

SIDH AUTOMOBILES LIMITED

R—13, S/F GREATER KAILASH-I NEW DELHI -110048 CIN: L34102DL1985PLC020156
Email: sidhindia1985@9mail.com; Website: www.sidhgroup.in Tel No.: 011—41053325

September 02, 2019

To
The Listing Department
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street, 25th Floor
Mumbai – 400 001

Sub: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2018-19

Dear Sir/Madam,

In terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached a copy of the Annual Report of the Company for the Financial Year ended on March 31, 2019.

Kindly acknowledge the receipt and take the same on record.

Thanking You,

Yours faithfully,

FOR SIDH AUTOMOBILES LIMITED


(ANIL SHARMA)
MANAGING DIRECTOR
DIN: 02928210

Encl: a/a

SIDH AUTOMOBILES LIMITED

REGTD ADD: R-13, S/F GREATER KAILASH-I NEW DELHI -110048
CIN: L34102DL1985PLC020156; Email Id: sidhindia1985@gmail.com



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Corporate Information

BOARD OF DIRECTORS

Name of Directors	Designation
ANIL SHARMA	Managing Director
HARVINDER SINGH	Director
DEEPAK KUMAR	Independent Director
HARI MOHAN GUPTA	Independent Director
SUSHANT SAXENA	CFO

AUDITORS

For Biswa Chandra Saini & Co

Chartered Accountants

Firm's 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 STOCK EXCHANGE:

BOMBAY STOCK EXCHANGE

BANKER

INDIAN BANK

REGISTERAR AND TRANSFER AGENT:

M/s SKYLINE FINANCIAL SERVICES LIMITED

D-153 A, 1st Floor, Okhla Industries Area, Phase-I, New Delhi-110020

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NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of **SIDH AUTOMOBILES LIMITED** will be held on Monday, 30th day of September 2019 at 11:00 AM. at the Registered Office of the Company at R-13, S/F GREATER KAILASH-I NEW DELHI - 110048 to transact the following business:

ORDINARY BUSINESS

1. To approve, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Harvinder Singh, who retires from the office of Director by rotation and being eligible offers himself for re-appointment.

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

Date: 01.09.2019

Place: New Delhi

Sd/-
ANIL SHARMA
Managing Director
DIN: 02928210

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxies are requested to bring duly filled attendance slip along with their copy of Annual Report to the Meeting.
3. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the meeting.
4. Members are requested to update their preferred email-ids with the Company, which will be used for the purpose of sending the official documents through e-mail.
5. Route map of the meeting is attached with this notice.
6. Proxies' registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 A.M. and 5.00 P.M.

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

Date: 01.09.2019

Place: New Delhi

**Sd/-
ANIL SHARMA
Managing Director
DIN: 02928210**

SIDH AUTOMOBILES LIMITED

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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 :
Email ID :

I/We, being the member(s) ofShares of the above named Company, hereby appoint:

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

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, the 30th day of September, 2019 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:

*I/we direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Resolution Number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri Harvinder Singh, who retires from the office of Director by rotation and being eligible offers himself for re-appointment.		

*This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed on this.....day of2019.

Signature of Shareholder.....

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

Affix
One
Rupee
Revenue
Stamp

Notes: 1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting. A Proxy need not be a Member of the Company.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

3. A member may vote either for or against each resolution.

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ATTENDANCE SLIP

(3rd ANNUAL GENERAL MEETING): MONDAY, 30.09.2019 AT 11:00 AM

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

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Date:	30.09.2019	Time :	11:00 AM
Place:	NEW DELHI		

Signature of the Shareholder/ Proxy/Representative present	
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Regd. Folio (If shares not dematerialized)		DP ID & Client ID (If shares are dematerialized)	
Name of the Shareholder			
Registered Address			
Number of Shares			
Email Id			

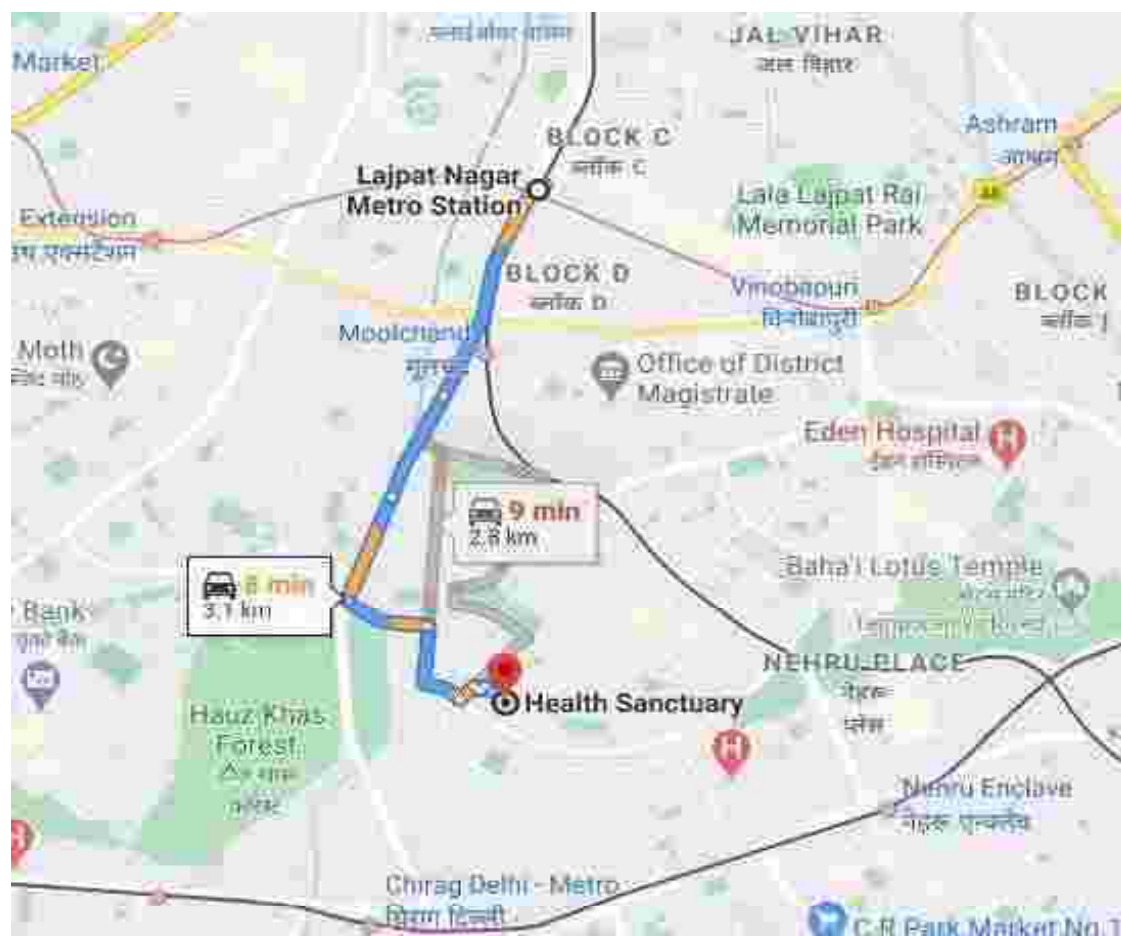
I certify that I am the registered shareholder(s)/proxy for the registered shareholder of the Company.

