

REPORT ON CORPORATE GOVERNANCE

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

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

BOARD MEETINGS

During the year under review, Eight Board Meetings were held on 30th May, 2016, 12th August, 2016, 03rd September, 2016, 30th September, 2016, 14th November, 2016, 13th February, 2017, 22nd February, 2017 and 23rd March, 2017.

Two separate meeting of Independent Directors of the Company was held on 21.01.2017 and 23.03.2017.

Details of attendance of each Director at various meetings of the Company as on 31st March, 2017 are as follows:

Name (as on 31 st March, 2017)	Category and Designation (as on 31 st March, 2017)	No. of Board Meeting (As on 31 st March, 2017)		Whether attended last AGM Yes/No
		Held	Attended	
Mr. Bhim Sain Saggarr (Resigned on 22.02.2017)	Executive and Managing Director	8	7	Yes
Mr. Ramashish Sahu (Resigned on 22.02.2017)	Whole time Director	8	7	Yes

Mr. Manoj Kumar	Non Executive and Independent Director	8	8	Yes
Mr. Deepak Kumar Rastogi (Resigned on 22.02.2017)	Non Executive and Independent Director	8	7	Yes
Ms. Reena Gupta (Resigned on 22.02.2017)	Non Executive and Independent Woman Director	8	7	Yes
Mr. Anand Kumar (Appointed on 22.02.2017)	Executive and Managing Director	8	1	No
Mr. Arpit Goel (Appointed on 22.02.2017)	Non Executive Director	8	1	No
Ms. Shashi Yadav (Appointed on 22.02.2017)	Non Executive and Independent Woman Director	8	1	No

COMMITTEES OF THE BOARD

Pursuant to requirement of Companies Act, 2013 along with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Company has already formed following committees:

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

I. Audit Committee

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

During the year under review, Six Audit Committee Meetings were held on 30th May, 2016, 12th August, 2016, 03rd September, 2016, 14th November, 2016, 13th February, 2017 and 23rd March, 2017. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 30.09.2016.

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

Name of the Director	Category (as on 31 st March, 2017)	Number of meetings during the financial year 2016-17	
		Held	Attended
Mr. Manoj Kumar	Chairman	6	6
Mr. Anand Kumar (Appointed on 22.02.2017)	Member	6	1
Ms. Shashi Yadav (appointed on 22.02.2017)	Member	6	1
Mr. Ramashish Sahu (resigned on 22.02.2017)	Member	6	5
Ms. Reena Gupta (resigned on 22.02.2017)	Member	6	5

II. Nomination and Remuneration Committee

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

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

One meetings of Nomination and Remuneration Committee were held on 22nd February, 2017 and 23rd March, 2017.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2017 and the attendance of each member at the Nomination and Remuneration Committee Meetings held during the year is as given below:

Name of Members*	Status	Number of meetings during the financial year 2016-17	
		Held	Attended
Mr. Manoj Kumar	Chairman	2	2
Mr. Arpit Goel (Appointed on 22.02.2017)	Member	2	1
Ms. Shashi Yadav (appointed on 22.02.2017)	Member	2	1
Mr. Deepak Kumar Rastogi (resigned on 22.02.2017)	Member	2	1
Ms. Reena Gupta (resigned on 22.02.2017)	Member	2	1

Performance Evaluation

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

- Valuable Input Provided;
- Dedication and Commitment;
- Industry Knowledge;
- Raising of Concern;
- Compliances under Companies Act;
- Contribution to development of strategy and to risk management.
- Updations with the latest developments.
- Communication with other Board members, senior management and others.

Remuneration of Directors

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

The detailed criteria for making remuneration to Non- Executive Director is mentioned in the Nomination and Remuneration Policy of the Company and is displayed at the website of the Company at <http://www.shashankinfo.in/invrela.htm>

At present, none of the Non- Executive Directors is drawing any remuneration from the Company.

III. Stakeholders' Relationship Committee:

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

dividend, recording the change of address and to deal with all related matters. The Minutes of the Committee are circulated to the Board of Directors.

The committee met 2 times during the year i.e as on 03rd September, 2016, and 15th February, 2017. The Composition of the Committee as on 31st March, 2017 and details of attendance of the Committee members at the meetings are as follows:

Name of Members	Status	Number of meetings during the financial year 2016-17	
		Held	Attended
Mr. Manoj Kumar	Chairman	2	2
Mr. Anand Kumar (Appointed on 22.02.2017)	Member	2	0
Ms. Shashi Yadav (appointed on 22.02.2017)	Member	2	0
Mr. Ramashish Sahu (resigned on 22.02.2017)	Member	2	2
Ms. Reena Gupta (resigned on 22.02.2017)	Member	2	2

Details of Investor complaints received and redressed during the Financial Year 2016-17 are as follows:

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

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, 2017

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.saimohauto.com for sending the documents in electronic form or else sent a request letter directly to the Company mentioning their E-mail address and PAN No. 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, multilation 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.

