basic	0.17	0.04
Diluted	0.17	0.04	
27	<b>CONTINGENCIES AND COMMITMENTS</b>		
		<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	<b>(A) Contingent liabilities</b>		
	I Income Tax	Nil	Nil
	II Other Legal Cases	Nil	Nil
		-	-
	<b>(B) Capital and other commitments</b>		
	Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:		
	<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
	Property, plant and equipment	Nil	Nil

## SAI MOH AUTO LINKS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019

Note					
28	<b>LEASES :</b>				
	<b>The Company has not taken any assets on lease</b>				<b>(Amt In Rs)</b>
	<b>Particulars</b>	<b>As at March 31, 2019</b>			<b>As at March 31, 2018</b>
	Lease payments for the year recognised in the Statement of Profit and Loss	Nil			Nil
29	<b>MSME</b>				
	The Company has not received intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence names of Micro, Small and Medium Enterprises to whom the company owes any sum together with interest unpaid as on the date of balance sheet is no ascertainable.				
30	<b>Related Party Disclosure</b>				
	As required by Indian Accounting Standard -24, the disclosures of transactions with the related parties are given below:				
a)	<b>Names of Related Parties and Nature of Related Party Relationship:</b>				
b)	<b>Key Management Personnel (KMP)</b>				
	Mr. Anand Kumar, Managing Director Mr. Arpit Goel, Director Mr. Dinesh Kumar Maurya, Company Secretary Mr. Manoj Kumar, CFO				
c)	<b>Entities in Which KMP/relative is having Significant Influence (KMPSI)</b>				
	M/s Shreshta Securities Pvt Ltd. M/s Annu Industries Pvt. Ltd. M/s Annu Chemicals				
d)	<b>Description of transactions with the related parties in the normal course of business: -</b>				
	<b>Name of Related Party</b>	<b>Nature of Transaction</b>	<b>Balance Outstanding as on 31.03.2018</b>	<b>Transactions</b>	<b>Balance Outstanding as on 31.03.2019</b>
	Mr. Anand Kumar	Remuneration Paid	-	814,010	-
	Mr. Anand Kumar	Expenses Incurred on company behalf	-	424,812	-
	M/s Shreshta Securities Pvt Ltd.	Interest Expenses	-	1,307,869	-
	Mr. Dinesh Kumar Maurya	Remuneration Paid	-	242,000	-
	Mr. Manoj Kumar	Remuneration Paid	-	100,000	-
	M/s Annu Industries Pvt. Ltd - Hr.	Purchases	-	293,130,884	-
	M/s Annu Industries Pvt. Ltd - Hr.	Sales	-	1,308,118	-
	M/s Annu Industries Pvt. Ltd - DL.	Purchases	-	149,093	-
	M/s Annu Industries Pvt. Ltd - DL.	Sales	-	556,807	-
	M/s Annu Industries Pvt. Ltd - DL.	Payables	3,923,087		
	Mr. Anand Kumar	Payables	214,000	-	-
	M/s Annu Chemicals	Payables	253,000	-	-
	M/s Shreshta Securities Pvt Ltd.	Payables	34,159,820	-	22,070,120
	Mr. Manoj Kumar	Payables	25,000	-	-
	Mr. Dinesh Kumar Maurya	Payables	-	-	22,000
	M/s Annu Industries Pvt. Ltd - Hr.	Receivables	31,061,716	-	31,375,267

**SAI MOH AUTO LINKS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019**

(Amount In Rs)

Note	(Amount In Rs)	
<b>31 FAIR VALUE MEASUREMENT</b>		
<p>The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:</p> <p>Fair Value of cash and short-term deposits, trade and other current receivables, trade payables, other current liabilities and other financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments.</p> <p><b>The different levels of fair value have been defined below:</b></p> <p>Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.</p> <p>Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly</p> <p>Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.</p>		
	(Amount In Rs)	
	<b>Particulars</b>	<b>As at 31-Mar-19</b>
		<b>As at 31-Mar-18</b>
	<b><u>Carrying Amount</u></b>	
	<b>Financial Instruments at fair value through Profit or Loss</b>	
	<b>Financial Assets</b>	
	(i) Investments	-
	<b><u>Fair Value</u></b>	
	Level 1	-
	Level 2	-
	Level 3	-
	<b>Total</b>	<b>-</b>
	<b>Financial Assets at Amortised Cost</b>	
	(i) Investments	762,000
	(ii) Trade receivables	76,737,434
	(iii) Cash and cash equivalents	1,081,349
	(iv) Other bank balances	-
	(v) Loans	555,954
	<b>Total Financial Assets</b>	<b>79,136,737</b>
	<b>Financial Liabilities at Amortised Cost</b>	
	(i) Borrowings	27,362,593
	(ii) Trade payables	31,384,417
	(iii) Other financial liabilities	-
	<b>Total Financial Liabilities</b>	<b>58,747,010</b>
<b>32 Financial Risk Management</b>		
<p>The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. The financial risks are identified, measured and managed in accordance with the Company's policies on risk management. Key financial risks and mitigation plans are reviewed by the board of directors of the Company.</p>		
<b>A. MARKET RISK</b>		
<p>Market risk is the risk of loss of future earnings, fair value of future cash flows that may result from a change in the price of financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, equity prices and other market changes that may effect market sensitivity instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, loans and borrowings.</p>		
<b>Interest Rate Risk</b>		
<p>Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to balance the Company's position with regards to interest income and interest expense and to manage the interest rate risk, management performs a comprehensive interest rate risk management. The Company has no interest bearing borrowings hence it is not exposed to significant interest rate risk as at the respective reporting dates. The Company's fixed rate financial assets are carried at amortized cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of change in market interest rates.</p>		

