

SIDH AUTOMOBILES LIMITED

Regd. Office- R-13, S/F GREATER KAILASH-I NEW DELHI 110048
CIN- L34102DL1985PLC020156 E-mail Id-sidhindia1985@gmail.com

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Sub- Filing of Annual Report of Sidh Automobiles Limited for F.Y. 2016-2017

Dear Sir,

Please find enclosed annual report of Sidh Automobiles Limited for F.Y. 2016-2017.

For Sidh Automobiles L



ANIL SHARMA

Managing Director

DIN-02928210

SIDH AUTOMOBILES LIMITED



**31st ANNUAL
REPORT**

SATURDAY, 30TH SEPTEMBER, 2017, (11:30 A.M.)

R-13, S/F GREATER KAILASH-I, NEW DELHI-110048



BOARD OF DIRECTORS:

Mr. Anil Sharma	Managing Director
Mr. Harvinder Singh	Non Executive Director
Ms. Nivedita Bisht	Non Executive Independent Director
Mr. Hari Mohan Gupta	Non Executive Independent Director
Mr. Deepak Kumar	Non Executive Independent Director

KEY MANAGERIAL PERSONNEL:

Mr. Anil Sharma	Managing Director
Mr. Shyam Lal (Resigned on 19.07.2016)	Company Secretary (CS)
Mr. Sushant Saxena	CFO

AUDITORS:

M/s Biswa Chandra Saini & Co.
Chartered Accountants,
Firm Registration No. 022674N
1/28 Ground Floor, Lalita Park
Laxmi Nagar, Near Gurudwara
New Delhi-110092

REGISTERED OFFICE:

R-13, S/F GREATER KAILASH-I,
NEW DELHI-110048

LISTED WITH STOCK EXCHANGE:

Bombay Stock Exchange Limited (Dated 13.08.2016)
Corporation Relationship Department
1st Floor, New Trading Wing
Rotunda Building, PJ Towers,
Dalal Street, Fort Mumbai 400001

BANKER :

Indian Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s Skyline Financial Services Private Limited
A, Okhla Industrial Area, Phase-I, New Delhi - 110 020



Notice

Sidh Automobiles Limited

CIN: L34102DL1985PLC020156
Registered Office: R-13, S/F Greater Kailash-I, New Delhi-110048
Website: www.sidhgroup.in
Email: sidhindia1985@gmail.com, Ph: 011-41704252

NOTICE IS HEREBY GIVEN THAT THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S SIDH AUTOMOBILES LIMITED WILL BE HELD ON SATURDAY, THE 30th DAY OF SEPTEMBER, 2017, AT 11.30 A.M AT R-13, GREATER KAILASH, PART I, NEW DELHI-110048 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the Financial Year ended on 31st March, 2017.

To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2017 together with the Reports of Board of Director's and Auditor's thereon.

2. Re- appointment of Mr. Harvinder Singh as a Director liable to retire by rotation

To appoint a director in place of Mr. Harvinder Singh (holding DIN: 00671894), who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of Appointment of the Statutory Auditors for the Financial Year 2017-18 and to fix their remuneration in this regard.

"RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, Messrs. Biswa Chandra Saini & Co, Chartered Accountants (Firm Registration No: 022674N), be and are hereby ratify the appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 30th Annual General Meeting of the Company), at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

**By Order of the Board
For SIDH AUTOMOBILES LIMITED**

Sd/-

**ANIL SHARMA
Managing Director
DIN: 02928210**

Date: September 02, 2017

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 INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy Form (Form No. MGT-11) is annexed to this report.

2. Members/proxies/ authorized representative should bring duly filed attendance slips enclosed herewith to attend the meeting.
3. Route map of venue of Annual General Meeting is attached here for your reference.
4. Corporate members are intending to send their authorized representatives to attend the meeting are requested to send certified copy of the board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Directors and Key managerial personnel and their shareholding maintained under section 170(1) of Companies Act, 2013 will be available for inspection by the member at the AGM.
6. The Register of contracts or arrangements in which directors are interested maintained under section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.
7. **The Register of Members and Share Transfer Books of the Company shall remain closed from 25th September, 2017 to 30th September, 2017 (both days inclusive).**
8. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi – 110 020.
9. Electronic copy of the Annual Report and Notice of 31st Annual General Meeting of the company along with Attendance Slip, Proxy form and instruction of E-voting is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
10. To promote green initiative, members are requested to bring their copies of the Annual Report to the meeting. Members may also note that the Annual Report for FY 2016-17 will also be available on company's website "www.sidhgroup.in" for their download.
11. With a view to using natural resources responsibility, we request to shareholders to update their e-mail address with their depository participants to enable the company send communication electronically.
12. Members seeking any clarification/information relating to Annual Accounts are requested to write at the Registered Office of the Company at-least one week before date of meeting.
13. In case of joint shareholders attending the meeting, the members whose name appears as the first holder in order

of names as per register of members of the company will be entitled to vote.

14. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing obligation and Disclosures Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
15. Facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
16. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
17. The e-voting period commences on Wednesday, September 27, 2017 (9:00 am) and ends on Friday, September 29, 2017 (5:00 pm). During this period shareholders of the Company, may cast their vote electronically. At the end of e-voting period the facility shall forthwith be blocked. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The cut-off date of e-voting is September 23, 2017.

18. Instructions for e-voting are as under:

I The process and manner of remote E-voting are as under

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the company/ Depository Participants(s)] :

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) (E-Voting Event Number) of “Sidh Automobiles Limited
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 csvkb00@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
- | | | |
|---------------------------------------------------|-----------------------|----------------------------|
| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|---------------------------------------------------|-----------------------|----------------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. 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
- III. 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. 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
- IV. 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) .
- V. 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 Saturday, September 23, 2017. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@skylinerta.com.
- VI. 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.
- VII. 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 i.e. September 23, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot papers.
- VIII. The Company has appointed Mr. Vineet Kumar, partner of M/s SVR & CO., Practicing Company Secretary (COP No.:14721) as Scrutinizer to scrutinize and conduct the voting and e-voting process in fair and transparent manner.
- IX 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.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the Annual General 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 favor 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.

- VI. The results declared by Chairman along with the Scrutiniser's Report shall be placed on Company's website at www.sidhgroup.in and on the website of NSDL immediately after the result is declared by the chairman and the same will be communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

Date: September 02, 2017
Place: New Delhi

By Order of the Board
For SIDH AUTOMOBILES LIMITED

Sd/-
ANIL SHARMA
Managing Director
DIN: 02928210

Director's Report

To,
The members
SIDH AUTOMOBILES LIMITED

Your Directors have pleasure in presenting 31st Annual Report together with the Audited Financial Statements along with the Report of Auditors for the financial year ended March 31, 2017.

FINANCIAL HIGHLIGHTS

Particulars	Amount (Rs. In Lacs)	
	Financial year ended March 31, 2017	Financial year ended March 31, 2016
Income from Operations	89.14	4.44
Other Income	6.840	5.292
Total Income	95.984	9.732
Depreciation	0.0878	0.0679
Total expenditure	95.006	8.559
Net Profit Before Tax & Exceptional Item	0.978	1.17
Exceptional Item	0	0
Net Profit Before Tax	0.978	1.17
Tax Expenses	0.302	0.362
Current Tax	0	0
Deferred Tax	-0.018	-0.013
Profit / (Loss) after Tax	0.694	0.823

SHARE CAPITAL

During the year there has been no change in the Authorized, Subscribed and paid up share capital of the Company. The paid up share capital of the company as on 31st March 2017 was Rs. 29,623,000/- divided into 2962300 Equity Shares of Rs. 10/- each .

DIVIDEND

Due to non satisfactory performance by Company, your Directors have considered it financially prudent not to declare any dividend. Therefore, no dividend has been recommended for the year ended March 31st, 2017.

TRANSFER OF RESERVES

The Company has not transferred any amount to reserves and surplus.

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Sidh Automobiles Limited is a company incorporated on 16th February, 1985 primarily engaged in the business of all kinds of automobiles and other related products. The company is an NBFC Company and engaged in NBFC activities. The company has focused on enhancing the NBFC business. The company is also listed with Bombay stock Exchange Limited , Delhi Stock Exchange Limited and U.P. Stock Exchange Limited. During the year under review, the Income from operations is Rs. 89.14 Lacs (Previous Year: Rs.4.44 Lacs) . The company Profit after Tax

(PAT) is Rs 0.694 Lacs as compared to a profit of Rs. 0.823 Lacs in previous year. The directors are making efforts to enhance the business activities and are hopeful for good results in the coming year.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in nature of business of your company during the year under review.

