

31ST ANNUAL REPORT

2015-2016

SAI MOH AUTO LINKS LIMITED

CIN: L34300DL1985PLC020510

Regd. Off.: 8/33, IIIrd Floor, Satbhava School Marg, W.E.A, Karol Bagh, New Delhi-110005

Phone: 011-43571042, 43571043, Fax : 011-43571047

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

Corporate Information

BOARD OF DIRECTORS

Mr. Bhim Sain Saggar	Managing Director	(DIN : 06786545)
Mr. Ramashish Sahu	Whole Time Director	(DIN : 00359533)
Mr. Manoj Kumar	Independent Director	(DIN : 02293090)
Mr. Deepak Rustagi Kumar	Independent Director	(DIN : 06952591)
Ms. Reena Gupta	Independent Director	(DIN : 06966728)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Gurleen Kaur Arora
Company Secretary & Compliance Officer

AUDITORS

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

BANKERS

Vijaya Bank,
Kamla Nagar
Delhi

REGISTRAR & SHARE TRANSFER AGENTS

MAS Services Limited
Registrar & Share Transfer Agents.
T-34, 2nd 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

8/33, IIIrd Floor, Satbhava School Marg,
W.E.A, Karol Bagh, New Delhi-110005
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Notice

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF SAI MOH AUTO LINKS LIMITED WILL BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER, 2016, AT 8/33, IIIRD FLOOR, SATBHAVA SCHOOL MARG, W.E.A, KAROL BAGH, NEW DELHI-110005 AT 11:30 A.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, 2016 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, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramashish Sahu (DIN 00359533), the Whole Time 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.
3. To 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 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 the ordinary resolution passed by the Members at the 30th Annual General Meeting of the Company, the appointment of M/s Kapil Dev & Associates, Chartered Accountants, New Delhi, (Registration No. 025812N) as the Statutory Auditors of the Company for the financial year ending 31st March, 2017, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified.”

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

**Sd/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

**Date: 03rd September, 2016
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 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. 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.
3. 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.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of the AGM.
5. 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.
6. 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.
7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. **Members 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 / RTA in order to comply with the SEBI guidelines. Members are further requested to communicate their email id/s to the company or to their respective Depository Participants or to the RTA of the Company.**
14. 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 23rd September, 2016 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 31st Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut off date, i.e., 23rd September, 2016 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 31st AGM on 30th September, 2016.

The e-voting period will commence at 09.00 A.M. on 27th September, 2016 and will end at 05.00 P.M. on 29th September, 2016. 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 MAS Services Limited and NSDL as the Authorised Agencies to provide e-voting facilities.

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

**Sd/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

**Date: 03rd September, 2016
Place: New Delhi**

VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the 31st 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**".
 - 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 with a copy marked to saimohauto@gmail.com and evoting@nsdl.co.in.
- II. **In case of Members receiving Physical copy of Notice of 31st 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 23rd September, 2016.
 - 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., 23rd September, 2016, 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 NSDL at the following toll free no.: 1800-222-990.

- 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 27th September, 2016 and will end at 05.00 P.M. on 29th September, 2016.
 - 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 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.
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Director's Report

Dear Members,

Your Directors are delighted to present the 31st Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2016.

1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2016 is summarized below

(Amount in Rs. Thousand's)

Particulars	Financial Year ended	
	31 st March, 2016	31 st March, 2015
Total Income	23596	1506
Total Expenditure	23492	1476
Profit before tax	104	30
Provision for tax	32	10
Deferred Tax Liabilities (Assets)	-	-
Short Provision of tax of earlier years	3	-
Profit after Tax	69	20
Profit/(Loss) b/f of previous year	(4725)	(4745)
Capital Reserve	2375	-
Balance of Profit/(Loss) carried to Balance Sheet	(2281)	(4725)
Paid-up Share Capital	33025	35400
Reserves and Surplus	(2281)	(4725)

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, no amount is proposed to be transferred to Reserves 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. 2,35,96,025/- as against Rs. 1505500/- in the previous year. The company earned a net profit (before tax) of Rs. 1,04,111/- against a net profit (before tax)of Rs. 29,698/- 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, there is no change in the nature of business activity of the company.

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	No
	(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

M/s. Kapil Dev & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Registration No. 025812N), had been appointed as the Statutory Auditors of your Company for a period of four consecutive years at the 30th Annual General Meeting of the Company held on 30th September, 2015 till the conclusion of 34th Annual General Meeting as per the provisions of Section 139(1) of the Companies Act, 2013.

Section 139(1) of the Companies Act, 2013 further provides that the appointment of statutory auditors shall be placed before the members at every AGM for ratification.

The Company has received a certificate from the auditors confirming that they are eligible for appointment as auditors of the Company under Section 139 of the Companies Act, 2013 and meet the criteria for appointment specified in Section 141 of the Companies Act, 2013 and SEBI Listing Regulations.

Based on the recommendations of the Audit Committee and as per the provisions of Section 139(1) of the Companies Act, 2013, the Board of Directors of your Company proposes to ratify the appointment of M/s Kapil Dev & Associates, Chartered Accountants, as the Statutory Auditors of the Company for F.Y. 2016-17.

13. Auditors' Report

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

14. Share Capital

A	Issue of equity shares with differential rights:	During the year, company has not issued any equity shares with differential rights.
B	Issue of sweat equity shares	During the year, company has not issued any Sweat equity shares.
C	Issue of employee stock options	During the year, company has not issued employee stock options.
D	Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees	Rs Nil
E	Bonus Shares	No bonus shares were issued during the year under review.
F	Forfeiture of Shares	During the year under review, the company has forfeited 9,47,900 equity shares of Rs. 10/- each on account of non-payment of call money of Rs. 7.50/- per equity share.

