

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. 2017-2018

Dear Sir,

Please find enclosed annual report of Sidh Automobiles Limited for F.Y. 2017-2018.

For Sidh Automobiles Limited



Managing Director/Director

ANIL SHARMA

Managing Director

DIN-02928210

SIDH AUTOMOBILES LIMITED

33RD ANNUAL REPORT

FRIDAY, 28TH SEPTEMBER, 2018, (11:00 A.M.)

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

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BOARD OF DIRECTORS:

Mr. Anil Sharma
Mr. Harvinder Singh
Ms. Nivedita Bisht
Mr. Hari Mohan Gupta
Mr. Deepak Kumar

Managing Director
Non Executive Director
Non Executive Independent Director
Non Executive Independent Director
Non Executive Independent Director

KEY MANAGERIAL PERSONNEL:

Mr. Anil Sharma
Mr. Sushant Saxena

Managing Director
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
Corporation Relationship Department
1st Floor, New Trading Wing
Rotunda Building, P J Towers,
Dalal Street, Fort Mumbai 400001

BANKER :

Indian Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s Skyline Financial Services Private Limited
D-153 A, Okhla Industrial Area, Phase-I, New Delhi - 110 020

NOTICE OF ANNUAL GENERAL MEETING 2018 OF 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 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S SIDH AUTOMOBILES LIMITED WILL BE HELD ON FRIDAY, THE 28TH DAY OF SEPTEMBER, 2018, AT 11.00 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, 2018

To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Board of Director's and Auditor's thereon.

2. Re- appointment of Mr. Anil Sharma as a Director liable to retire by rotation

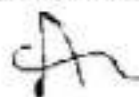
To re-appoint a director Mr. Anil Sharma (holding DIN:02928210), who retires by rotation and being eligible, offers himself for re-appointment.

3. To fix remuneration of the statutory auditor of the company and to consider and if thought fit, pass, with or without modification (s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, Messrs. Biswa Chandra Saini & Co, Chartered Accountants (Firm Reg. No. 022674N) who were appointed as Statutory Auditor of the Company, to hold office for five years, from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting of the company to be held in the year 2021, shall be paid remuneration plus applicable taxes and out of pocket expenses, as may be determined in consultation with the Auditors and duly approved by the Board of Directors of the Company.

Date: September 01, 2018
Place: New Delhi

By Order of the Board
For SIDH AUTOMOBILES LIMITED



ANIL SHARMA
Managing Director
DIN:02928210

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 22nd September, 2018 to 28th September, 2018 (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, Oldla Industrial Area, Phase-I, New Delhi – 110 020.
9. Electronic copy of the Annual Report and Notice of 33rd 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 2017-18 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 Tuesday, September 25, 2018 (9:00 am) and ends on Thursday, September 27, 2018 (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 22, 2018.
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.evotingnsdl.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 tocsykb00@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:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (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 22, 2018. 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@skylinert.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 22, 2018 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.

- VL. 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 01, 2018
Place: New Delhi

By Order of the Board
For SIDH AUTOMOBILES LIMITED



ANIL SHARMA
Managing Director
DIN:02928210

ANNEXURE (II) TO THE NOTICE DATED 01st SEPTEMBER, 2018

Additional Information of Director on Re-appointment under Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

1. MR. ANIL SHARMA (MANAGING DIRECTOR)

Brief Resume:

Mr. Anil Sharma is the Director of the Company since 27th May 2010. As per the provisions of Section 203 of Companies Act, 2013, the company required to appoint Managing Director to comply with said provisions.

Therefore, Mr. Anil Sharma appointed as Managing Director of the Company for a period of 5 (five) years in the Board of Directors meeting held on 12/02/2015, subject to approval of members.

Mr. Anil Sharma is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Anil Sharma for the office of Directors of the Company.