I hereby record my presence at the 3rd Annual General Meeting of the Company held on Monday, September 30, 2019 at 11:00 AM at R-13, S/F GREATER KAILASH-I NEW DELHI 110048.

Note: Members are requested to tender their attendance slip at the registration counters at the venue of the Annual General Meeting (AGM) and seek registration before entering the meeting hall.

VENUE TO ANNUAL GENERAL MEETING

REGD. OFFICE: R-13, S/F GREATER KAILASH-I NEW DELHI 110048



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BOARDS' REPORT TO THE MEMBERS

To,
The Members,
SIDH AUTOMOBILES LIMITED

Your Directors are pleased to present the 33rd Annual Report on the business and operations of the Company along with the Audited Annual Financial Statements for the financial year ended on 31st March 2019.

FINANCIAL SUMMARY AND PERFORMANCE OF THE COMPANY

Particulars	2018-19	2017-18
Sales Turnover	0.00	285,965.00
Other Income	0.00	50,000.00
Total Income	0.00	335,965.00
Total Expenditure	689,964.00	1,062,169.00
Profit before Depreciation	(692,235.00)	(729,352.00)
Less: Deprecation	2,271.00	3,148.00
Profit after depreciation, Interest and other Expenses	(689,964.00)	(726,204.00)
Less: Taxes(Including Deferred Tax)	21.00	180.00
Net Profit after Tax before dividend	(689,984.00)	(726,384.00)
Dividend(Including Interim, if any, and final)	0.00	0.00
Net profit after dividend and Tax	(689,984.00)	(726,384.00)

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Board of Directors is making all efforts for the better opportunities of the company. Further, during the year 2018-19, the revenue of the company from operations is Rs. Nil as compare to last year Rs. 285,965.00/-. Expenditure for the year has been decreased to Rs. 689,964.00/- as compared to last year which was Rs. 1,062,169.00/-

DIVIDEND

As the Company has incurred loss during the current financial year, thus, the Directors of the Company do not recommend any dividend for this financial year.

CHANGES IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business during the financial year 2018-19

TRANSFER TO GENERAL RESERVE

During the financial Year under review, losses incurred by the company were adjusted with the Surplus account.

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SHARE CAPITAL

Company has Authorized Share Capital of Rs. 30,00,00,000.00 (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of face value of INR 10/- each and Paid up Capital of Rs. 2,96,23,000.00 (Rupees Two Crore Ninety Six Lakh Twenty Three Thousand only) divided into 29,62,300 (Twenty Nine Lakh Sixty Two Thousand Three Hundred) Equity Shares of face value of INR 10/- each and no changes occurred in current financial year as compared to last financial year 2017-18.

CHANGES IN SHARE CAPITAL, IF ANY

There has been no Change in the Share Capital of the Company during the financial year under review.

EMPLOYEE STOCK OPTION SCHEME

The Company has not provided any Employee Stock Option Scheme to its employees. The Company has not issued equity share with differential rights as to dividend, voting or otherwise.

STATE OF AFFAIRS / HIGHLIGHTS

The Company is an NBFC Company and engaged in NBFC activities. During the year, the Company has focused on enhancing the NBFC Business. Further, Company is carrying on the business of dealers, importers, stockiest, distributors, wholesalers and retailers all types and components parts of automobiles, cycles, vehicles and conveyances and their engines, chassis, bodies, and all other things used in connection therewith. The Company is trying to perform well and also planning to expand its business, hence the company did not change its nature of business during the financial year 2018-19.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS, EMPLOYEE STOCK OPTIONS & SWEAT EQUITY SHARES.

The Company has not issued any equity shares with differential voting rights or employee stock options or sweat equity shares.

DIRECTORS

A. Changes in Directors and Key Managerial Personnel

The present Directors of the Company are:

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Sl No.	DIN Number	Name of Directors	Appointment of Directors	Designation
1	02928210	ANIL SHARMA	27/05/2010	Managing Director
2	00671894	HARVINDER SINGH	18/05/1994	Director
3	02936689	DEEPAK KUMAR	12/02/2015	Independent Director
4	03158551	HARI MOHAN GUPTA	15/01/2011	Independent Director
5	BVBPS9798A	SUSHANT SAXENA	12/02/2015	CFO

Ms. Kirti Hisaria (PAN: AISPH0610B) appointed as Company Secretary of the Company on July 09, 2019.

Ms. NIVEDITA BISHT (DIN 02689876) has been removed from office w.e.f. 01/10/2018 due to disqualification.

B. Managerial Remuneration

The Company do not paid Director Remuneration to any Directors in the current financial year.

BOARD EVALUATION

During the year, Board adopted the formal mechanism for evaluating its performance 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 and, short term and long term targets challenges faced and implementations of strategic decisions, organizational performances and participation and attendance in board and committee meetings.

The performance of the Non Executive / Independent Directors is evaluated on the basis of their contribution for adopting better corporate governance practices, transparency and disclosures in achieving the goal of the Company. The performance of the various Committees of the Board is reviewed on the basis of the achievement of the work designated to the specific committee.