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

The extract of the annual return in Form No. MGT-9 is annexed herewith (**Annexure 1**).

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 requirements of disclosures with regard to Conservation of Energy in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company since it doesn't own any manufacturing facility.

However, the company has undertaken various energy efficient practices which has 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.

(B) 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.

(C) Foreign exchange earnings and Outgo during the year:

	Rs
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

During the year under review, Mr. Soban Singh Aswal and Mr. Manoj Kumar were appointed as an Additional Directors of the Company in the category of Non- Executive, Independent Directors of the Company with effect from 25th May, 2015 and the appointment Mr. Manoj Kumar was regularized as an Independent Director for five consecutive years in the AGM held on 30/09/2015.

Mr. Ramashish Sahu was also appointed as an Additional Director of the Company w.e.f 25th May, 2015 and was further appointed as a Whole Time Director of the Company, liable to retire by rotation, for a period of three years w.e.f 25.05.2015 in the AGM held on 30/09/2015.

Mr. Deepak Kumar Rustagi and Ms. Reena Gupta were appointed as a Non – Executive, Independent Directors of the company for a term of five years from the date of their appointment in the AGM held on 30/09/2015 pursuant to the provisions of Section 149 of the Companies Act, 2013.

During the year under review, Ms. Gurleen Kaur Arora was also appointed as the Company Secretary and Compliance Officer of the Company w.e.f 13/02/2016.

Cessation

During the year under review, Mr. Soban Singh Aswal, Director of the Company resigned from the Board w.e.f 3rd June, 2015 and Mr. Amit Babasaheb Thorat, Mr. Deepak Damse, Mr. Ved Prakash Mishra resigned from the Board w.e.f 27th July, 2015.

The Board places on records its deep appreciation for the valuable contribution made by them during their association with the Company.

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ramashish Sahu, Whole Time 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. Ramashish Sahu, the Board is of the opinion that his reappointment will immensely benefit your Company. The Board recommends his reappointment as a Director liable to retire by rotation.

Brief resume of the Mr. Ramashish Sahu, Whole Time Director of the Company who is proposed to be re-appointed is mentioned hereinbelow:

Mr. Ramashish Sahu, aged 39 years, is a Bachelor of Arts from prestigious University. He has rich experience of more than 10 years.

Mr. Ramashish Sahu with his vast knowledge in the field of financing activities he is keenly engaged in the growth and development of the Company. Mr. Ramashish Sahu as an individual is also involved in fund based activities and is engaged in various conglomerate businesses. By virtue of the expertise and knowledge of Mr. Ramashish Sahu in the varied activities and his vast experience in the business sector, the Management of the Company has appointed him as the Whole Time Director of the Company. He has been also entrusted with the responsibility of looking after the timely Compliance of the Company. The Company is expecting to flourish its economic condition under his valuable support and active participation in the business of the Company.

Mr. Ramashish Sahu does not hold any shares in the Company.

Apart from Sai Moh Auto Links Limited, Mr. Ramashish Sahu is not a Director in any other public limited company.

B. Appointment of Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, your Company has requisite number of Independent Directors on its Board. Your Company has duly complied with the requirements of the said provisions for appointment of Independent Directors during the year under review.

C. 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.

D. 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

Eleven meetings of the Board of Directors were held during the year on 25.05.2015, 30.05.2015, 03.06.2015 27.07.2015, 14.08.2015, 05.09.2015, 30.09.2015, 12.10.2015, 14.11.2015, 13.02.2016 and 31.03.2016.

One separate meeting of Independent Directors of the Company was held on 31.03.2016.

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

Recommendation of Audit Committee

During the year under review, there were no instances of non-acceptance of any recommendation of the Audit Committee by the Board of Directors.

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 2**) 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 31.03.2016, 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 2015-16, 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, 2016, the Board consisted of 5 members out of which 2 (Two) are Executive Directors and 3 are Independent Directors including 1 Woman 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 – 3** 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.

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

During the year under review, no contracts have been entered into by the company with related parties. The Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

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.

However, as a matter of Company’s policy, all contracts/arrangements/transactions, if any, which will be entered by the company with related parties would be in the ordinary course of business and on an arm’s length basis and details and prescribed particulars of all such transactions (if any), will be contained in the Notes to the Financial Statements.

27. Secretarial Audit Report

In terms of Section 204(1) of the Companies Act, 2013 and the rules made thereunder, M/s Kundan Agrawal & Associates was appointed as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2015-16. The report of the Secretarial Audit in Form No. MR -3 is annexed to and forms part of this Report as per **Annexure - 4**

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report.

28. Corporate Governance:

Your Company comply with the various provisions of the Listing Agreement diligently. However, since the paid up capital of the Company is much beyond less than the limits prescribed under Clause 49 of the erstwhile Listing Agreement and Regulation 15 of the SEBI Listing Regulations, 2015, the provisions of Clause 49 of the erstwhile Listing Agreement and Regulation 15 of the SEBI Listing Regulations, 2015 and other Regulations related to Corporate Governance are not applicable to the Company.

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 31st March, 2016, 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 31st March, 2016 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. 60 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 5 lacs 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 – 5**.

During the year under review, 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 31, 2016 has affirmed that the remuneration paid to the Senior Management Employee/KMPs is as per the remuneration policy of the Company.