Name of the Director	Mr. Anil Sharma
DIN	02928210
Date of Birth	02/01/1972
Date of first appointment	27/05/2010
Qualifications	Graduate
Expertise in specific functional areas and experience	Automobiles
Directorships held in other Companies (Excluding Private Companies and Foreign companies)	0
Committee positions held in other companies	No
Number of Equity shares held in the Company	100

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) of Shares of the above named Company, hereby appoint:

1. Name : E-mail ID :
 Address :
 Signature : or failing him/her

2. Name : E-mail ID :
 Address :
 Signature : or failing him/her

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 30th Annual General Meeting of the Company to be held On Friday, the 28th day of September, 2018 at 11:00 A.M. at R-13, S/F Greater Kailash-I, New Delhi-110048 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	Adoption of Audited Financial Statements for the Financial Year ended on 31 st March, 2018		
2.	Appointment of Director Mr. Anil Sharma, who retires by rotation and, being eligible, offers himself for re-appointment.		
3	To ratify the appointment and to fix the remuneration of M/s Bawa Chandra Saini & Co, Chartered Accountants, Statutory Auditors of the Company.		

Signed on this day of 2018.

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

Affix One/Two/Three 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.

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

ATTENDANCE SLIP

33rd ANNUAL GENERAL MEETING ON FRIDAY, THE 28TH DAY OF SEPTEMBER, 2018 at 11:00 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 33rd Annual General Meeting of the Company on Friday, the 28th day of September, 2018 at 11:00 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



Director's Report

To,
The members
SIDH AUTOMOBILES LIMITED

Your Directors have pleasure in presenting 33rd Annual Report together with the Audited Financial Statements along with the Report of Auditors for the financial year ended March 31st, 2018.

FINANCIAL HIGHLIGHTS

Particulars	Amount (Rs.)	
	Financial year ended March 31, 2018	Financial year ended March 31, 2017
Income from Operations	2,85,965	89,14,410
Other Income	50,000	6,84,000
Total Income	3,35,965	95,98,410
Depreciation	3,148	8,788
Total expenditure	10,62,169	95,00,623
Net Profit Before Tax & Exceptional Item	(7,26,204)	97,787
Exceptional Item	0	0
Net Profit Before Tax	(7,26,204)	97,787
Tax Expenses	180	28,398
Current Tax	0	30,216
Deferred Tax	180	1,818
Profit / (Loss) after Tax	(7,26,384)	69,389

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 2018 was Rs.29,623,000/- divided into 29,62,300 Equity Shares of Rs. 10/- each.

DIVIDEND

Due to losses incurred 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, 2018.

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. During the year under review, the Income from operations is Rs. 2,85,965 (Previous Year: Rs.89,14,410). The company Profit/(Loss) after Tax (PAT) is (Rs 7,26,384) as compared to a profit of

Rs.69,389 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 5 subsidiary Companies.

S. NO.	NAME OF COMPANY	RELATIONSHIP	APPLICABLE SECTION
1	WHOLLY JOY PRODUCTS PVT LTD	SUBSIDIARY	SECTION 2(87)(ii)
2	MAXIMAL FOOD PRODUCTS PVT LTD	SUBSIDIARY	SECTION 2(87)(ii)
3	WHOLLY ORGANIC PRODUCTS PVT LTD	SUBSIDIARY	SECTION 2(87)(ii)
4	SUNRISE BLISS ORGANICS PVT LTD	SUBSIDIARY	SECTION 2(87)(ii)
5	WHOLLY ORGANIC PVT LTD	SUBSIDIARY	SECTION 2(87)(ii)

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.

There was no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year i.e. 31.03.2018 of the company to which the financial statements relate and the date of the report.

DIRECTORS

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Anil Sharma will retire at the ensuing Annual General Meeting and being eligible, seek himself for re-appointment.

Managing Director:

Mr. Anil Sharma, Managing Director of the company duly approved and recommended by board of Directors and Nomination and remuneration Committee, re appointed for a period of 5 years w.e.f. February 12, 2015 at the Annual General Meeting held on September 30, 2016.