MEETINGS OF BOARD OF DIRECTORS

The Board members meet at least once a quarter with not more than a gap of 120 days. Board meeting 09 times during the Financial Year 2018-19 as per details given hereunder:

S. No.	Date of Board Meeting	Time Gap between two meetings
1	12.05.2018	Less than 120 days
2	08.06.2018	Less than 120 days

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3	14.06.2018	Less than 120 days
4	30.07.2018	Less than 120 days
5	01.09.2018	Less than 120 days
6	05.12.2018	Less than 120 days
7	07.12.2018	Less than 120 days
8	25.01.2019	Less than 120 days
9	18.02.2019	Less than 120 days

All the directors were present at all the meetings of Board of Directors held during the financial year 2018-19.

Ms. NIVEDITA BISHT (DIN 02689876) has been removed from office w.e.f. 01/10/2018 due to disqualification.

ATTENDANCE OF DIRECTORS IN THE BOARD MEETINGS

Name of Director	Number of Meeting Attended
HARVINDER SINGH	9
*NIVEDITA BISHT	5
ANIL SHARMA	9
DEEPAK KUMAR	9
HARI MOHAN GUPTA	9

*Ms. NIVEDITA BISHT (DIN 02689876) has been removed from office w.e.f. 01/10/2018 due to disqualification.

DECLARATION BY INDEPENDENT DIRECTOR

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

DEPOSIT

During the year under review, the Company has not accepted any deposits from the public, directors and their relatives within the meaning of Section 73 and 74 read with Chapter V of the Companies Act, 2013 and Companies (Acceptance of Deposit) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the Year under review the Company has not granted any loan and guarantee under section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

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PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into transactions with the related parties as specified under Section 188(1) of the Companies Act, 2013. Hence the disclosure in prescribed format Form AOC-2 is not required.

SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE AND FINANCIAL POSITION

There is no Subsidiary/Associate/Joint Venture of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Your directors confirm that no significant and or material order(s) had been passed against the Company during the financial year 2018-19 which may adversely impact the status and operations of the Company in future.

EXTRACT OF THE ANNUAL RETURN

Extract of the annual return i.e. Form MGT – 9, as prescribed under sub-section (3) of section 92 read with Rule 12 of Companies (Management and Administration) Rules, 2014, shall form part of the Board's report and are attached herewith as **Annexure – A** to this report.

CORPORATE SOCIAL RESPONSIBILITY

Your Company does not fall under the criteria as laid down under Section 135 of the Companies Act, 2013.

RECEIPT OF ANY COMMISSION BY MD/ WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY.

There is no receipt of any commission by MD/WTD from the Company or from any of its Holding or Subsidiary Company.

COMMITTEE'S

The provisions relating to the constitution of the committees such as Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as enumerated under The Companies Act, 2013 are applicable on the company. Thus, the disclosure regarding the same is required to be annexed to this Report as **ANNEXURE-B**.

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WEB LINK OF ANNUAL RETURN, IF ANY

The Company doesn't having any website. Therefore, no need to of publication of Annual Return. The Extract of Annual Return as prescribed in Form MGT-9 is annexed to this Report as **ANNEXURE-A**

STATUTORY AUDITORS

BISWA CHANDRA SAINI & CO., Chartered Accountants, (FRN 022674N) Reg/o. 1/28. Ground Floor, Lalita park, Laxmi nagar, Near Gurudwara, Delhi- 110092 be and are hereby appointed as the Statutory Auditors of the company to hold the office for five year start from the financial year 2016-17 upto the financial year 2020-21 on such remuneration as may be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred for the purpose of audit.

AUDITORS' REPORT

Report of the Statutory Auditors' on Annual Financial Statements along with schedules and notes to accounts thereto, for the year ended on 31st March, 2019 is self-explanatory and contains no adverse remark and do not call for any comments.

EXPLANATION TO AUDITOR'S REMARKS

The comments on the Auditor's Report are self-explanatory, thus, no explanation is required to be given.

SECRETARIAL AUDIT

The board has appointed Ms. Shraiya Paliwal (Membership No. 35125) practicing Company Secretary (CP No.21826) to conduct Secretarial Audit Report for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as **Annexure C** to this Report.

DISCLOSURE ABOUT COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company, so no disclosure is required under this clause for the period ending 31st March, 2019.

INTENAL AUDTOR

The Board has appointed Mr. **PRAVEEN KUMAR SINGH** as internal auditor for the financial year ended on 31st March, 2019 to conduct the internal audit of the records of the Company pursuant to Section 138 of the Companies Act, 2013.

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FRAUD REPORTING (REQUIRED BY COMPANIES AMENDMENT BILL, 2014)

The Auditors of the Company have not observed any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013.

ADEQUACY OF INTERNAL CONTROL SYSTEMS

The internal control system and internal financial control system devised in the company is adequate to the size of the business and there has been no instance of any breach in the internal financial control and overall internal control in the company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub-section (3) of the Section 134 and sub-section (5) of section 134 of the Companies Act 2013 read with Companies (Accounts) Rules, 2014, as amended from time to time, your Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (d) they had prepared the annual accounts for the year ended 31st March 2019 on a going concern basis;
- (e) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments have occurred affecting the financial position of the company till date.

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

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

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- a) Conservation of Energy: Since the operations of the company are not energy intensive, therefore does not call for any specific steps to be taken.
- b) Technology Absorption: The Company has not imported any specific technology for its operations which are not updated in India.
- c) Foreign Exchange Earnings/ Outgo: There was no Foreign Exchange Earnings/Outgoings during the year:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

RISK MANAGEMENT POLICY

The Board members are regularly informed about the potential risks, their assessment and minimization procedures. The Board frames a plan for elimination / minimization of the risk and further lays out the steps for implementing and monitoring of the risk management plan.

DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM

Your Director would like to inform you that under Section 177(9) of the Companies Act, 2013 a Vigil Mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy has been established. Policy has also been made and take on recorded by the board.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

No significant & material order was passed by any regulator or courts or tribunal against the company during the period under review.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place, an Anti-sexual Harassment Policy in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013

An internal Complaints Committee has been set up to redress complaints received regarding sexual harassment, if any. All employees (Permanent, Contractual, Temporary, Trainees etc) are covered under the Policy. There was no complaint received from any employee during the financial year 2018-19 and hence no complaint is outstanding as on 31.03.2019 for redressal.