DETAILS OF SUBSIDIARIES/ JOINT VENTURE AND ASSOCIATES COMPANY

During the year under review company has following subsidiary Companies:

S.No.	Name	CIN Number	% Holding	Section under Company Act, 2013
1	Wholly Organic Pvt. Ltd.	U74999DL2016PTC304220	100%	2(87)
2	Wholly Joy Products Pvt. Ltd.	U15549DL2016PTC303410	100%	2(87)
3	Sunrise Bliss Organics Pvt. Ltd.	U15209DL2016PTC303305	100%	2(87)
4	Wholly Cow dairy Pvt. Ltd.	U70102UP2013PTC059605	100%	2(87)
5	Wholly Organic Products Pvt. Ltd	U74999DL2016PTC308070	100%	2(87)

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.

Mr. Shyam lal has resigned as Company Secretary of the Company w.e.f. July 19, 2016 due to personal reasons.

DIRECTORS

There were no any changes taken place in the Directorship of the Company.

NUMBER OF BOARD MEETINGS AND ATTENDENCE BY EACH DIRECTOR

The Board of Directors of the company met Six (6) times on 30.05.2016, 12.08.2016, 27.08.2016, 02.09.2016, 14.11.2016 and 14.02.2017 during the financial Year 2016-2017. Maximum interval between any two meetings did not exceed 120 days as prescribed in Companies Act, 2013 and 1 meeting was held in every calendar Quarter in the financial year 2016-2017.

DIRECTOR'S RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors hereby state that:

- i. in the preparation of Annual Accounts for the financial year ended 31st March, 2017, the applicable AccountingStandards have been followed along with proper explanation relating to material departures.;
- ii. the Directors had 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 and of the profit or loss of the Company for the year under review;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the Annual Accounts for the year ended 31st March, 2017 on a going concern basis.
- v. the Directors had laid down internal financial controls to be followed by the Company and that such internal

financial controls are adequate and were operating effectively;

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

DECLARATION BY INDEPENDENT DIRECTOR(S)

The company has received necessary declaration from Independent Directors of the company that he/she meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

BOARD EVALUATION

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. Separate exercise was carried out to evaluate the performance of Non-Independent Directors including the Board chairman who were evaluated on parameters such as Key achievements, Short term and Long term targets, Challenges faced, Implementation of Strategic decisions, organizational performance, participation and attendance in Board and Committee meetings etc.

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

Independent Directors were evaluated on the following parameters such as Attendance and participations in the Meetings and timely inputs on the minutes of the meetings, adherence to ethical standards & code of conduct of Company and disclosure of non-independence, as and when it exists and disclosure of interest, Interpersonal relations with other directors and management, Understanding of the Company and the external environment in which it operates and contribution to strategic direction, Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information.

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

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, are annexed herewith as “**Annexure-A**”.

RELATED PARTY TRANSACTIONS

All related party transactions made during the financial year 2016-2017 were on arm's length basis and were in the ordinary course of business. Details of related party transaction is in AOC-2 as prescribed under section 188 of companies Act, 2013 is annexed herewith as “**Annexure –B**”

All Related Party Transactions are placed before the Audit Committee and also the Board for approval on quarterly basis, specifying the nature, value and terms & conditions of transactions

AUDITORS

The Board of Directors at its meeting held on 27th August, 2017, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) under Companies Act, 2013, ratify the appointment Messrs. Biswa Chandra Saini & Co, Chartered Accountants, (Firm Registration No: 022674N) as the Statutory Auditors of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

SECRETARIAL AUDITOR

The Board had appointed Mr. Vineet Kumar, partner of M/s SVR & CO., Practicing Company Secretary (COP

No.:14721) to conduct Secretarial Audit for the financial year 2016-2017. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as **Annexure C** to this Report.

MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March 2017 is annexed as Annexure D to this report for the reference of the stakeholders.

COMMENTS ON AUDITORS REPORT

There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report. There is qualification, reservation or adverse remark or disclaimer made by the company secretary in practice in his secretarial audit report.

INTERNAL AUDITOR

The Board had appointed Mr. Sushant Saxena as Internal Auditor for the financial year ended on 31st March 2017 to conduct internal audit of the records of the company pursuant to section 138 of Companies Act, 2013.