KEY MANAGERIAL PERSONNEL

During the current year there was no appointment/cessation of Key Managerial Personnel.

NUMBER OF BOARD MEETINGS AND ATTENDANCE BY EACH DIRECTOR

The Board of Directors of the company met Six (6) times on 29.05.2017, 10.06.2017, 13.06.2017, 14.08.2017, 14.11.2017 and 14.02.2018 during the financial Year 2017-2018. 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 2017-2018.

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, 2018, the applicable Accounting Standards 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, 2018 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 2017-2018 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

Messrs. Biswa Chandra Saini & Co, Chartered Accountants, (Firm Registration No: 022674N) who were appointed as Statutory Auditor of the Company, to hold office for five years, from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting of the company to be held in the year 2021, 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.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 for fixing of remuneration to the Statutory Auditors.

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 2017-2018. The Secretarial Audit Report for the financial year ended March 31, 2018 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 2018 is annexed as Annexure D to this report for the reference of the stakeholders.

COMMENTS ON AUDITORS REPORT

There are no qualifications, 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 2018 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 2017-2018 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. (Annexure E)

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 2017-2018.

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 2018. There was no outstanding public deposit as at March 31, 2018 and there were no unclaimed deposits as at March 31, 2018.

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 minimising 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 2017-2018 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 2017-18 has been paid to the Stock Exchange where the Shares of the Company are listed.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The company was required to form "Internal Complaints Committee" under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

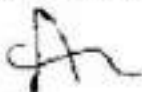
During the year under review, no complaint of sexual harassment has been filed with "Local Complaints Committee".

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



Anil Sharma
Managing Director
DIN: 02928210



Hari Mohan Gupta
Director
DIN: 03158551

Date: September 01, 2018
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**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

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	L34102DL1985PLC020156																						
2. Registration Date	16/02/1985																						
3. Name of the Company	SIDH AUTOMOBILES LIMITED																						
4. Category/Sub-category of the Company	Category:- 1. Public Company <input checked="" type="checkbox"/> 2. Private Company <input type="checkbox"/> Sub-category:- <table border="1"> <tr><td>1. Government Company</td><td></td></tr> <tr><td>2. Small Company</td><td></td></tr> <tr><td>3. One Person Company</td><td></td></tr> <tr><td>4. Subsidiary of Foreign Company</td><td></td></tr> <tr><td>5. NBFC</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>6. Guarantee Company</td><td></td></tr> <tr><td>7. Limited by shares</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>8. Unlimited Company</td><td></td></tr> <tr><td>9. Company having share capital</td><td></td></tr> <tr><td>10. Company not having share capital</td><td></td></tr> <tr><td>11. Company Registered under Section 8</td><td></td></tr> </table>	1. Government Company		2. Small Company		3. One Person Company		4. Subsidiary of Foreign Company		5. NBFC	<input checked="" type="checkbox"/>	6. Guarantee Company		7. Limited by shares	<input checked="" type="checkbox"/>	8. Unlimited Company		9. Company having share capital		10. Company not having share capital		11. Company Registered under Section 8	
1. Government Company																							
2. Small Company																							
3. One Person Company																							
4. Subsidiary of Foreign Company																							
5. NBFC	<input checked="" type="checkbox"/>																						
6. Guarantee Company																							
7. Limited by shares	<input checked="" type="checkbox"/>																						
8. Unlimited Company																							
9. Company having share capital																							
10. Company not having share capital																							
11. Company Registered under Section 8																							
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 no subsidiary, Associate and Holding Company.