31. Internal Auditors & Their Report

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed **M/s Sanghi & Co., Chartered Accountants** as Internal Auditor for the financial year 2015-16.

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. 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.

34. Segment-wise performance

The Company is into single reportable segment only.

35. 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, 2016, 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.

36. Disclosure of Accounting Treatment

There is no deviation in following the treatment prescribed in the Accounting Standards in preparation of Financial Statements of the Company for the year ended on March 31, 2016

37. Listing at BSE

To provide an opportunity to trade and to provide liquidity in its shares to its equity shareholders, the Company, during the year under review, has also applied to Bombay Stock Exchange Limited for getting its shares listed at the aforesaid Exchange under the Direct Listing Scheme formulated by BSE

38. Acknowledgements

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, 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/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

**Date: 03rd September, 2016
Place: New Delhi**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY AND ECONOMY OVERVIEW

The Indian economy has weathered many challenges successfully in recent times. Markets are optimistic, as a result of various policy measures announced or taken by the Government. The key policy changes include liberalization of foreign direct investment and a large array of investment facilitation measures.

However, some large-ticket changes such as modified labour laws, simplified land acquisition rules and nationwide Goods and Services Tax are still not in place. Due to the sluggish global growth, especially in China, commodity prices have remained low, inflation has moderated and low crude prices have supported the Government's current account deficit commitment. A relatively stable rupee and rising foreign exchange reserves, are key indicators of an improved and stable macro-economic environment. The slowing global economy is not all positive for India, exports have suffered and domestic growth will be critical in FY 2016 -17.

In FY 2015-16, the Government focused on its theme "Transform India". The Budget for FY 2016-17 preferred fiscal prudence and stability over growth. The priorities of the Government were to provide additional resources for the vulnerable sections of society, to rural areas and for creating social and physical infrastructure. The Government encouraged private and public spending, but private investment is not likely to recover in FY 2016-17 as there is significant unutilized capacity and private sector Balance Sheets are stretched. By maintaining fiscal deficit at 3.5%, the Government has precluded the possibility of any direct fiscal stimulus. The positive effect of the Government's fiscal discipline is that it has created conditions for the Reserve Bank of India ("RBI") to cut rates, thereby indirectly benefiting the economy by bringing down the cost of borrowing for both the Government and the private sector. The RBI started cutting rates in FY 2015-16, the transmission of which is likely to happen in FY 2016-17.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

The outlook for the Indian economy and its core sectors was upbeat at the beginning of the current financial year, with the government embarking on large-scale policy reforms and promising to deliver strong economic growth. While this positive mood continues, the appearance of several roadblocks on the domestic front and a demand slowdown globally and in emerging markets have forced sectoral players to rethink their short- and long-term strategy.

Despite the situation outlined above, figures for the next couple of years are encouraging. India has been declared a bright spot in the landscape of global economic development by both the World Bank and International Monetary Fund (IMF). The World Bank has projected growth in India at 7.8% in 2016–17 and at 7.9% in 2017–18, recognizing the progress the country made with infrastructure improvement and the government's endeavours to boost investments, particularly in roads, railways and urban infrastructure. Meanwhile, IMF has kept its growth forecast for India unchanged at 7.5% in 2016–17.1 IMF too attributed growth to recent policy reforms and a consequent pickup in investment, in spite of lower commodity prices. In comparison, the World Bank's latest Global Economic Prospect report projected growth in China at a modest 6.7% in 2016.

The Monetary Policy Framework Agreement between the Government of India and Reserve Bank of India is a vital step to keep inflation below 6%. This is also supported by the steep decline in the international crude oil prices, which controlled food inflation and increased consumption of the basic commodities in rural areas. Government has announced a number of policy measures to achieve the projected GDP growth in 2015-16 like approval of large infrastructure projects, addressing challenges of mining and power sectors, increasing foreign investment limits in Insurance, Railways, Defence manufacturing and Aerospace. Growth in agricultural sector output will drive demand from rural areas.

In view of the aforesaid initiatives of the Government, our company can also look for growth in current financial year. Your Company being a trading Company seeks opportunities in the stationery and related business.

THREATS

Despite great opportunities, there are significant factors presenting threats to our businesses viz.

- i Uncertainty of political situation in the country leading to concerns of diffused focus on growth and reforms;
- ii Slowing economy, tight monetary policy and continued high inflation leading to decelerating investment demand;
- iii Regulatory changes across the world impacting the landscape of business;

- iv Increased competition from local and global players operating in India;
- v Attrition of employees caused by strong demand from ever increasing number of market participants

OUTLOOK

The outlook for the Indian economy and its core sectors was upbeat at the beginning of the current financial year, with the government embarking on large-scale policy reforms and promising to deliver strong economic growth. While this positive mood continues, the appearance of several roadblocks on the domestic front and a demand slowdown globally and in emerging markets have forced sectoral players to rethink their short- and long-term strategy.

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17.

The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years.

Foreign direct investment (FDI) in India have increased by 29 per cent during October 2014-December 2015 period post the launch of Make in India campaign, compared to the 15-month period before the launch.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6 per cent. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5 per cent and 'trade, hotels, transport, communication services' at 10.7 per cent.

According to a Goldman Sachs report released in September 2015, India could grow at a potential 8 per cent on average during from fiscal 2016 to 2020 powered by greater access to banking, technology adoption, urbanisation and other structural reforms.

With strengthening of the economy and the country's growth prospectus looking positive, we concern to be optimistic about the Company's opportunities and potential profit avenues in the trading sector. However, the growth curve may not move steadily upwards in the short to medium term, multiple challenges would temper the speed of growth in various business.