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COMPLIANCE WITH SECRETARIAL STANDARD

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT

Your directors place on record their sincere appreciation for significant contribution made by the employees through their dedication, hard work and commitment and the trust reposed on them and also acknowledge with gratitude the excellent cooperation extended by Bankers and Vendors and look forward to their support in all future endeavor.

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

Date: 01.09.2019

Place: New Delhi

Sd/-
Hari Mohan Gupta
Director
DIN: 03158551

Sd/-
Anil Sharma
Managing Director
DIN: 02928210

Sd/-
SUSHANT SAXENA
Chief Financial Officer

FORM NO. MGT 9		
EXTRACT OF ANNUAL RETURN		
as on financial year ended on 31.03.2019		
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:	
I	CIN	L34102DL1985PLC020156
Ii	Registration Date	16/02/1985
Iii	Name of the Company	SIDH AUTOMOBILES LIMITED
Iv	Category/Sub-category of the Company	Public Company Limited by Shares
V	Address of the Registered office & contact details	R-13, S/F GREATER KAILASH-I NEW DELHI – 110048
Vi	Whether listed company	Yes (Suspended)
Vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A

II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY				
	All the business activities contributing 10% or more of the total turnover of the company shall be stated:-				
Sl. No.	Name & Description of main products/services	NIC Code of the Product /service		% to total turnover of the company	
Not Applicable(because there are no revenues from operation)					
III	PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES				
S. N O	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
Not Applicable					

(IV) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category wise shareholding

	Category of Shareholders	Shares Held at the Beginning of the Year 01/04/2018						Shares Held at the Beginning of the Year 31/03/2019						
		Demat		Physical				Demat		Physical				
		Full y Paid up	Partly Paid up	Full y Paid up	Partly Paid up	Total	% of Total Shares	Full y Paid up	Partly Paid up	Full y Paid up	Partly Paid up	Total	% of Total Shares	% Change During Year
A	Promoters													
1	Indian													
a)	Individual HUF	0	0	607050	0	607050	20.49	0	0	733350	0	733350	24.76	4.27
b)	Central Govt	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
c)	State Government	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00

d)	Bodies Corpora te	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
e)	Banks/F I	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
f)	Any Other	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
	Sub- Total (A)(1)	0	0	6070 50	0	6070 50	20. 49	0	0	733 350	0	7333 50	24. 76	4.27
2	Foreign													
a)	NRI Individu als	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
b)	Other Individu als	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
c)	Bodies Corpora te	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
d)	Banks /FI	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
e)	Any Other	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
	Sub- Total (A)(2)	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
	Total Shareh olding of Promot ers(A)	0	0	6070 50	0	6070 50	20. 49	0	0	733 350	0	7333 50	24. 76	4.27
B	Public Shareh olding													
1	Instituti ons													
a)	Mutual Funds	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
b)	Banks/F I	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
c)	Central Govern ment	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
d)	State Govern ment	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
e)	Venture Capital Fund	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
f)	Insuranc e Compan ies	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
g)	FII's	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
h)	Foreign Venture	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00

	Capital Fund													
i)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
j)	Alternate Investment Fund(s)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
k)	Any Other	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
	Sub-Total (B)(1)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
2	Non-Institutions													
a)	Bodies Corporate													
1)	<u>Indian</u>	0	0	500	0	500	0.02	0	0	500	0	500	0.02	0.00
2)	Overseas	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
b)	Individuals													
1)	Individual shares holders having nominal share capital upto Rs. 1,00,000	5000	0	131200	0	136200	4.60	5000	0	135800	0	140800	4.75	0.15
2)	Individual shares holders having nominal share capital Excess of Rs. 1,00,000	0	0	2218550	0	2218550	74.89	2087550	0	100	0	2087650	70.47	-4.42
c)	HUF	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
d)	Non Resident Indian	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
e)	NBFC Registered with RBI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
f)	Foreign National	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00

g)	Clearing Member s	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
h)	Trust	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
i)	Foreign Corpora te Bodies	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
j)	Investor Educati on and Protecti on Fund	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
k)	Others	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
	Sub- Total (B)(2)	500 0	0	2350 250	0	2355 250	79. 51	2092 550	0	136 400	0	2228 950	75. 24	- 4.27
	Total Public Shareh olding (B)	500 0	0	2350 250	0	2355 250	79. 51	2092 550	0	136 400	0	2228 950	75. 24	- 4.27
C	Non- Promot er Non- Public Shareh olding													
1)	Shares Held By Custodi an for GDRs & ADRs	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
2)	Employ ee Benefit Trust (under SEBI(S hare based Employ ee Benefit) Regulati ons 2014)	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
	Total Non- Promot er Non- Public Shareh olding (C)	0	0	0	0	0	0.0 0	0	0	0	0	0	0.0 0	0.00
	Grand Total	500 0	0	2957 300	0	2962 300	100 .00	2092 550	0	869 750	0	2962 300	100 .00	0.00

(ii) SHAREHODING OF PROMOTERS

Sl No .	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in sharehold ing during the year
		No of shares	% of total shares of the company	% of shares pledged encumber ed to total shares	No of shares	% of total shares of the company	% of shares pledged encumbe red to total shares	
1	Puja Mittal	299800	10.12	NIL	3,69,100	12.46	NIL	2.34
2	Urvashi Mittal	307250	10.37	NIL	3,64,250	12.30	NIL	1.97
Total		607050	20.49	NIL	7,33,350	24.76	NIL	4.27

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		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	607050	20.49	7,33,350	24.76
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat, equity etc.)”	28.01.2019 +126300(4.27)			
	At the end of the year	607050	20.49	7,33,350	24.76

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters and holders of GDRs and ADRs)