**SAI MOH AUTO LINKS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019**

**Foreign currency risk**

The Company has operations in India only hence Company's exposure to foreign currency risk is nil.

**Price Risk**

Price risk arises from exposure to equity securities prices from investments held by the Company. The Company does not have any investments in equity shares.

**B. CREDIT RISK**

Credit risk is the risk that customer or counter-party will not meet its obligation under the contract, leading to financial loss. Credit risk arises from trade receivables and other financial assets.

**Trade Receivables**

Customer credit risk is managed on the basis of established policies of the Company, procedures and controls relating to customer credit risk management which helps in assessing the risk at the initial recognition of the asset. Outstanding customer receivables are regularly and closely monitored. Based on prior experience and an assessment of the current receivables, the management believes that there is no credit risk and accordingly no provision is required.

**Other Financial Assets**

There is no credit risk exposure with respect to other financial assets as they are either supported by legal agreement or are with Nationalized banks.

- Deposits are held with Banks are with Nationalized Bank, hence the risk of default is considered to be negligible.
- Other receivables from related parties are as per approved policy and the established procedure to monitor the dues from related parties which also ensures timely payments and no default, hence there is no credit risk exposure involved.

**Provision for Expected Credit losses**

Financial Assets are considered to be of good quality and there is no credit risk to the Company.

**C. LIQUIDITY RISK**

Liquidity risk is the risk that 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 Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

**Contractual Maturities of financial liabilities**

The tables below provide details regarding the remaining contractual maturities of financial liabilities at reporting date based on contractual undiscounted payments.

(Amount In Rs)

As at 31-Mar-19	Less than 1 year/ On Demand	1 - 2 years	2 - 3 years	More than 3 years
<b>Current</b>				
(i) Trade payables	31,384,417			
(ii) Short-term Borrowings	27,362,593			
<b>Non Current</b>				
(i) Other financial liabilities	-			
<b>Total</b>	<b>58,747,010</b>	-	-	-

As at 31-Mar-18	Less than 1 year/ On Demand	1 - 2 years	2 - 3 years	More than 3 years
<b>Current</b>				
(i) Trade payables	4,232,312	-	-	-
(ii) Short-term Borrowings	34,626,820	-	-	-
<b>Non Current</b>				
(i) Other financial liabilities	-			-
<b>Total</b>	<b>38,859,132</b>	-	-	-

**33 Capital Risk Management**

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to shareholders. The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain creditors and market confidence and to sustain future development and growth of its business. There in no change in the Company capital structure since previous year.

**SAI MOH AUTO LINKS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2019**

- 34** The amendments issued by the Ministry of Corporate Affairs, Government of India on March 28, 2018, to various Ind-AS vide the Companies (Indian Accounting Standards) Amendment Rules, 2018 have been applied to the extent applicable to the company.
- 35** The Company has not received intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence names of Micro, Small and Medium Enterprises to whom the company owes any sum together with interest unpaid as on the date of balance sheet is no ascertainable.
- 36** The Balances of Trade receivables, Trade Payables, Loans and Advances appearing in the balance sheet are subject to balance confirmation/reconciliation at the year end. The management is in the process of obtaining the respective confirmations in the due course. However, the reconciliation of these balances is not expected to result in any material adjustments in the stated balances in the financial Statements.
- 37** The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.