ROAD AHEAD

The International Monetary Fund (IMF) and the Moody's Investors Service have forecasted that India will witness a GDP growth rate of 7.5 per cent in 2016, due to improved investor confidence, lower food prices and better policy reforms. Besides, according to mid-year update of United Nations World Economic Situation and Prospects, India is expected to grow at 7.6 per cent in 2015 and at 7.7 per cent in 2016.

As per the latest Global Economic Prospects (GEP) report by World Bank, India is leading The World Bank's growth chart for major economies. The Bank believes India to become the fastest growing major economy by 2015, growing at 7.5 per cent.

According to Mr Jayant Sinha, Minister of State for Finance, Indian economy would continue to grow at 7 to 9 per cent and would double in size to US\$ 4-5 trillion in a decade, becoming the third largest economy in absolute terms.

Furthermore, initiatives like Make in India and Digital India will play a vital role in the driving the Indian economy.

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.

In view of the changes in Companies Act, the Company has taken additional measures from the financial year 2014-15 to strengthen its internal control systems. Some of the additional measures in this regard are strengthening background verification process of new joiners, whistle blower policy and strengthening the process of risk assessment.

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**

**Sd/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

**Date: 03rd September, 2016
Place: New Delhi**

REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the erstwhile Listing Agreement as entered with the Stock Exchange and 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 comply with the various provisions of the Listing Agreement diligently. However, since the paid up capital of the Company is much beyond less than the limits prescribed under Clause 49 of the erstwhile Listing Agreement and Regulation 15 of the SEBI Listing Regulations, 2015, the provisions of Clause 49 of the erstwhile Listing Agreement and Regulation 15 of the SEBI Listing Regulations, 2015 and other Regulations related to Corporate Governance are not applicable to the Company.

DISCLOSURE OF ACCOUNTING TREATMENT

There is no deviation in following the treatment prescribed in the Accounting Standards in preparation of Financial Statements of the Company for the year ended on March 31, 2016

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 who have not registered their E-mail address and PAN Number so far, are requested to register their E-mail address and PAN Number, 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 for our records in the registration form which can be downloaded from the Company's website i.e. www.shashankinfo.in 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. alongwith self attested copy of their PAN Card.

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.

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. 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

“As per the 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. 2015-16.

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

**Sd/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

**Date: 03rd September, 2016
Place: New Delhi**

Annexure I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016
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	8/33, IIIrd Floor, Satbhava School Marg, W.E.A. Karol Bagh, New Delhi-110005
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 nd 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.	Business of Manufacture, exporters, importers in goods, commodities etc.	2930	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-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	2470000	2470000	58.11	-	196500	196500	5.95	(52.16)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-

Sub-total(A)(1):-	-	2470000	2470000	58.11	-	196500	196500	5.95	(52.16)
(2) Foreign									
a)NRIs-Individual	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporates	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	-	2470000	2470000	58.11	-	196500	196500	5.95	(52.16)
B. Public Shareholding									
1. Institutions									
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)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	675900	675900	15.90	-	66900	66900	2.02	(13.88)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	1104500	1104500	25.99	-	2890600	2890600	87.53	61.54
c) Others (specify)	-	-	-	-	-	148500	148500	4.5	4.5

Sub-total (B)(2):-	-	1780400	1780400	41.89	-	3106000	3106000	94.05	52.16
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	1780400	1780400	41.89	-	3106000	3106000	94.05	52.16
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	4250400	4250400	100	-	3302500	3302500	100	-

II) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st-April-2015]			Shareholding at the end of the year [As on 31st-March-2016]			% 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. Bhim Sain Sagar	196500	5.95	-	196500	5.95	-	-
	Total	196500	5.95	-	196500	5.95	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable*

Sl.No.	Particulars	Shareholding at the beginning of the year [As on 1st-April-2015]		Cumulative Shareholding during the year (1st-April-2015 to 31 st -March, 2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

*During the year under review, there is no change in the Promoters' Shareholding of the Company.

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-2015]		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the Year (1st-April-2015 to 31 st -March, 2016)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1. Mr. Bhir Bhan								
	At the beginning of the year	Nil	Nil					

	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	10/12/2015	315400	Purchase	315400	9.55
	At the end of the year	315400	9.55				315400	9.55
2. Mr. Dhanraj								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	140000	Purchase	140000	4.24
	At the end of the year	140000	4.24				140000	4.24
3. Mr. Karan Bhatia								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	151900	Purchase	151900	4.89
	At the end of the year	151900	4.89				151900	4.89
4. Mr. Mahender Singh Aswal								
	At the beginning of the year	42000	1.3					

	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	10/12/2015 10/12/2015	42000 153900	Sale Purchase	0 153900	0 4.7
	At the end of the year	153900	4.7				153900	4.7
5. Mr. Pradeep Singh								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	153800	Purchase	153800	4.95
	At the end of the year	153800	4.95				153800	4.95
6. Mr. Ramniwas Sharma								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	152100	Purchase	152100	4.61
	At the end of the year	152100	4.61				152100	4.61
7. Mr. Santosh Pradhan								
	At the beginning of the year	Nil	Nil					

	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	10/12/2015	152000	Purchase	152000	4.60
	At the end of the year	152000	4.60				152000	4.60
8. Mr. Sunil Kumar								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	152400	Purchase	152400	4.61
	At the end of the year	152400	4.61				152400	4.61
9. Mr. Shatrughan Sahu								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	152900	Purchase	152900	4.63
	At the end of the year	152900	4.63				152900	4.63
10. Mr. Shri Bhagwan								
	At the beginning of the year	Nil	Nil					