Sl. No		Shareholding at the beginning of the year		Shareholding at the end of the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1.	BRIJ NATH GUPTA	146700	4.96	146700	4.96
2.	HARVIND KUMAR BALECHA	146700	4.96	146700	4.96
3.	RAJIV KUMAR	146050	4.94	146050	4.94
4.	UMESH KATYAL	145900	4.93	145900	4.93
5.	RAJIVE KUMAR	143300	4.84	143300	4.84
6.	GAURI SHANKER GAUTAM	143000	4.83	143000	4.83
7.	LAKHAN SINGH	141000	4.77	141000	4.77
8.	ANKUR SHARMA	136500	4.62	136500	4.62
9.	ASHOK KUMAR SHARMA	133300	4.51	133300	4.51
10.	AMIT KUMAR SHARMA	132000	4.46	132000	4.46

(v) SHAREHOLDING OF DIRECTORS AND KMP: N.A

Sl. No		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.	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
(Figs in Lacs)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness 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				
Additions	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end 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

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and or Manager:**

S. No	Particulars of Remuneration	Name of the MD/WTD/Manager	Amt. In INR(per year)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	0	0

	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit	-	-
5	Others, please specify	-	-
	Total (A)	0	0
	Ceiling as per the Act	NA	

B. Remuneration to other Directors:

1	Independent Directors (Amt. In INR)		
Sl. No	Particulars of Remuneration	Name of the Directors	Total Amount
	(a) Fee for attending Board/ committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
Sl. No	Particulars of Remuneration	Name of the Directors	Total Amount
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
3	Other Director		
Sl. No	Particular of Remuneration	Name of the directors	Total Amount
	a) Salary	-	-
	b) Other Allowances	-	-
	Total (3)	-	-
	Total (B)=(1+2+3)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	As per Section 197 of the Companies Act, 2013	

C. Remuneration of Key Managerial Personnel other than MD/Manager/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
	Gross Salary	Amt. in INR(per year)	Total amount in INR
	Saxena(CFO)	Sushant	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	120000	120000

	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock Option	-	-
3	Sweat Equity	-	
4	Commission	-	
	as % of profit		
	others, specify		
5	Others, please specify- Provident Fund	-	-
	Total	120000	120000

(VII) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Not Applicable

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					

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

Date: 01.09.2019

Place: New Delhi

HARI MOHAN GUPTA
Director
DIN: 03158551

ANIL SHARMA **SUSHANT SAXENA**
Managing Director Chief Financial Officer
DIN: 02928210

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

CIN: L34102DL1985PLC020156; Email Id: sidhindia1985@gmail.com

ANNEXURE – B

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 2018-2019, one(1) NRC Committee Meetings were held on 14th February, 2019. Composition of the NRC Committee along with number of meetings & attendance details are mentioned below:

Name of 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 14, 2019.

The Independent Directors, inter-alia, evaluated performance of non-Independent Directors, the Chairperson of the Company and the Board as a whole for FY 2018-19. 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.

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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, 2019, all the recommendations made by the Audit Committee were accepted by the Board. Four (4) Audit Committee Meetings were held during the F.Y. 2018-19 . Composition of the Audit Committee alongwith number of meetings & attendance details are mentioned below:

Name of designation of the Member	Meeting held during the tenure	Meetings Attended
HARI MOHAN GUPTA(Chairman) Non-Executive Independent Director	4	4
NIVEDITA BISHT Non-Executive Independent Director	4	4
DEEPAK KUMAR Non-Executive Independent Director	4	4
HARVINDER SINGH Non Executive Director	4	4

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Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To,
The Members,
Sidh Automobiles Limited

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Sidh Automobiles Limited** (hereinafter called as “the Company”) for the financial year ended on 31st March, 2019 (hereinafter called as the “period under review”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 has 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 but subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, checked the applicability of 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 and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable during the period under review.**
- (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not applicable during the period under review**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable during the period under review.**

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- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not applicable during the period under review.**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **Not Applicable during the period under review.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable during the period under review.**
- (i) The Securities and Exchange Board of India (*Listing Obligations and Disclosure Requirements*) Regulations 2015 ("*SEBI Listing Regulations*")
- (vi) Reserve Bank of India Act, 1934;
- (vii) Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015;
- (viii) Applicable Labour laws:
 - a) Payment of Gratuity Act, 1972;
 - b) Maternity Benefit Act, 1961;
 - c) Employees Provident Fund Act, 1952;
 - d) Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
 - e) Payment of Wages Act, 1936

We further report that, having regard to the compliance system prevailing in the Company and as certified by management and on examination of the relevant documents and records in pursuance thereof, on text check basis there are no specific laws applicable to the company.

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India (as amended from time to time);
- b. The Listing Agreement as entered into by the Company with Stock Exchange(s).

During the period under review and as per the explanations and clarifications given to us and the representations made by the management, the Company has complied with the provisions of applicable Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following Observations:

- (i) *The trading in shares of the Company was suspended w.e.f. Feb 18, 2019 due to non-payment of listing fees and other penal provisions and was transferred from Normal Segment to Trade to Trade Segment;*
- (ii) *Pursuant to SEBI Circular LIST/COMP/OPS/ 16 /2019-2020, Demat accounts of the Promoter and Promoter Group of the Company are frozen for all debits since December 1st, 2019;*
- (iii) *Company did not appointed the Compliance Officer as required under Regulation 6 of SEBI(LODR) Regulations, 2015 during the financial year 2018-19;*

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- (iv) Company has not complied with Regulation 29 of SEBI(LODR) Regulation 2015 relating to giving prior intimation of various events mentioned therein to the stock exchange during the financial year 2018-19;
- (v) Company has delayed in filing the Shareholding Pattern under Regulation 31 of SEBI (LODR) Regulation, 2015 to the stock exchange for quarter ended 30.06.2018, 30.09.2018, 31.12.2018 and 31.03.2019;
- (vi) Company has not filed audited and un-audited financial Results to the stock exchange as required under Regulation 33 read with Regulation 30 of SEBI(LODR) Regulation 2015 for the quarter ended 30.06.2018, 30.09.2018, and 31.03.2019;
- (vii) Company has not submitted the Annual Report to the stock exchange as required under Regulation 34 of SEBI(LODR) Regulation 2015 for the financial year 2018-19;
- (viii) Company has not submitted the Outcome of Annual General Meeting and Voting Results as required under Regulation 30 and 44 of SEBI(LODR) Regulation 2015 for the financial year 2018-19;
- (ix) The Company has not maintained any functional website as required under Regulation 46 of SEBI(LODR) Regulation 2015 during the financial year 2018-19 and did not posted the required notice, outcome, results, Annual Reports, policies etc as per SEBI(LODR) Regulation 2015;
- (x) Company did not published notices and Financial Results as required under regulation 47 of SEBI(LODR) Regulation during the financial year 2018-19;
- (xi) Pursuant to Regulation 30(1) and 30(2) of SEBI (Substantial acquisition of Shares & Takeovers) Regulations, 2011, promoters together with the person acting in concert have not given any disclosure to the Company for the financial year ended 31.03.2019;
- (xii) Pursuant to the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015; Company has not filled Form NBS-7, Quarterly Return to RBI, for all the Four Quarters during the financial year 2018-19 and Form NBS ALM- 3(Interest rate sensitivity) for half yearly with the Bank. Further, Company has also not filled ALM Return and NBS-8 with RBI for three financial year ended 31.03.2019. By and large, Company has not filed the required returns with RBI for the financial year 2018-19
- (xiii) Company has not filed the following E-forms as per Companies Act, 2013 applicable during the financial year 2018-19