**For Kapil Dev & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 025812N**

**For and on behalf of the Board of Directors of**  
**Sai Moh Auto Links Limited**

**Sd/-**  
**Kapil Dev**  
**Proprietor**  
**Membership No.: 525275**  
**Place: New Delhi**  
**Dated: 30th May, 2019**

**Sd/-**  
**Anand Kumar**  
**Managing Director**  
**DIN: 01381489**

**Sd/-**  
**Arpit Goel**  
**Director**  
**DIN: 06405912**

**Sd/-**  
**Shree Ram**  
**CFO**  
**PAN: CFTPR2232H**



**SAI MOH AUTO LINKS LIMITED**

CIN: L34300DL1985PLC020510

C-582, Saraswati Vihar, Pitampura, Delhi-110034

Phone: 011-27017987, Fax : 011-27017987

Email : Sai Mohauto@gmail.com, Website : www.Sai Mohauto.com

**E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS**

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of RCC Cements Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.Sai Mohauto.com

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

To support this green initiative in full measure, members who have not registered their E-mail address, PAN Number and Bank Account Details so far, are requested to registered their E-mail address, PAN Number and Bank Account details along with self attested copy of their PAN Card and Original cancelled cheque/Bank Passbook/Statement attested by the Bank.

**Best Regards,**

**Sd/-**

**Anand Kumar**

**Managing Director**

**DIN: 01381489**

**E-COMMUNICATION REGISTRATION FORM AND BANK ACCOUNT DETAILS**

Folio No. /DP ID & Client ID : .....

Name of the 1<sup>st</sup> Registered Holder: .....

Name of the Joint Holder[s]: (1).....(2).....

Registered Address: .....

.....

E-mail ID (to be registered):..... Mob./Tel. No.:.....

PAN: .....

I/We shareholder(s) of Sai Moh Auto Links Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: ..... Signature: .....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.

.....

**Unit: SAI MOH AUTO LINKS LIMITED**

Dear Sir,

I/we hereby request you to update my/our below mentioned details in your records with respect to the shareholding in **SAI MOH AUTO LINKS LIMITED**

Name of Shareholder(s)			
Folio No.(s)			
PAN	First Holder	Second Holder	Third Holder
Bank Name & Branch Address			
Bank A/c. No.			
IFSC Code			
MICR Code			
Email ID			
DP ID/Client ID			

I/we hereby declare that the particulars given hereinabove are correct and complete.

Signature of Shareholder(s) -                      First Holder                      Second Holder                      Third Holder  
 \_\_\_\_\_

- Encl.:** 1. Self- attested copy of PAN card of all the Shareholders in case of joint holding.  
 2. Original cancelled cheque/Bank Passbook/Statement attested by the Bank.

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**SAI MOH AUTO LINKS LIMITED**

**CIN: L34300DL1985PLC020510**

**C-582, Saraswati Vihar, Pitampura, Delhi-110034**

**Phone: 011-27017987, Fax : 011-27017987**

**Email : Sai Mohauto@gmail.com, Website : www.Sai Mohauto.com**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy*: ..... (*Strike off whichever is not applicable)
Registered address:.....
E-mail Id: ..... Folio No. /DP ID & Client ID:.....

I/We, being the member (s) of ..... shares of the above named company, hereby record my/our presence at the 34<sup>th</sup>Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 10.00A.M. at C-582, Saraswati Vihar, Pitampura, Delhi-110034and at any adjournment thereof.

Signature of the Member/Proxy\*: .....  
(\*strike out whichever is not applicable)

NOTES:

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted

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**Form No. MGT 11****PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Member (s):</b> .....
<b>Registered address:</b> .....
<b>E-mail Id:</b> ..... <b>Folio No. /DP ID &amp; Client ID:</b> .....

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1) **Name:** ..... **E-mail Id:** .....**Address:** .......... **Signature:** ..... **or failing him/her**2) **Name:** ..... **E-mail Id:** .....**Address:** .......... **Signature:** ..... **or failing him/her**

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 30<sup>th</sup> day of September, 2019 at C-582, Saraswati Vihar, Pitampura, Delhi-110034 and at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	No. of Shares	For	Against
1.	Adoption of Financial Statements, Board and Auditors' Report and its Annexures for the Financial Year 2018-19.			
2.	Re-appointment of Mr. Anand Kumar (DIN: 01381489) as a Director liable to retire by rotation			
3.	Approval of Related Party Transactions.			
4.	Approval for Change in the Name of the Company from "Sai Moh Auto Links Limited" to "AMS Polymers Limited"			

Signed this-----day of ..... 2019.

Signature of Shareholder: .....

Signature of Proxy holder(s):.....

<b>Affix Revenue Stamp</b>
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**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**If Undelivered, Please Return to:**

**SAI MOH AUTO LINKS LIMITED**

CIN : L34300DL1985PLC020510

Regd. Office: C-582, SaraswatiVihar, Pitampura, Delhi-110034

Phone : 011-27017987, Fax : 011-27017987

Email: [saimohauto@gmail.com](mailto:saimohauto@gmail.com), Website: [www.saimohauto.com](http://www.saimohauto.com)