COST AUDITOR

The Company was not required to appoint cost auditor for the financial year 2016-2017 pursuant to section 148 of Companies Act, 2013

NOMINATION & REMUNERATION COMMITTEE

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The policy is working in accordance with the size and composition of Board/management of company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company was not required to constitute corporate social responsibility committee pursuant to section 135 of the Companies Act, 2013 during the financial year 2016-2017

DEPOSITS

The Company has not accepted/received any Deposits within the meaning of Section 73 of the Companies Act, 2013, during the financial year ended 31st March 2017. There was no outstanding public deposit as at March 31, 2016 and there were no unclaimed deposits as at March 31, 2017.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of the loans, guarantees or investments given or made by the Company as covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

POLICIES OF COMPANY

Your company has posted the following documents on its website www.sidhgroup.in

1. Code of Conduct for Board of Directors and senior Management
2. Code of Practice and Procedures for fair Disclosure of Unpublished Price Sensitive Information.
3. Code of Fair disclosures

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

RISK MANAGEMENT POLICY

In compliance with the requirement of the Companies Act, 2013 the company has put in place risk minimization and assessment procedures. In order to effectively and efficiently manage risk and address challenges. The company has formulated Risk management policy.

The objective of Risk Management at Sidh Automobiles Limited is to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities. An enterprise wide risk management framework is applied so that effective management of risks is an integral part of every employee's job.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

There are no particulars as required under section 134 of the Companies Act, 2013 read with Rule 8(3) read with Companies (Accounts) Rules, 2014 relating to conservation of energy, research & development, technology absorption during the year under review.

However there is no foreign exchange earnings and outgo for the during the financial year 2016-2017 under review.

SWEAT EQUITY SHARES AND EMPLOYEE OPTION SCHEME

The Company has not issued any sweat equity shares and employee option scheme during the year under review.

VIGIL MECHANISM

The company has established vigil mechanism for directors and employees to report genuine concern against victimization of persons and relevant whistle blower policy was prepared in the regard. The policy is also made available at the website of company.

PARTICULARS OF EMPLOYEES

In accordance with Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees in receipt of remuneration exceeding the limits prescribed therein.

Remuneration :

- i. Mr. Anil Sharma, Managing Director of Company is receiving rupee twenty thousand as a monthly salary with no other allowance.
- ii. Mr. Sushant Saxena, Chief financial officer is receiving rupees five thousand per month with no other benefits.

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

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

LISTING OF SHARES

The Equity Shares of the Company are listed at the Bombay Stock Exchange Limited. The Annual Listing Fee for the financial year 2016-17 has been paid to the Stock Exchange where the Shares of the Company are listed.

PREVENTION OF SEXUAL HARRASMENT OF WOMEN AT WORKPLACE

The company was not required to form "Internal Complaints Committee" under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year under review, no complaint of sexual harassment has been filed with "Local Complaints Committee."

ACKNOWLEDGEMENT

We place on record our sincere appreciation to the employees of the Company at all levels for their co-operation and dedicated services. We also thank all our customers and suppliers who are always co-operative.

We also express our sincere thanks to Bankers, Financial Institutions and the Shareholders for their continued support.