S. No.	Particulars	E-Form	Status of filing
	Appointment of Secretarial Auditor for financial year 2018-19	MGT 14	Not filed till the date of this report
	Appointment Internal Auditor for financial year 2018-19	MGT 14	Not filed till the date of this report
	Approval of Financial Statements and Board Report for the financial year 2018-19	MGT 14	Not filed till the date of this report
	Active Compliant Status	INC 22A	Not filed till the date of this report
	Return of Deposit	DPT 3	Not filed till the date of this report

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We further report that

1. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per Companies Act, 2013;
2. Adequate notices were given to all Directors to schedule the Board Meetings. Also, agenda and detailed notes on Agenda were sent to all the Directors at least seven days in advance. Also, 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.
3. Company appointed the Secretarial Auditor and Internal Auditor for the respective Audit of the financial year 2018-19, however, the concerned E-form MGT 14 has not been filed yet.
4. The Board has approved the Annual financial statements and Board Report of financial year 2018-19 but the concerned E-form MGT 14 has not been filed yet.
5. 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.

I further report that, during the audit period:

- (i) No instances of issue of public/right/Preferential Issue of shares / sweat equity, debentures etc;
- (ii) No instances of Redemption / Buyback of securities;
- (iii) The Company has not taken any decision by way of special resolution passed by the members in pursuance to section 180 of the Act;
- (iv) No instances of Merger / amalgamation / re-construction, etc; and
- (v) No Foreign technical collaborations.

Place: New Delhi

Date: 01/09/2019

ACS Shraiya Paliwal

Company Secretaries

Membership No: 35125

C.P. No: 21826

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

SIDH AUTOMOBILES LIMITED

REGTD ADD: R-13, S/F GREATER KAILASH-I NEW DELHI -110048
CIN: L34102DL1985PLC020156; Email Id: sidhindia1985@gmail.com

‘Annexure A’

To,
The Members,
Sidh Automobiles Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation Letter about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

Place: New Delhi
Date: 01/09/2019

ACS Shraiya Paliwal
Company Secretaries
Membership No: 35125
C.P. No: 21826

SIDH AUTOMOBILES LIMITED

REGTD ADD: R-13, S/F GREATER KAILASH-I NEW DELHI -110048
CIN: L34102DL1985PLC020156; Email Id: sidhindia1985@gmail.com

Annexure -D

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forward- Looking Statement:

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 differ materially from those projected any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent developments information of events.

Futures Prospects:

The Management of the Company cautions the readers that this Management Discussion And Analysis Report is only future aspects not confirmation. The statements /future prospects involve risks and uncertainties. The Actual results may vary from future prospects. NBFC's have proven their mettle many other specialized financial services, such as factoring lease finance, Venture capital finance, financing road transport and also in business lending such as loan against shares margin funding, IPO, Financing promoter funding etc.

Company Business:

Company is NBFC Company, which is doing the business of financing and investment such as NBFC Company. The company have 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 India.

Business Overview:

The Revenue from operations during the year 2018-19 is NIL as compared to Rs. 3,35,965 in the previous year. The Financial highlights are as follows:-

Particulars	2018-19	2017-18
Sales Turnover	0.00	285,965.00
Other Income	0.00	50,000.00
Total Income	0.00	335,965.00
Total Expenditure	689,964.00	1,062,169.00
Profit before Depreciation	(692,235.00)	(729,352.00)
Less: Deprecation	2,271.00	3,148.00
Profit after depreciation, Interest and other Expenses	(689,964.00)	(726,204.00)
Less: Taxes(Including Deferred Tax)	21.00	180.00
Net Profit after Tax before dividend	(689,984.00)	(726,384.00)
Dividend(Including Interim, if any, and final)	0.00	0.00
Net profit after dividend and Tax	(689,984.00)	(726,384.00)

SIDH AUTOMOBILES LIMITED

REGTD ADD: R-13, S/F GREATER KAILASH-I NEW DELHI -110048
CIN: L34102DL1985PLC020156; Email Id: sidhindia1985@gmail.com

Material Changes Affecting The Financial Position Of The Company:

The management has discussed that, There are no material changes and commitments have occurred affecting the financial position of the company till date; However, The Company is an NBFC Company and engaged in NBFC activities. During the year, the Company has focused on enhancing the NBFC Business. Further, Company is carrying on the business of dealers, importers, stockiest, distributors, wholesalers and retailers all types and components parts of automobiles, cycles, vehicles and conveyances and their engines, chassis, bodies, and all other things used in connection therewith. The Company is trying to perform well and also planning to expand its business, hence the company did not change its nature of business during the financial year 2018-19.

Segment Reporting:

The Company is not engaged in more than one business segment and hence segment reporting is not applicable.

Discussion of Financial Performance with respect to operational performance:

The management of the company has discussed the financial performance of the company during the year, as company has faced losses in the current year also, but as compared to previous year losses, Company has improved their position and still trying to explore the business activities to earn profit in the coming future.