	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	10/12/2015	156000	Purchase	156000	4.72
	At the end of the year	156000	4.72				156000	4.72
11. Mr. Vijay Kumar								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	500	Purchase	500	0.02
	At the end of the year	500	0.02				500	0.02
12. Mr. Vasdev Garg								
	At the beginning of the year	Nil	Nil					
	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	10/12/2015	23500	Purchase	23500	0.71
	At the end of the year	23500	0.71				23500	0.71

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-2015]		Cumulative Shareholding during the Year (1st-April-2015 to 31 st -March, 2016)	
		No. of	% of total	No. of	% of total

		shares	shares of the company	shares	shares of the company
Mr. Bhim Sain Sagggar (Managing Director)					
	At the beginning of the year	196500	5.95	196500	5.95
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	196500	5.95	196500	5.95

No other Directors/KMP of the Company hold Shares in the Company as on 31.03.2016

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Mr. Bhim Sain Sagggar (Managing Director)	Mr. Ramashish Sahu (Whole Time Director)	Total Amount
1	Gross salary	Nil		Nil
	(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	Stock Option	Nil		Nil

3	Sweat Equity	Nil		Nil
4	Commission - as % of profit - others, specify...	Nil		Nil
5	Others, please specify	Nil		Nil
	Total (A)	Nil		Nil
	Ceiling as per the Act	Nil		Nil

B. Remuneration to other directors

Sl.No..	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Manoj Kumar	Mr. Deepak Rustagi Kumar	Mr. Reena Gupta	
1	Independent Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	NA			Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil

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

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	15862	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

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

Sd/-
(Ramashish Sahu)
Chairman
DIN : 00359533

Date: 03rd September, 2016
Place: New Delhi

Annexure - 2

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.	Updatons 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/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

**Date: 03rd September, 2016
Place: New Delhi**

Annexure - 3

NOMINATION & REMUNERATION POLICY (As amended w.e.f. 10th November, 2015)

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 attract and motivate talent to pursue the Company's long term growth;
- (iv) demonstrate a clear relationship between executive compensation and performance; and
- (v) be reasonable and fair, having regard to best governance practices and legal requirements.
- (vi) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (vii) 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/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

Date: 03rd September, 2016

Place: New Delhi

Annexure - 4

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[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
8/33, IIIrd Floor, Satbhraava School Marg,
W.E.A. Karol Bagh, New Delhi DL 110005

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 31st March, 2016 ('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 31st March, 2016 according to the provisions of:

- (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;

(Secretarial Audit Report for F.Y 2015-2016 for M/s Sai Moh Auto Links Ltd)

- (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 Compliance Auditors and Internal Auditors 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.

(Secretarial Audit Report for F.Y 2015-2016 for M/s Sai Moh Auto Links Ltd)

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.

We further report that

- **During the period under review, the provisions of Companies Act regarding appointment of KMPs were not adequately followed by the company.**
- 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.
- 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.

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.

**For Kundan Agrawal & Associates
Company Secretaries**

**Place: Delhi
Date: 03/09/2016**

**Sd/-
Kundan Agrawal
Company Secretary
C.P. No. 8325**

Annexure - 5

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 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 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 2015-16 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Bhim Sain Saggar Managing Director	NIL	Not Applicable	Not Applicable	Net Profit for the financial year 2015-16 is Rs. 0.69/- Lacs as compare to Net Profit of Rs.0.20 Lacs for the financial year 2014-15.
2.	Mr. Ramashish Sahu Whole Time Director	NIL	Not Applicable	Not Applicable	Net Profit for the financial year 2015-16 is Rs. 0.69/- Lacs as compare to Net Profit of Rs. 0.20/- Lacs for the financial year 2014-15.
3.	Mr. Manoj Kumar Non Executive Independent Director	Not Applicable	Not Applicable	Not Applicable	
4.	Mrs. Reena Gupta Woman Director	Not Applicable	Not Applicable	Not Applicable	
5.	Mr. Deepak Rustagi Kumar Non Executive Independent Director	Not Applicable	Not Applicable	Not Applicable	
6.	Ms. Gurleen Kaur Arora Company Secretary and Compliance Officer	Rs. 15,862/-	NIL	Not Applicable	Net Profit for the financial year 2015-16 is Rs. 0.69 Lacs as compare to Net Profit of Rs.0.20 Lacs for the financial year 2014-15.

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

- ii. In the financial year, there was no increase in the median remuneration of employees;
- iii. There was 1 permanent employee on rolls of Company as on March 31, 2016;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2015-16, there was no increase in remuneration. The company earned a net profit of Rs. 0.69/- Lacs only for the financial year 2015-16, Further, there was no increase in median remuneration.
- v.
 - a) Variations in the market capitalization of the Company: Since there is no trading in equity shares of the Company on any of the Exchanges where the Company is listed, it is not possible to figure out the market capitalization of the Company as on March 31, 2016 and on March 31, 2015.
 - b) Price Earnings ratio of Company Since there is no trading in equity shares of the Company on any of the Exchanges where the Company is listed, it is not possible to figure out the Price Earning Ratio of the Company as on March 31, 2016 and on March 31, 2015
 - c) The closing price of the Company's equity shares - Since there is no trading in equity shares of the Company on any of the Exchanges where the Company is listed, it is not possible to figure out the closing price of the Company's equity shares on March 31, 2016.
- 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. 2015-16 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 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**