ANNUAL GENERAL MEETINGS

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

Year	Date	Venue	Time
2014	29.09.2014	8/33, III Floor, Satbhava School Marg, W.E.A., Karol Bagh, Delhi-110005	11.30 A.M.
2015	30.09.2015	8/33, III Floor, Satbhava School Marg, W.E.A., Karol Bagh, Delhi-110005	05.30 P.M.
2016	30.09.2016	8/33, III Floor, Satbhava School Marg, W.E.A., Karol Bagh, Delhi-110005	11.30 A.M.

Special Resolutions passed during the last three Annual General Meetings:

The no special resolutions have been passed by the shareholders of the company in the previous three Annual General Meetings

Postal Ballot

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

Means of Communication

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

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

- For English Edition- Pioneer, Business Standard and Financial Express.
- For Hindi Edition- Pioneer, Business Standard and Jansatta.

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

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

General Shareholders' Information**Details of 32nd Annual General Meeting of the Company**

Day & Date	Friday, 29th September, 2017
Time	11:30 A.M.
Venue	C-582, SARASWATI VIHAR, PITAMPURA DELHI - 110034

Tentative Calendar for the financial year ending 31st March, 2017

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2017	First fortnight of September, 2017
Second quarter ending 30th September, 2017	First fortnight of November, 2017
Third quarter ending 31st December, 2017	First fortnight of February, 2018
Fourth quarter ending 31st March, 2018	By the end of May, 2018

Date Of Book Closure

From 23rd September, 2017 to 29th September, 2017 (both days Inclusive) for the purpose of 32nd Annual General Meeting.

Listing on Stock Exchanges

Name and Address of the Stock Exchanges	Stock Code
The Bombay Stock Exchange Ltd (BSE) 1st Floor, P.J. Towers, Dalal Street, Mumbai-400001	Scrip Code - 540066

Listing Fees

The Company has paid the Listing Fees of the Bombay Stock Exchange (BSE) for the Financial Year 2017-18.

CIN Number: L34300DL1985PLC020510

ISIN No. INE345U01019

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

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

MAS Services Ltd.
T-34, 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

Share Transfer System

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

Reconciliation of Share Capital Audit Report

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

Distribution of Shareholding as on 31st March, 2017:**Nominal Value of Each Share : Rs. 10/-**

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	528	95.307	526200	1.593
5001 To 10,000	1	0.181	10000	0.03
10001 To 20,000	3	0.542	60000	0.182
20001 To 30,000	0	0	0	0
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	5	0.903	369640	1.119
1,00,000 and Above	17	3.069	32059160	97.075
Total	554	100	33025000	100

Dematerialisation of Shares and Liquidity

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de-mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). M/s. MAS Services Ltd. is the Registrar and Transfer Agent of the Company for the purposes of electronic connectivity for effective dematerialization of shares. As of 31st March, 2017 shares comprising approximately 41.17% of the Company's Equity Share Capital have been dematerialized.

Status of Dematerialised Shares as on 31st March, 2017

Shares Held through	No. of Shares	Percentage of Holding
NSDL	181751	5.50
CDSL	1178049	35.67
Physical	1942700	58.83
Total	3302500	100.00

Shareholding Pattern of the Company as on 31st March, 2017

Category	No. of Shares held	% of share holding
A. Promoters' holding		
Promoters		
Indian Promoters	10,55,150	31.95
Body Corporates	Nil	Nil
Foreign Promoters	Nil	Nil
2. Persons Acting in Concert	Nil	Nil
Sub-total (A)	10,55,150	31.95
B. Non-Promoters' holding		
3. Institutional Investors		
a. Mutual Funds & UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions)	Nil	Nil
c. FIs	Nil	Nil
Sub-total	Nil	Nil
4. Non Institutional Investors		
a. Bodies Corporate	7,293	0.22
b. individuals		
-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	89,291	2.70
-Individual shareholders holding nominal share capital up in excess of Rs. 2 Lakhs	21,36,080	64.68
c. Any Other		
NRI	NIL	NIL
Hindu Undivided Family	Nil	Nil
NBFCs	Nil	Nil
Clearing Members	14,686	0.44
Sub-total (B)	22,47,350	68.05
Grand Total (A)+(B)	33,02,500	100.00

ADRs/GDRs/Warrant

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

Commodity Price Risk or Foreign Exchange Risk And Hedging Activities:

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

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

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

Address for Correspondence

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

Investor's Correspondence may be addressed to

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

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

SEBI Complaints Redress System (SCORES)

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

Prohibition of Insider Trading

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

CEO/CFO Certification

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

Disclosures

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

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

1. The Company has an Executive Chairman.

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

Disclosure of Accounting Treatment

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, 2017.

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 www.saimohauto.com for sending the documents in electronic form or else sent a request letter directly to the Company mentioning their E-mail address and PAN No. 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. The Code of Conduct is also available on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

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

" In terms of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per affirmation received from the Directors and the Members of Senior Management Personnel of the Company, I hereby declare that Directors & the Members of Senior Management of the Company have complied with the Code Of Conduct during the F.Y. 2016-17.

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

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

**Date: 02nd September, 2017
Place: New Delhi**