**By Order of the Board
For Sidh Automobiles Limited**

**Sd/-
Anil Sharma
Managing Director
DIN: 02928210**

**Sd/-
Hari Mohan Gupta
Director
DIN: 03158551**

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

SIDH AUTOMOBILES LIMITED

CIN: L34102DL1985PLC020156

Registered Office: R-13, S/F Greater Kailash-I, New Delhi-110048

Website: www.sidhgroup.in

Email: sidhindia1985@gmail.com, Ph: 011-41704252

ANNEXURE - A**Annexure I****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017****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	L65993DL1990PL039637																						
2.	Registration Date	16/02/1985																						
3.	Name of the Company	SIDH AUTOMOBILES LIMITED																						
4.	Category/Sub-category of the Company	<p>Category:-</p> <p>1. Public Company <input checked="" type="checkbox"/></p> <p>2. Private Company <input type="checkbox"/></p> <p>Sub-category:-</p> <table border="1"> <tr><td>1. Government Company</td><td><input type="checkbox"/></td></tr> <tr><td>2. Small Company</td><td><input type="checkbox"/></td></tr> <tr><td>3. One Person Company</td><td><input type="checkbox"/></td></tr> <tr><td>4. Subsidiary of Foreign Company</td><td><input type="checkbox"/></td></tr> <tr><td>5. NBFC</td><td><input type="checkbox"/></td></tr> <tr><td>6. Guarantee Company</td><td><input type="checkbox"/></td></tr> <tr><td>7. Limited by shares</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>8. Unlimited Company</td><td><input type="checkbox"/></td></tr> <tr><td>9. Company having share capital</td><td><input type="checkbox"/></td></tr> <tr><td>10. Company not having share capital</td><td><input type="checkbox"/></td></tr> <tr><td>11. Company Registered under Section</td><td><input type="checkbox"/></td></tr> </table>	1. Government Company	<input type="checkbox"/>	2. Small Company	<input type="checkbox"/>	3. One Person Company	<input type="checkbox"/>	4. Subsidiary of Foreign Company	<input type="checkbox"/>	5. NBFC	<input type="checkbox"/>	6. Guarantee Company	<input type="checkbox"/>	7. Limited by shares	<input checked="" type="checkbox"/>	8. Unlimited Company	<input type="checkbox"/>	9. Company having share capital	<input type="checkbox"/>	10. Company not having share capital	<input type="checkbox"/>	11. Company Registered under Section	<input type="checkbox"/>
1. Government Company	<input type="checkbox"/>																							
2. Small Company	<input type="checkbox"/>																							
3. One Person Company	<input type="checkbox"/>																							
4. Subsidiary of Foreign Company	<input type="checkbox"/>																							
5. NBFC	<input type="checkbox"/>																							
6. Guarantee Company	<input type="checkbox"/>																							
7. Limited by shares	<input checked="" type="checkbox"/>																							
8. Unlimited Company	<input type="checkbox"/>																							
9. Company having share capital	<input type="checkbox"/>																							
10. Company not having share capital	<input type="checkbox"/>																							
11. Company Registered under Section	<input type="checkbox"/>																							
5.	Address of the Registered office & contact details	R-13, S/F Greater Kailash-I, New Delhi-110048																						
6.	Whether listed Company	YES																						
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153/A, Phase-I, Okhla Industrial Area, new Delhi-110020 Contact No.-+91-11-26812682																						

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial service activities	641	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

*The company has subsidiary, Associate and Holding Company.

S.No.	Name	CIN Number	% Holding	Section under Company Act, 2013
1	Wholly Organic Pvt. Ltd.	U74999DL2016PTC304220	100%	2(87)
2	Wholly Joy Products Pvt. Ltd.	U15549DL2016PTC303410	100%	2(87)
3	Sunrise Bliss Organics Pvt. Ltd.	U15209DL2016PTC303305	100%	2(87)
4	Wholly Cow dairy Pvt. Ltd.	U70102UP2013PTC059605	100%	2(87)
5	Wholly Organic Products Pvt. Ltd	U74999DL2016PTC308070	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/HUF	Nil	459450	459450	15.51%	Nil	459450	459450	15.51%	No Change
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
d) Bodies Corp	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
Sub-total(A)(1):-	Nil	459450	459450	15.51%	Nil	459450	459450	15.51%	No Change
2) Foreign									
g) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change

h) Other- Individ uals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
i) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
j) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
k) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
Subtotal	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No
(A)(2):-									Change
Total Sharehold ing of Promoter s (A)=(A) (1) + (A) (2)	Nil	459 450	45945 0	15.5 1%	Nil	459 450	45945 0	15.5 1%	No Change
B. Public Share holdin G									
1. Instit ution s									
a) Mutu al Fund s	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
b) Bank s / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
c) Centr al Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
e) Ventu re Capit al Fund s	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
f) Insur ance Comp anies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change

h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
Sub-total(B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	Nil	722300	722300	24.38 %	Nil	722800	722800	24.40 %	No Change
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh (ii) Individual	Nil	136300	136300	4.60 %	Nil	136300	136300	4.60 %	No Change

share holders holding nominal share capital in excess of Rs 1 lakh	Nil	1644250	1644250	55.50 %	Nil	1643750	1643750	55.49 %	No Change
c) Others(Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
Sub-total(B)(2)	Nil	1780550	1780550	60.10 %	Nil	1780050	1780050	60.09 %	No Change
Total Public Share holding (B)=(B)(1) + (B)(2)	Nil	1780550	1780550	60.10 %	Nil	1780050	1780050	60.09 %	No Change
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
Grand Total (A+B+C)	Nil	2962300	2962300	100 %	Nil	2962300	2962300	100 %	No Change