**Sd/-
(Ramashish Sahu)
Chairman
DIN : 00359533**

**Date: 03rd September, 2016
Place: New Delhi**



KAPIL DEV & ASSOCIATES

Chartered Accountants

OFF. : B-11 , JAGAT PURI, NEAR SOM BAZAR,
SOUTH ANARKALI, 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
New Delhi**

Report on the Financial Statements

We have audited the accompanying financial statements of **SAI MOH AUTO LINKS LIMITED** (“the Company”) which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**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, 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 purpose 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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, refer to our separate Report in "**Annexure B**".
 - g) 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

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

**Place: Delhi
Dated: 30th May, 2016**

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, 2016:

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 company has conducted physical verification of its inventory at reasonable intervals during the year and there is no any material discrepancies were noticed by the management of the company.
3. (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.
4. 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.
5. 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.
6. 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.
7. (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.
8. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or banks.
9. 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.
10. 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.
11. 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.
12. In our opinion, the company is not a Nidhi company within the meaning of relevant law.

13. 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.
14. 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.
15. 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.
16. 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: Delhi
Dated: 30th May, 2016**

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, 2016 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, 2016, 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**

**Place: Delhi
Dated: 30th May, 2016**

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

SAI-MOH AUTO LINKS LIMITED

CIN L34300DL1985PLC020510

Regd. Office : 8/33, IIIrd Floor, Satbhava School Marg, W.E.A. Karol Bagh, New Delhi - 110005

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31.03.2016 Amount (in Rs.)	As at 31.03.2015 Amount (in Rs.)
I. Equity & Liabilities			
(1) Shareholder's Fund			
(a) Share Capital	3.1	3,30,25,000	3,54,00,000
(b) Reserve & Surplus	3.2	(22,81,313)	(47,24,894)
(c) Money received against share warrants		-	-
(2) Non-current Liabilities		-	-
(3) Current Liabilities			
(a) Other Current Liabilities	3.3	2,72,740	5,000
(b) Short Term Provisions	3.4	32,170	9,570
TOTAL		3,10,48,597	3,06,89,676
II. Assets			
(1) Non Current Assets		-	-
(2) Current Assets			
(a) Inventories	3.5	-	2,25,64,500
(b) Cash & Cash Equivalents	3.6	44,20,472	74,59,676
(c) Trade Receivables	3.7	2,37,60,625	6,65,500
(d) Short Term Loans and Advances	3.8	28,62,500	-
(e) Other current assets	3.9	5,000	-
TOTAL		3,10,48,597	3,06,89,676

Significant Accounting Policies and the accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our separate report of even date attached

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/-

Ramshish Sahu

Whole Time Director

DIN 00359533

Sd/-

Manoj Kumar

Director

DIN 02293090

Sd/-

Gurleen Kaur Arora

Company Secretary

M. No. 33297

Place: New Delhi

Date : 30/05/2016

SAI-MOH AUTO LINKS LIMITED

CIN L34300DL1985PLC020510

Regd. Office : 8/33, IIIrd Floor, Satbhava School Marg, W.E.A. Karol Bagh, New Delhi – 110005

Statement of Profit & Loss for the year ended 31st March, 2016

Particulars	Note No.	As at 31.03.2016 Amount (in Rs.)	As at 31.03.2015 Amount (in Rs.)
Income:			
Revenue from Operations			
Other Income	3.10	2,35,96,025	1,505,500
		-	-
I. Total Income		2,35,96,025	15,05,500
Expenses:			
Purchases	3.11	4,47,640	-
Material Consumed		-	-
Change In Inventories	3.12	2,25,64,500	6,65,000
Employee Benefit Expenses	3.13	2,13,212	2,40,655
Depreciation & Ammortisation		-	-
Finance Cost	3.14	846	-
Other Expenses	3.15	2,65,716	5,70,147
II. Total Expenses		2,34,91,914	14,75,802
Net Profit before exceptional & Extraordinary Items		1,04,111	29,698
Exceptional Items		-	-
		1,04,111	29,698
Extraordinary Items		-	-
Net Profit before Taxes		1,04,111	29,698
Tax Expenses			
-Current Tax		32,170	9,570
-Deferred Tax		-	-
-Short provision for earlier year		3,360	-
Profit/ (loss) for the year		68,581	20,128
EPS			
-Basic	3.16	0.02	0.00
-Diluted	3.16	0.02	0.00

Significant Accounting Policies and the accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our separate report of even date attached

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/-

Ramshish Sahu
Whole Time Director
DIN 00359533

Sd/-

Manoj Kumar
Director
DIN 02293090

Sd/-

Gurleen Kaur Arora
Company Secretary
M. No. 33297

Place: New Delhi

Date : 30/05/2016

SAI-MOH AUTO LINKS LIMITED

CIN L34300DL1985PLC020510

Regd. Office : 8/33, 3rd Floor, Satbharava School Marg, WEA Karol Bagh, New Delhi-110005

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016 and 31ST MARCH 2015

Particulars	As at 31.03.2016 Amount (in Rs.)	As at 31.03.2015 Amount (in Rs.)
Net Profit before tax	1,04,111	29,698
Add: Depreciation	-	-
Add: Preliminary Expense written off	-	-
Cash Flow before Working Capital Changes	1,04,111	29,698
Working Capital Changes	-	-
Less Increase in Trade Receivable	(2,30,95,125)	(6,65,500)
Add: Increase in Other Current Liability	2,67,740	-
Add: Increase in Current Assets	(5,000)	-
Less: Increase in Short Term Advances	(28,62,500)	-
Add: Decrease in Stock	2,25,64,500	6,65,000
Less: Decrease in Short Term Provisions	22,600	(2,078)
TOTAL	(30,03,674)	27,120
Operating Capital after Working Capital Changes		
Less : Current tax	35,530	9,570
CASH FLOW FROM OPERATING ACTIVITIES	(30,39,204)	17,550
CASH FLOW FROM INVESTING ACTIVITIES	-	-
CASH FLOW FROM FINANCING ACTIVITIES	-	-
Net Increase/(Decrease) of Cash & Cash Equivalents	(30,39,204)	17,550
Add: Opening Cash & Cash Equivalents	74,59,676	74,42,126
Closing Cash & Cash Equivalents	44,20,472	74,59,676