Strengths and Opportunities:

Over the last few years, the sector has been 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 Company but faced high entry barriers in Indian Banking Sectors. Many of the large corporate houses and banks have also diversified into lending and lending related businesses focusing into different segments. However, with the rise in number of players, the completion in sector has intensified and impact of stiff competition in the long needs to be observed. NBFC's faces high competition from public sector, private sector and foreign banks competing in similar markets.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SIDH AUTOMOBILES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **SIDH AUTOMOBILES LIMITED** ("the Company which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flow of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of

appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient. And appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has not any pending litigations which impact on its financial position in its standalone financial statements.
 - ii. The Company has not required to made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There have been no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Biswa Chandra Saini & Co
Chartered Accountants
Firm's Registration No. 022674N

Sd/-

Sanjay Kumar Saini
Partner, FCA
Membership No. 520687

Place: New Delhi

Date: 18.06.2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **SIDH AUTOMOBILES LIMITED** of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SIDH AUTOMOBILES LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Biswa Chandra Saini & Co
Chartered Accountants
Firm's Registration No. 022674N

Sd/-

Sanjay Kumar Saini
Partner, FCA
Membership No. 520687

Place: New Delhi
Date: 18.06.2019

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SIDH AUTOMOBILES LIMITED of even date)

i. In respect of the Company's fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material

d based on the

examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

ii. The Company does not have any inventory during the financial year under audit hence the said clause is not applicable to the company.

iii. According to the information and explanations given to us, the Company has not granted unsecured loans to the parties covered in the register maintained under section 189 of the Companies Act, 2013; hence this clause is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company is a NBFC company. Hence this clause is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(c) There are no dues outstanding as at March 31, 2019 on account of dispute for any statutory dues.

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has

been noticed or reported during the year.

- xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Biswa Chandra Saini & Co
Chartered Accountants
Firm's Registration No. 022674N

Sd/-

Sanjay Kumar Saini
Partner, FCA
Membership No. 520687

Place: New Delhi
Date: 18.06.2019

SIDH AUTOMOBILES LTD.

(CIN: L34102DL1985PLC020156)

R-13, Greater kailash - 1, New Delhi - 110048

BALANCE SHEET AS ON 31st March, 2019

S.No.	Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
A	<u>EQUITY AND LIABILITIES</u>			
	<u>(1) Shareholder's Funds</u>			
	(a) Share capital	1	2,96,23,000.00	2,96,23,000.00
	(b) Reserves and Surplus	2	21,57,562.93	28,47,547.21
	(c) Money received against share warrants		-	-
	<u>(2) Non- current Liabilities</u>			
	(a) Long Term Borrowings		-	-
	(b) Long term provisions		-	-
	<u>(3) Current Liabilities</u>			
	(a) Short Term Borrowings		-	-
	(b) Trade Payables		-	-
	- Small, Micro Enterprises		-	-
	- Others		-	-
	(c) Other Current Liabilities	3	17,18,500.00	22,54,500.00
	(d) Short Term Provisions	4	1,31,446.18	1,31,446.18
	(e) Deferred Tax Liability		-	-
	TOTAL		3,36,30,509.11	3,48,56,493.39
B	<u>ASSETS</u>			
	<u>(1) Non- Current Assets</u>			
	(a) Properties, Plant & Equipments	5	6,359.15	8,629.74
	(b) Non - current Investments	6	15,78,000.00	15,78,000.00
	(c) Long term loans and advances	7	69,71,868.91	69,71,868.91
	(d) Other non-current assets		-	-
	(e) Deferred Tax Assets		487.65	508.34
	<u>(2) Current Assets</u>			
	(a) Inventories		-	-
	(b) Trade Receivables	8	71,46,650.00	76,45,640.00
	(c) Cash and Cash Equivalents	9	20,11,908.90	23,86,611.90
	(d) Short term Loans and Advances	10	1,48,26,737.00	1,51,76,737.00
	(e) Other current assets	11	10,88,497.50	10,88,497.50
	TOTAL		3,36,30,509.11	3,48,56,493.39
Significant Accounting Policies and Notes to Financial Statement		17		

The schedules referred to above & notes to accounts form an integral part of the accounts.

"In term of our separate report of even date"

For Biswa Chandra Saini & Co.

Chartered Accountants

Firm Registration No. 022674N

For and on behalf of the Board of Directors
SIDH AUTOMOBILES LTD.

Sanjay Kumar Saini
Partner,FCA
Membership No. : 520687

Hari Mohan Gupta
Director
DIN: 03158551

Deepak Kumar
Director
DIN: 02936689

Place : New Delhi

Date : 18/06/2019

SIDH AUTOMOBILES LTD.

(CIN: L34102DL1985PLC020156)

R-13, Greater kailash - 1, New Delhi - 110048

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

S.No.	Particulars	Note No.	As at March, 2019	31st As at March, 2018
1	Revenue from Operations	12	-	2,85,965
2	Other Income	13	-	50,000
3	Total Revenue (1+2)		-	3,35,965
4	Expenses			
	(a) Cost of materials consumed	14	-	-
	(b) Purchase of stock-in-trade		-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
	(d) Employee benefits expense	15	3,64,295	3,63,150
	(e) Finance costs		-	-
	(f) Depreciation and amortisation expense	5	2,271	3,148
	(g) Other Expenses	16	3,23,398	6,95,871
	Total Expenses		6,89,964	10,62,169
5	Profit / (Loss) Before Tax (3-4)		(6,89,964)	(7,26,204)
6	Extraordinary / Exceptional items		-	-
7	Profit / (Loss) Before Tax (5-6)		(6,89,964)	(7,26,204)
8	Tax Expense :			
	(a) Tax expense for current year		-	-
	(b) (Less): MAT credit related to current year		-	-
	(c) Net current Tax Expense		-	-
	(d) Tax expense relating to Prior years		-	-
	(e) Deferred Tax		21	180
	Total Tax Expenses		21	180
9	Profit / (Loss) from operations (7-8)		(6,89,984)	(7,26,384)
	Less: Transfer to special reserve U/s 45IC of the RBI Act, 1934		-	-
	Profit available for dividend Distribution		(6,89,984)	(7,26,384)
	Less: Proposed Dividend		-	-
	Net Profit transfer to Appropriation		(6,89,984)	(7,26,384)
10	Earnings per share (of Rs. 10/- each):			
	(a) Basic		(0.23)	(0.25)
	(b) Diluted		(0.23)	(0.25)

Significant Accounting Policies and Notes to Financial Statement

17

The schedules referred to above & notes to accounts form an integral part of the accounts.