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) <i>Indian</i>									
a) Individual/HUF	Nil	459450	459450	15.5%	Nil	607050	607050	20.5%	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	15.5%	Nil	607050	607050	20.49%	No Change
2) <i>Foreign</i>									
g) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
h) Other-Individuals	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 (A)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
Total Sharehold	Nil	459450	459450	15.5%	Nil	607050	607050	20.5%	No Change

ing of Promoter s (A)=(A) (1) + (A) (2)									
B. Public Share holdin g									
1. <i>Instit ution s</i>									
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 anco Comp anies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
h) Forei gn Ventu re Capit al Fund s	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
i) Other s (speci fy)	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	Nil	Nil	Nil	24.38%
b) Individuals (i) Individual share holders holding nominal share capital upto Rs. 1 lakh (ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	Nil Nil	136800 1643750	136800 1643750	4.61% 55.48%	Nil Nil	136700 2218550	136700 2218550	4.61% 74.89%	 19.41%
c) Others (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	No Change
Sub-total (B)(2)	Nil	2502850	2502850	84.5%	Nil	2355250	2355250	79.5%	5%
Total	Nil	2502	2502	84.5	Nil	235	23552	79.5	5%

Public Shareholding (B)-(B)(1) + (B)(2)		850	850	%		5250	50	%	
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 shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Harvinder Singh	212350	7.17%	-	-	-	-	7.17%
2	Ms. Urvashi Mittal	123550	4.17%	-	3,07,250	10.37%	-	6.2%
3	Ms. Puja Mittal	123550	4.17%	-	2,99,800	10.12%	-	5.95%

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.):	During the year 147600 equity shares of Re. 10 each were transferred from Arrant Apparels Pvt. Ltd. to Puja Mittal(73900Shares) and Urvashi Mittal(73700Shares)			
	At the end of the year	607050	20.5%	607050	20.5%

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

SN	ANSHUL GUPTA(Folio No. 2050)	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	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	147600 Equity Shares of Rs. 10each were transferred from Fragrance Infrabuild Pvt Ltd			
	At the end of the year	147600	4.98	147600	4.98
SN	UMESH KATYAL(Folio No. 2030)	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	98800	3.33%	98800	3.33%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	47100 equity shares of Rs. 10each were transferred from Symbolic Hotels Pvt Ltd			
	At the end of the year	145900	4.92%	145900	4.92%
SN	LAKHIAN SINGH(Folio No. 2035)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total

			company		shares of the company
	At the beginning of the year	141000	4.75%	141000	4.75%
	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	4.75%	141000	4.75%
SN 4	PRADIP SHARMA(Folio No. 2051)	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	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	139300 equity shares of Rs. 10each were transferred from Heaven Media Pvt Ltd			
	At the end of the year	139300	4.70%	139300	4.70
SN 5	ANKUR SHARMA(Folio No. 2033)	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	86000	2.90%	86000	2.90%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	50500 equity shares of Rs. 10each were transferred from Symbolic HotelsPvt Ltd			
	At the end of the year	136500	4.6%	136500	4.6%
SN 6	ABHISHEK GUPTA(Folio No. 2028)	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	111600	3.76%	111600	3.76%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /	21800 equity shares of Rs. 10each were transferred from Elmsford Life SciencePvt Ltd			

	transfer / bonus/ sweat equity etc.):				
	At the end of the year	133400	4.5%	133400	4.5%
SN 7	AMIT KUMAR SHARMA(Folio No. 2040)	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	4.45%	132000	4.45%
	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	4.45%	132000	4.45%
SN 8	NARENDRA KUMAR SHARMA(Folio No. 2031)	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(Folio No. 2027)	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	RAJIVE KUMAR(Folio No. 2052)	Shareholding at the beginning of the year	Cumulative Shareholding during the year		
		No. of shares	% of total shares of the	No. of shares	% of total

			company		shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	77400 equity shares of Rs. 10each were transferred from Elhusford Life Science Pvt Ltd. 48000 equity shares of Rs. 10each were transferred from Symbolic Hotels Pvt Ltd.			
	At the end of the year	125400	4.23%	125400	4.23%

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	7.16%	212350	7.16%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	212350 equity shares of Rs. 10each were transferred from Harvinder Singh to Urvashi Mittal.			
	At the end of the year	NIL	NIL	NIL	NIL
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	2,40,000p.a.	--	-	--	2,40,000 p.a.
	(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)	2,40,000p.a.	--	-	--	2,40,000p.a.
	Ceiling as per the Act	-	--	-	--	-

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
		-	-	Sushant Saxena	
1	Gross salary	-	-	60,000p.a.	60,000p.a.
	(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	-	-	60,000p.a	60,000p.a.