TOTAL

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/-

Ramshish Sahu
Whole Time
Director
DIN 00359533

Sd/-

Manoj Kumar
Director
DIN 02293090

Sd/-

Gurleen Kaur Arora
Company Secretary
M. No. 33297

Place: New Delhi

Date : 30/05/2016

Sai Moh Auto Links Limited

CIN L34300DL1985PLC020510

Regd. Office : 8/33, IIIrd Floor, Satbhava School Marg, W.E.A. Karol Bagh, New Delhi - 110005

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. COMPANY OVERVIEW

M/s Sai Moh Auto Links Limited is a Company incorporated under the provision of Companies Act, 1956 on 22nd March, 1985.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. ACCOUNTING CONVENTION

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis unless otherwise disclosed by way of note.

- These accounts have been prepared under the historical cost conventions, on accrual basis and on the accounting principles of a going concern.
- Accounting policies unless specifically stated to be otherwise are consistent and are in consonance with generally accepted accounting principles.
- The Accounting Standards and relevant guidelines notes issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013 are complied with.

2.2. INVESTMENTS

The Company has no Investments as on 31.03.2016

2.3. INVENTORIES

The Company has valued inventories at cost or market price whichever is less.

2.4. FIXED ASSETS AND DEPRECIATION

The Company had no Fixed Assets as on 31st March 2016.

2.5. AMORTIZATION OF EXPENSES

Preliminary expenses are being amortized/ written off over a period of 5 years.

2.6. TAXES ON INCOME

The tax expenses comprises of current tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. There is no deferred tax liability/ asset as on 31.03.2016.

2.7. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimate and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of financial statements and the result of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and the future period.

2.8. CONTINGENT LIABILITY

The Company creates provisions only when there is a present obligation as a result of past events and when reliable estimates of the amount of the obligations can be made.

Sai Moh Auto Links Limited
CIN L34300DL1985PLC020510

Regd. Office : 8/33, IIIrd Floor, Satbhava School Marg, W.E.A. Karol Bagh, New Delhi - 110005

3.1. Share Capital

Particulars	(Amt in Rs.)	
	As at March 31,	
	2016	2015
Authorised Share Capital 5,250,000 Equity Shares of face value of Rs. 10/- each	5,25,00,000	5,25,00,000
Total	5,25,00,000	5,25,00,000
Issued Share Capital 42,50,400 Equity Shares of face value of Rs. 10/- each	4,25,04,000	4,25,04,000
Subscribe & Fully Paid Up Share Capital 33,02,500 Equity Shares of face value of Rs. 10/- each	3,30,25,000	3,30,25,000
Subscribed but not fully paid Share Capital 9,47,900 Equity Shares of face value of Rs. 2.50/- each (Unpaid calls on shares are pending from General Public)	-	23,75,000
Total	3,30,25,000	3,54,00,000

Rights, Preferences & Restrictions attached to Shares

The Company has only one class of shares referred to as equity shares having a face value of Rs. 10/- each. Each holder of one equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of shares shall be entitled to receive remaining assets, if any, of the Company after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of the number of shares outstanding at the beginning and end of the year

Particulars	As at March 31,	
	2016	2015
Number of shares outstanding at the beginning of the year	42,50,400	42,50,400
Less: Forfeited shares	9,47,900	-
Number of shares outstanding at the end of the year	33,02,500	42,50,400

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	2016		2015	
	No. of Shares		No. of Shares	% of Holding
B.S. Saggarr	1,96,500	5.95%	20,62,100	48.52%
Pushpa Saggarr	-	0.00%	3,16,400	7.44%
Bir Bhan	-	0.00%	3,15,400	7.42%
Vasdev Garg	3,71,300	11.24%	3,94,800	9.29%
Vijay Kumar	3,94,300	11.94%	3,94,300	9.28%
Total	9,62,100	29.13%	34,83,000	81.95%

3.2. Reserves & Surplus**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Opening Balance in the Statement of Profit & Loss Account	(4,724,894)	(4,745,022)
Add: Profit/ (Loss) during the year	68,581	20,128
Add: Capital Reserves**	2,375,000	
Sub Total	(2,281,313)	(4,724,894)
Note: Amount Forfeited on Share Forfeiture has been treated as Capital Reserves**		

3.3. Other Current Liabilities**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Other Liabilities		
-Statutory Audit fees payable	8,000	5,000
- Others Liabilities	9,740	-
- TDS on Professional Fees	2,55,000	-
Total	2,72,740	5,000

3.4. Short - Term Provisions**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Provision for Income Tax	32,170	9,570
Total	32,170	9,570

3.5. Inventories**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Stock in Trade (Finished Goods)	-	2,25,64,500
Total	-	2,25,64,500

3.6. Cash & Cash Equivalents**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Cash in hand	43,93,839	74,59,676
Balance with Scheduled Bank	26,633	-
Total	44,20,472	74,59,676