B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year	% change in
-----	--------------------	-------------------------------------------	-------------------------------------	-------------

		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	shareholding during the year
1	Mr. Harvinder Singh	212350	7.17	-	212350	7.17	-	No Change
2	Ms. Urvashi Mittal	123550	4.17	-	123550	4.17	-	No Change
3	Ms. Puja Mittal	123550	4.17	-	123550	4.17	-	No Change

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	459450	15.51%	459450	15.51%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	THERE WAS NO CHANGE IN SHAREHOLDING OF PROMOTERS DURING THE YEAR			
	At the end of the year	459450	15.51%	459450	15.51%

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	Arrant Apparels Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	147600	4.98	147600	4.98

	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	147600	4.98	147600	4.98
SN 2	Fragrance Infra build Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	147600	4.98	147600	4.98
	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	147600	4.98	147600	4.98
SN 3	Symbolic Hotels Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	145600	4.92	145600	4.92
	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	145600	4.92	145600	4.92
SN 4	Elmsford Life Science Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	142200	4.80	142200	4.80
	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	142200	4.80	142200	4.80

SN 5	Lakhan	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	141000	4.76	141000	4.76
	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	141000	4.76	141000	4.76
SN 6	Heaven Media Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	139300	4.70	139300	4.70
	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	139300	4.70	139300	4.70
SN 7	Amit Kumar Sharma	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	132000	4.46	132000	4.46
	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	132000	4.46	132000	4.46
SN 8	Narendra Kumar Sharma	Shareholding at the beginning of the year		Cumulative Shareholding during the year	

		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	126300	4.26	126300	4.26
	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	126300	4.26	126300	4.26
SN 9	Harvind Kumar Balecha	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	125700	4.24	125700	4.24
	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	125700	4.24	125700	4.24
SN 10	Rajjan Gupta	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	123100	4.16	123100	4.16
	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	123100	4.16	123100	4.16

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

1.	HARVINDER SINGH {Director}				
	At the beginning of the year	212350	7.168	212350	7.168
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A	N.A	N.A	N.A
	At the end of the year	212350	7.168	212350	7.168
2.	ANIL SHARMA {Managing Director}				
	At the beginning of the year	100	0.003	100	0.003
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	N.A	N.A	N.A	N.A
	At the end of the year	100	0.003	100	0.003

F) 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	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	Managing Director	Anil Sharma*	----	----	---	
1	Gross salary	240000	--	-	--	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	--	-	--	-

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	--	-	--	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	--	-	--	-
2	Stock Option	-	--	-	--	-
3	Sweat Equity	-	--	-	--	-
4	Commission - as % of profit - others, specify...	-	--	-	--	-
5	Others, please specify	-	--	-	--	-
	Total (A)	240000	--	-	--	-
	Ceiling as per the Act	-	--	-	--	-

* Mr. Anil Sharma has been appointed as Managing Director w.e.f. February 12, 2015 at a monthly remuneration of Rs.20,000/- per month.

B. Remuneration to other directors

SN	Particulars of Remuneration	Name of Directors				Total Amount
		-	----	----	---	
1	Independent Directors	-	--	-	--	-
	Fee for attending board committee meetings	-	--	-	--	-
	Commission	-	--	-	--	-
	Others, please specify	-	--	-	--	-
	Total (1)	-	--	-	--	-
2	Other Non-Executive Directors	-	--	-	--	-
	Fee for attending board committee meetings	-	--	-	--	-
	Commission	-	--	-	--	-
	Others, please specify	-	--	-	--	-
	Total (2)	-	--	-	--	-
	Total (B)=(1+2)	-	--	-	--	-
	Total Managerial Remuneration	-	--	-	--	-
	Overall Ceiling as per the Act	-	-	-	-	-

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
		-	Shyam Lal	Sushant Saxena	
1	Gross salary	-	60,000	60,000	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	--	-	--

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	--	-	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	--	-	--
2	Stock Option	-	--	-	--
3	Sweat Equity	-	--	-	--
4	Commission	-	--	-	--
	- as % of profit	-	--	-	--
	others, specify...	-	--	-	--
5	Others, please specify	-	--	-	--
	Total	-	60,000	60,000	--

V. 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	-	--	-	--	-
Punishment	-	--	-	--	-
Compounding	-	--	-	--	-
B. DIRECTORS					
Penalty	-	--	-	--	-
Punishment	-	--	-	--	-
Compounding	-	--	-	--	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	--	-	--	-
Punishment	-	--	-	--	-
Compounding	-	--	-	--	-

