

SAI MOH AUTO LINKS LIMITED

CIN: L34300DL1985PLC020510

C-582, SaraswatiVihar,Pitampura, Delhi-110034

Phone: 011-27017987, Fax : 011-27017987

Email : saimohauto@gmail.com, Website : www.saimohauto.com

Notice

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF SAI MOH AUTO LINKS LIMITED WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018, 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 31st March, 2018 and the Statement of Profit and Loss of the Company and cash flow statement and other Annexures thereof for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arpit Goel (DIN: 06405912), 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, 2013.
3. To reappoint Statutory Auditors and to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT” pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee, M/s Kapil Dev & Associates, Chartered Accountants, New Delhi, (Registration No. 025812N), be and are hereby re-appointed as Statutory Auditors of the Company for further period of five years, to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting at such remuneration as may be mutually agreed upon between the Statutory Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors, or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

Special Business:

4. **To appoint an Independent Director of the Company and consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Manoj Kumar Mittal (holding DIN: 07974904) who was appointed as an Additional Director, categorised as an Independent Director of the Company, by the Board of Directors of the Companies with effect from 15th November, 2017

in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of his appointment.”

5. **To Fix the Remuneration of Mr. Anand Kumar (holding DIN:01381489), Managing Director of the Company**

To consider, and if thought fit, to pass with or without modification(s), following resolution as an **Ordinary Resolution: -**

“RESOLVED THAT Pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment(s) thereof, for the time being in force) and based on the recommendations of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Anand Kumar (holding DIN: 01381489), Managing Director of the Company be and is hereby authorized to receive remuneration not exceeding Rs. 300,000/- per month with effect from 01.10.2018 for the remaining period of his tenure, subject to such revision in salary as may be approved by members time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of the Board constituting to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, expedient & proper to give effect to this resolution.

6. 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, 2018 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CINNo. U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.30.00*
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.”

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

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

**Date: 01st September, 2018
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 Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (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 05th 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 dematerialised. 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 22nd September, 2018 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 33rd Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 22nd September, 2018 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 33rd AGM on 29th September, 2018.

The e-voting period will commence at 09.00 A.M. on 26th September, 2018 and will end at 05.00 P.M. on 28th September, 2018. 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 SaiMoh Auto Links Limited**

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

**Date: 01st September, 2018
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 6 of the accompanying notice:

Item No. 4

To approve appointment of Mr. Manoj Kumar Mittal as an Independent Director

The Board of Directors of the Company at its Meeting held on 15th November, 2017 has appointed Mr. Manoj Kumar Mittal as an Additional Director designated as an Independent Director of the Company in terms of Provisions of the Companies Act, 2013.

Mr. Manoj Kumar Mittal does not hold any shares in the Company. As per Section 161 of the Companies Act, 2013 Mr. Manoj Kumar Mittal can hold office upto the date of ensuing Annual General Meeting. Mr. Manoj Kumar Mittal as Independent Director of the Company, not liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Mr. Manoj Kumar Mittal. His brief profile has been mentioned herein below:

Mr. Manoj Kumar Mittal, aged 51 years, is a commerce graduate with over 23 years of experience in various industries. Keeping in view the experience and expertise of Mr. Manoj Kumar Mittal, the Board considers it desirable that the Company should continue to avail the services of Mr. Manoj Kumar Mittal and accordingly recommends the Resolution at Item No. 4 as a Ordinary Resolution for the approval by members.

None of the Directors and Key Managerial Personnel of the Company, their relatives, except Mr. Manoj Kumar Mittal are concerned or interested, financially or otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolutions set out in Item No. 4 for approval by the members as an Ordinary Resolution. At present, Mr. Manoj Kumar Mittal is not holding a directorship and membership in any committee of any other listed Company.

Item No.5

The members of the Company at the 32nd Annual General Meeting held on 29th September, 2017 had approved the appointment of Mr. Anand Kumar as Managing Director of the Company for the period of five years with effect from 22nd February 2017 and also approved terms of remuneration for five years, subject to the revision and approval by the members time to time. The Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company have recommended to pay a remuneration upto Rs. 3 Lakhs per month to Mr. Anand Kumar as mentioned in the resolution of item no. 5 as set forth above.

Further, the remuneration proposed is considered comparable with the industry standards, and considering his experience, competence, long association with the business of the same kind and the strides made by the Company under his leadership, the remuneration is considered to be fair just and reasonable.

The Board considers it desirable to have the benefit of his advice and guidance and recommends the Ordinary Resolution at Item No. 5 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anand Kumar and Mr. Arpit Goel is concerned or interested, financially or otherwise in the resolution set out in Item No. 5. The Board of Directors recommends the resolution set out in Item No. 5 for approval by the members as an Ordinary Resolution.

Item No. 6

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 hereinbelow 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, 2018 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CINNo. U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.30.00*
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

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. 6 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. 6 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.

**For and on Behalf of the Board
of SaiMoh Auto Links Limited**

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

**Date: 01st September, 2018
Place: New Delhi**

VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the 33rd 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. "SaiMoh 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., **109810**.
 - 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 cskundanagerawal@gmail.com with a copy marked to saimohauto@gmail.com and evoting@nsdl.co.in.
- II. **In case of Members receiving Physical copy of Notice of 33rd 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 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 22nd September, 2018.
 - 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., 22nd September, 2018, may also obtain the login ID and password by sending a request at 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 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 26th September, 2018 and will end at 05.00 P.M. on 28th September, 2018.
- 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 three days 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.saimohauto.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, Ahmedabad 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.