3.7. Trade Receivables**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
(Unsecured, Considered Good)		
Outstanding for more than six months	6,65,500	6,65,500
Others	2,30,95,125	-
Total	2,37,60,625	6,65,500

3.8. Short-term Loans and Advances**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Others (Application money deposited with BSE Ltd.)	28,62,500	-
(Secured, considered good)		
Total	28,62,500	-

3.9. Other Non Current Assets**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Others (TDS Recoverable/Adjustable)	5,000	-
Total	5,000	-

3.10. Revenue from Operations**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Sales	2,35,96,025	15,05,500
Total	2,35,96,025	15,05,500

3.11. Purchases**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Purchases	4,47,640	-
Total	4,47,640	-

3.12. Change in Inventories**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Finished Goods at beginning of the year	2,25,64,500	2,32,29,500
Less: Finished Goods at end of the year	-	2,25,64,500
Total	2,25,64,500	6,65,000

3.13. Expenses**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Employees Benefit Expenses		
Salary	1,97,862	2,16,000
Staff Welfare Expenses	15,350	24,655
Total	2,13,212	2,40,655
3.14. Finance Cost		
Bank Charges	846	-
	846	-

3.15 Other Expenses**(Amt in Rs.)**

Particulars	As at March 31,	
	2016	2015
Payment to Auditors		
- Fees paid for Statutory Audit	8,000	5,000
Others		
Printing & stationery	21,075	15,417
Listing Fees & Annual Custody	91,726	4,16,641
Accountancy & Professional Charges	40,164	20,000
Advertisement Expenses	10,909	2,347
ROC Fee	65,600	60,900
Interestu/s 234C	-	1,282
Conveyance	20,102	34,526
Miscellaneous Expenses	8,140	14,034
Total	2,65,716	5,70,147

3.16. As per Accounting Standard (AS-20) on Earning Per Share (EPS) issued by the ICAI, the particulars of EPS for the equity share shareholders are as below:

Particulars	Current Year	Previous Year
(a) Net Profit /(loss) as per Profit & Loss Account (Rs.)	68,581	20,128
(b) Weighted Average No . of Ordinary Share Outstanding	33,02,500	42,50,400
(c) EPS (Basic/Diluted) [(a)/(b)]	0.02	0.00
(d) Face Value of each equity share (Rs.)	10	10

3.17. Directors' Remuneration: Rs. Nil (Previous Yr. Rs. Nil)

3.18. Related Party Transactions during the year as per Accounting Standard 18:-

Disclosure details pertaining to related party transactions (as certified by the management of the Company) entered into during the year in terms of Accounting Standards AS-18 “ Related party disclosures” as issued by ICAI:-

i. Key Management Personnel

Mr. Bhim Sain Saggar- Managing Director

Mr. Ram Ashish Sahu- Whole time Director

Ms. Gurleen Kaur Arora- Company Secretary

ii. Related parties and nature of related party relationship with whom transactions have been taken place

Name of the person	Relationship	Amount (in Rs)
Ms. Gurleen Kaur Arora	Remuneration	15,862

3.19. In the opinion of the Board of Directors all the current and non - current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated in the Balance Sheet and provisions for all liabilities have been made.

3.20. Foreign Exchange Earnings & Expenditure -NIL

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/-

Ramshish Sahu

Whole Time Director

DIN 00359533

Sd/-

Manoj Kumar

Director

DIN 02293090

Sd/-

Gurleen Kaur Arora

Company Secretary

M. No. 33297

Place: New Delhi

Date : 30/05/2016

Sai Moh Auto Links Limited
CIN: L34300DL1985PLC020510
8/33, IIIrd Floor, Satbhava School Marg, W.E.A, Karol Bagh, New Delhi-110005
Phone: 011-43571042, 43571043, Fax : 011-43571047
Email : saimohauto@gmail.com, Website : www.saimohauto.com

E-COMMUNICATION REGISTRATION FORM

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 Shashank Traders 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.saimohauto.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 and PAN Number so far, are requested to registered their E-mail address and PAN Number along with self attested copy of their PAN Card.

Best Regards,

Sd/-
Ramashish Sahu
Whole Time Director
DIN: 00359533

E-COMMUNICATION REGISTRATION FORM

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

Name of the 1st 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.

Sai Moh Auto Links Limited
CIN: L34300DL1985PLC020510
8/33, IIIrd Floor, Satbhava School Marg, W.E.A, Karol Bagh, New Delhi-110005
Phone: 011-43571042, 43571043, Fax : 011-43571047
Email : saimohauto@gmail.com, Website : www.saimohauto.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 31st Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 11.30 A.M. at 8/33, IIIrd Floor, Satbhava School Marg, W.E.A, Karol Bagh, New Delhi-110005 and 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

Sai Moh Auto Links Limited
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Email : saimohauto@gmail.com, Website : www.saimohauto.com

**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]

Name of the Member (s):
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 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 31st Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 11.30 A.M. at 8/33, IIIrd Floor, Satbhava School Marg, W.E.A, Karol Bagh, New Delhi-110005 and at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of Financial Statements, Board and Auditors' Report for the Financial Year 2015-16.		
2.	Re-appointment of Mr. Ramashish Sahu (DIN: 00359533) as a Director liable to retire by rotation.		
5.	Ratification of Appointment of Statutory Auditors of the Company for the Financial Year 2016-17.		

Affix Revenue Stamp

Signed this-----day of 2016. Signature of Shareholder:.....

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. Off.: 8/33, IIIrd Floor, Satbhava School Marg,

W.E.A, Karol Bagh, New Delhi-110005

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