On behalf of the Board of Director
For : SIDH AUTOMOBILES LIMITED

Place: New Delhi
Date: September 02, 2017

Sd/-
ANIL SHARMA
Managing Director
DIN: 02928210

Sd/-
HARI MOHAN GUPTA
Director
DIN: 03158551

ANNEXURE – B**Form No. AOC-2**

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

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

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

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2017 are as follows

(1)	(2)	(3)	(4)	(5)
S. No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Amount paid as advances, if any:
1	BECKON MARKETING PRIVATE LIMITED	Rent Paid to Rs.60,000/-	As per terms and conditions of Agreement and contract	Nil
2	Wholly Organic Pvt. Ltd.			Advance given Rs. 50,000/-

On behalf of the Board of Director
For : **SIDH AUTOMOBILES LIMITED**

Place: New Delhi
Date: September 02, 2017

Sd/-
ANIL SHARMA
Managing Director
DIN: 02928210

Sd/-
HARI MOHAN GUPTA
Director
DIN: 03158551

ANNEXURE C

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

**To,
The Members,
Sidh Automobiles Limited, Delhi**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sidh Automobiles Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited 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, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 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;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules/regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment & 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 (Not applicable to the Company during Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to 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 (Not applicable to the Company during Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during Audit Period).

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreement as entered into by the Company with Bombay Stock Exchange (BSE) Limited;

We further report that, based on the information provided and the representation made by the Company and clarifications made, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that balance of Directors is duly constituted with proper balance of Executive and Non- Executive Directors.

There was no any changes in the composition of the Board of Directors that took place during the period.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We report further that, during the audit period, there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines except the company which got list on Bombay Stock Exchange dated 15th July 2016, having the major bearing on the affairs of the company.

**For SVR & CO.
Company Secretaries**

Sd/-

Vineet Kumar

Partner

(COP No. 14721)

June 12, 2017, Delhi

Annexure-IV to Director Report for the year ended 31st March, 2017

❖ FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

❖ FUTURES PROSPECTS

The management of the Company cautions the Readers that this management discussion and analysis report is only future prospects and not confirmation. The statement/future prospects involve risks and uncertainties. The actual results may be varying from future prospects. NBFCs have proven their mettle in many other specialized financial services such as factoring, lease finance, venture capital finance, financing road transport and also in the business of securities-based lending such as Loan against Shares, Margin Funding, IPO Financing, Promoter Funding etc. They have also been providing a major boost to Micro, Small and Medium enterprises and other avenues where banks exercise cautious lending. All the above factors further emphasize the potential and opportunities in store for NBFCs and the regulations when designed to provide the right environment, provides impetus to the growth of the sector. The Company hence wishes to diversify its lending activities in the coming period and shall embark on this path and move forward once the existing investments, which are at an incubating stage begin to bear fruits.

❖ COMPANY BUSINESS

The company is NBFC Company, which is doing the business of financing and investment such as NBFC Company. The company has knowledge of business i.e. NBFC which is core business of the company. The company is trying to improve/spread the business of the company throughout the India.

❖ BUSINESS OVERVIEW

The Revenue from operation during the year 2016-17 is Rs. 89,14,410 as compared to Rs. 4,44,000 in the previous year. The financial highlights are as under: -

Particulars	Financial year ended March 31, 2016 (in Lakh)
Income from Operations	89.14
Net Profit Before Tax	0.978
Tax Expenses	0.302
Current Tax	0
Deferred Tax	-0.018
Profit / (Loss) after Tax	0.694

❖ INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. The CFO certification provided in the CFO certification section of the annual report discusses the adequacy of our internal control systems and procedures. Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory

guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This improved the management of the affairs of the Company and strengthened transparency and accountability.

❖ **SEGMENT REPORTING**

The company is not engaged in more than one Business segment and hence segment reporting is not applicable.

❖ **OUTLOOK**

Dedicated focused approach of the company helped in such a way that is giving the revenue growth over the year again and again and which is continuing in FY 2016-17 also. The company is having a deep impact on outsiders about the future aspects or growth. Company decides to continue to focus on core business and delivering superior financial performance and also will try to keep the relation with outsider as wider as possible. We will continue to focus on delivering superior financial performance, innovation and industry leadership in our chosen verticals. We expect our relationship with our clients to become more strategic for each other.