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	-	--	-	--	-

Note :

- (a) Fine of Rs. 51750 has been imposed for late submission of Financials under Regulation 33 of SEBI (LODR) Regulations, 2015 for the period ended September, 2016.
- (b) Fine of Rs. 401483 has been imposed as given below for the period ended December, 2017.

Regulation	Fine Amount (Rs.)
Regulation 27(2) - Corporate Governance Report	0
Regulation 31 – Shareholding Pattern	142332
Regulation 33 – Financial Results	259152
Total Fine as on February 05, 2018	401483

*** The above mentioned penalty has already been paid.

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



ANIL SHARMA
Managing Director
DIN: 02928210



HARI MOHANGUPTA
Director
DIN: 03158551

Place: New Delhi
Date: September 01, 2018

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, 2018 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	ANIL SHARMA (MANAGING DIRECTOR)	REMUNERATION - 2,40,000 p.a.	As per terms and conditions of Agreement and contract	Nil
2	SUSHANT SAXERNA (CHIEF FINANCE OFFICER)	REMUNERATION - 60,000 p.a.	As per terms and conditions of Agreement and contract	Nil

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



ANIL SHARMA
Managing Director
DIN: 02928210



HARI MOHAN GUPTA
Director
DIN: 03158551

Place: New Delhi
Date: September 01, 2018

ANNEXURE C

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2018

(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, 2018 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, 2018 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 except in case of Internal Auditor and Secretarial Auditor appointment which got delay during the year. E-Forms for their appointment were also not filed and pending during the year i.e, MGT-14 etc.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

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 below mentioned non compliances made by the company during the reporting period:

Company has made the non compliance relating to appointment of Company Secretary.

Company has delayed and filed unaudited financial statements for the quarter ended 30.09.2017, 31.12.2017 and 31.03.2018 with BSE under Regulation 33 of SEBI(LODR) Regulation 2015.

Company has done non compliance under regulation 29 of SEBI(LODR) Regulation 2015 relating to closure of trading window, Providing E-voting facility to shareholders and in conducting annual general meeting.

For SVR & CO.

Company Secretaries

Sd/-

Vineet Kumar

Partner

(COP No.14721)

September 01, 2018, Delhi

Annexure-D to Director Report for the year ended 31st March, 2018

❖ 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 2017-18 is Rs. 2,85,965 as compared to Rs. 89,14,410 in the previous year. The financial highlights are as under: -

Particulars	Financial year ended March 31, 2018 (Rs)
Income from Operations	2,85,965
Net Profit Before Tax	(7,26,204)
Tax Expenses	180
Current Tax	-
Deferred Tax	180
Profit / (Loss) after Tax	(7,26,384)

❖ 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 CEO and CFO certification provided in the CEO and 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 2017-18 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 provide more scope for development of human resource thereby allowing the employees 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 decided 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**

Sidlh 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.

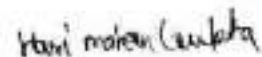
❖ **RISKS AND CONCERNS**

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 01, 2018

ANIL SHARMA
Managing Director
DIN: 02928210



HARI MOHAN GUPTA
Director
DIN: 03158551

ANNEXURE – E

Nomination, Remuneration and Compensation Committee

The Terms of Reference of Nomination, Remuneration and Compensation Committee (“NRC Committee”), inter alia, includes setting criteria for appointment of Directors/Senior Management including Key Managerial Personnel and other employees of the Company, recommending Appointment & Remuneration Policy to the Board, performance evaluation of Directors and the Board, Board Diversity etc. During FY 2017-2018, one(1) NRC Committee Meetings were held on February 14, 2018. Composition of the NRC Committee alongwith number of meetings & attendance details are mentioned below:

Name and Designation of the Member	Meeting Held during the tenure	Meetings Attended
HARI MOHAN GUPTA(Chairman) Non-Executive Independent Director	1	1
NIVEDITA BISHT Non-Executive Independent Director	1	1
DEEPAK KUMAR Non-Executive Independent Director	1	1
HARVINDER SINGH Non Executive Director	1	1

Performance Evaluation and its Criteria Pursuant to the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations, the Board adopted Performance Evaluation Policy to evaluate performance of each Director, the Board as a whole, its Committees and the Chairperson. Evaluation is carried out by the Board, NRC Committee and by the Independent Directors. A structured questionnaire was prepared for the Directors considering various factors for evaluation including contribution to the Board work, domain expertise, strategic vision, industry knowledge, participation, effectiveness and quality of discussions etc. Performance of the Board was evaluated by each Director on the parameters such as its roles and responsibilities, business risks, contribution to the development of strategy and effective risk management, understanding of operational programmes, availability of quality information in a timely manner etc. Independent Directors also carried out evaluation of the Board performance. Board Committees were evaluated by the respective Committee members on the parameters such as role and responsibilities, effectiveness of the Committee vis-a-vis assigned role, appropriateness of Committee composition, timely receipt of information by the Committee, knowledge updation by the Committee members etc. Performance of the Chairperson was evaluated by the Independent Directors on the parameters such as demonstration of effective leadership, contribution to the Board work, communication with the Board, use of time and overall efficiency of Board meetings, quality of discussions at the Board meetings etc. Directors were also evaluated individually by all other Directors (except the Director himself) on the parameters of his / her preparedness at the Board meetings, devotion of time and efforts to understand the Company and its business, quality

contributions at the Board meetings, application of knowledge and experience while considering the strategy, effectiveness of follow-up in the areas of concern, communication with Board Members, Senior Management and Key Managerial Personnel. NRC Committee and the Board carry out evaluation of the individual Directors. Meeting of Independent Directors without the attendance of Non-Independent Directors and members of the management of the Company was held on February 15, 2018. The Independent Directors, inter-alia, evaluated performance of non-Independent Directors, the Chairperson of the Company and the Board as a whole for FY 2018. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The Directors expressed their satisfaction with the entire evaluation process.

Audit Committee :

The Audit Committee is primarily responsible for accurate financial reporting and strong internal controls. Terms of Reference of Audit Committee, inter-alia, is to provide direction and oversee audit functions, review Company's financial performance, appointment/ reappointment and interaction with auditors, compliance with Accounting Standards, disclosure of related party transactions, valuation of undertakings or assets, review of internal control systems, reviewing the functioning of Whistle Blower Mechanism and all other matters specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), Section 177 of the Companies Act, 2013 and Rules made thereunder (amended from time to time) ("Act"). All the members of the Audit Committee have good financial and accounting knowledge. The Chairperson of the Audit Committee has accounting and financial management expertise. Senior Management Personnel including Chief Financial Officer, Statutory Auditors, Internal Auditors and other financial experts are invitees to the Audit Committee meetings. During the Financial Year ended March 31, 2018, all the recommendations made by the Audit Committee were accepted by the Board. During FY 2017- 2018, one (1) Audit Committee Meetings was held on May 29, 2017 Composition of the Audit Committee alongwith number of meetings & attendance details are mentioned below:

Name and Designation of the Member	Meeting Held during the tenure	Meetings Attended
HARI MOHAN GUPTA(Chairman) Non-Executive Independent Director	1	1
NIVEDITA BISHT Non-Executive Independent Director	1	1
DEEPAK KUMAR Non-Executive Independent Director	1	1
HARVINDER SINGH Non Executive Director	1	1