❖ **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The industrial relation is very cordial and peaceful. The implementation of Corporate Governance in the Company showing various measures to provides more scope for development of human resource thereby allowing the employee better opportunities to achieve higher performance and efficiency in their respective assignments and employment.

❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The management of the company has discussed the financial of the company during the year, which is lower down in the current year. The matter is serious concern for management and it is decide to overcome from the situation and of loss and make the company a wealthy and profit making entity.

❖ **RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

❖ **STRATEGY**

As like the other business Enterprises Company is also having strategy for same strategy for expansion of business by providing investment, financing etc. to the corporate.

❖ **STRENGTHS & OPPORTUNITIES**

Over the last few years, the sector has seen rise in the number of large players which are backed by corporate houses / private equity investors who wish to participate in the credit growth of the country but faced stringent regulations and high entry barriers in Indian banking sector. Many of the large corporate houses and banks have also diversified into lending and lending related businesses focusing into niche segments. However, with a rise in number of players, the competition in sector has intensified and impact of stiff

competition in the long needs to be observed. NBFCs faces high competition from public sector, private sector and foreign banks competing in similar markets.

❖ **LEADERSHIP AND CORPORATE GOVERNANCE**

Sidh Automobiles has a competent and Professional Board of Directors. The company believes in good corporate governance and follows all the rules, regulations, law prescribed by the applicable law for the time being such as Corporate Law, Listing Agreement with Stock Exchange etc.

❖ **RISKS AND CONCERNS**

The NBFC industry in general faces the risk of re-entry and new entry of players and existence of several unorganized regional players increasing the competition which mainly affects the asset quality. This is further characterized by captive NBFCs floated by other business houses. The ever existing systemic and delinquency risks and fluctuations in interest rates and risk weight make the companies more vulnerable. Deployment of funds in sensitive and volatile sectors increases the risk exposure while concentration risk increases dependency.

Place: New Delhi
Date: September 02, 2017

Sd/-
ANIL SHARMA
Managing Director
DIN: 02928210

Sd/-
HARI MOHAN GUPTA
Director
DIN: 03158551

SIDH AUTOMOBILES LIMITED
 CIN: L34102DL1985PLC020156
 Registered Office: R-13, S/F Greater Kailash-I, New Delhi-110048
 Website: www.sidhgroup.in
 Email: sidhindia1985@gmail.com, Ph: 011-41704252

PROXY FORM
 (Form No. MGT-11)

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

CIN : L34102DL1985PLC020156
 Name of Company : SIDH AUTOMOBILES LIMITED
 Registered Office : R-13, S/F Greater Kailash-I, New Delhi-110048
 Name of the member(s) :
 Registered Address :
 Folio No. / Client ID :
 DP ID :
 Email ID :

I/We, being the member(s) ofShares 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
3. 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 Saturday, the 30th day of September, 2017 at 11:30 A.M at R-13, S/F Greater Kailash-I, New Delhi-110048 or any adjournment thereof in

Resolution Number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	Adoption of Audited Financial Statements for the Financial Year ended on 31 st March, 2017		
2.	Appointment of Director Mr. Harvinder Singh, who retires by rotation and, being eligible, offers himself for re-appointment.		
3	Ratification of Appointment of M/s Biswa Chandra Saini & Co, Chartered Accountants as Statutory Auditors of the Company.		

respect of such resolutions as are indicated below:

Signed on this.....day of2017.

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

Affix One Rupee Revenue Stamp

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

ATTENDANCE SLIP

31st ANNUAL GENERAL MEETING ON SATURDAY, THE 30TH DAY OF SEPTEMBER, 2017 at 11:30 A.M

Mr./Mrs./Miss.....
.....

Address.....
...

Folio No. (Physical holding)..... DP ID (Demat holding)..... Client
ID.....

No. of Shares held
.....

I/We certify that I am/we are registered Shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company on Saturday, the 30th day of September, 2017 at 11:30 a.m. at R-13, S/F Greater Kailash-I, New Delhi-110048.

[Signature of Shareholders/Proxy(s)].....

- Notes: 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
2) Member's Signature should be in accordance with the specimen signature registered with the Company.
3) Please bring your copy of the Annual Report for reference at the Meeting.

----- ✍ -----

AGM VENUE ROUTE MAP

R-13, S/F GREATER KAILASH-I, NEW DELHI-110048