"In term of our separate report of even date"

For and on behalf of the Board of Directors
SIDH AUTOMOBILES LTD.

For Biswa Chandra Saini & Co.
Chartered Accountants
Firm Registration No. 022674N

Sanjay Kumar Saini
Partner, FCA
Membership No. : 520687

Hari Mohan Gupta
Director
DIN: 03158551

Deepak Kumar
Director
DIN: 02936689

Place : New Delhi
Date : 18/06/2018

SIDH AUTOMOBILES LTD.

NOTES

Forming Part of the financial statements

NOTE NO. 1 SHARE CAPITAL

Sr.No	Particulars	As at 31st March, 2019	As at 31st March, 2018
1	Authorised		
	30000000 Equity Shares of Rs.10/- each	30,00,00,000	
	(Previous Year 30000000 Equity Shares of Rs. 10/- Each)		30,00,00,000
		<u>30,00,00,000</u>	<u>30,00,00,000</u>
2	Issued, Subscribed and fully paid up		
	2962300 Equity Shares of Rs.10/- each fully paid up	2,96,23,000	
	(Previous Year 2962300 Equity Shares of Rs. 10/- Each)		2,96,23,000
		<u>2,96,23,000</u>	<u>2,96,23,000</u>
(I)	Reconciliaton of the number of shares outstanding and amount of share capital:		
	Particulars	As at 31 March, 2019	As at 31 March, 2018
		No. of Shares	No. of Shares
		Rs. In Lacs	Rs. In Lacs
	Equity Shares at the beginning of the year	29,62,300	29,62,300
	Add: Shares issued during the year	-	-
	Equity Shares at the end of the year	29,62,300	29,62,300
(II)	Details of shares held by each shareholder holding more than 5% of the aggregate shares in the company		
	Class of Shares / Name of Shareholder	As at 31 March, 2019	As at 31 March, 2018
		No. of Shares held	No. of Shares held
		% holding of shares	% holding of shares
	Equity shares of Rs. 10/- fully paid up		
	Puja Mittal	3,69,100	2,99,800
	Urvashi Mittal	3,64,250	3,07,250

NOTE NO. 2 RESERVES AND SURPLUS

PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
(a) Share premium account		
(b) Employee Stock option Reserve		
(c) Special Reserve U/s 451C of RBI Act, 1934		
Opening Balance	73,110	73,110
Add: Transfer From P&L A/c during the year	-	-
Closing Balance	73,110	73,110
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Balance as at the beginning of the year	27,74,437	35,00,821
Add: Profit for the year	(6,89,984)	(7,26,384)
Closing Balance	20,84,452	27,74,437
Total (a+b+c)	21,57,563	28,47,547

NOTE NO. 3 OTHER CURRENT LIABILITIES

PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
(a) Current maturities of long term debts		
(b) Other Payables		
(i) Advances from companies / persons	17,08,500	22,44,500
(iii) Expenses Payable	10,000	10,000
Total	17,18,500	22,54,500

* There are no amounts due for payment to The Investor Education and Protection Fund under Section 205C of the Company Act, 1956 as at the year end.

SIDH AUTOMOBILES LTD.

NOTE NO. 4 SHORT TERM PROVISIONS

PARTICULARS

- (a) Provision - Others:
 (i) Provision for Income tax*
Total

	As at 31st March, 2019	As at 31st March, 2018
	1,31,446	1,31,446
	1,31,446	1,31,446

NOTE NO. 6 NON CURRENT INVESTMENTS

PARTICULARS

- Investment in Equity Instruments:**
 (a) Quoted (Non Trade)
 18400 (Previous year 18400) Equity Shares in
 (i) Standard Capital Mkt. Ltd.
Total
 (b) Unquoted - Non Trade
 Investments in Others
 17800 (previous year 17800) Equity Shares in
 (i) Balwant Singh Sons (P) Ltd.
 121600 (previous year 121600) Equity Shares in
 (ii) D.K. Chemicals (P) Ltd.
Total
 (c) Unquoted - At Cost

Total

	As at 31st March, 2019	As at 31st March, 2018
	1,84,000	1,84,000
	1,84,000	1,84,000
	1,78,000	1,78,000
	12,16,000	12,16,000
	13,94,000	13,94,000
	-	-
	15,78,000	15,78,000

NOTE NO. 7 LONG TERM LOANS AND ADVANCES

PARTICULARS

- Unsecured, Considered good

Total

	As at 31st March, 2019	As at 31st March, 2018
	69,71,869	69,71,869
	69,71,869	69,71,869

NOTE NO. 8 TRADE RECEIVABLES

PARTICULARS

- Trade receivables outstanding for a period
 exceeding six months from the date they were due
 for payment
 Less: Provision for doubtful trade receivables
 Other Trade receivables
 Unsecured, considered good
Total

	As at 31st March, 2019	As at 31st March, 2018
		-
	71,46,650	76,45,640
	71,46,650	76,45,640

NOTE NO. 9 CASH AND BANK BALANCE

PARTICULARS

- Cash and Cash Equivalents:**
 Bank Balance
 Cash in Hand
Total

	As at 31st March, 2019	As at 31st March, 2018
	2,082	3,580
	20,09,827	23,83,032
	20,11,909	23,86,612

NOTE NO. 10 SHORT TERM LOANS AND ADVANCES

PARTICULARS

- Unsecured considered good
 Advance Recoverable in cash or kind or for value to
 (a) be received

	As at 31st March, 2019	As at 31st March, 2018
	1,48,26,737	1,51,76,737
	1,48,26,737	1,51,76,737

SIDH AUTOMOBILES LTD.

NOTE NO. 11 OTHER CURRENT ASSETS

PARTICULARS

- (a) Accruals
(i) TDS Receivable

Total

	As at 31st March, 2019	As at 31st March, 2018
	10,88,498	10,88,498
Total	10,88,498	10,88,498

NOTE NO. 12 REVENUE FROM OPERATIONS

PARTICULARS

- (a) Sale of Products
(b) Other Operating Income

Total

	As at 31st March, 2019	As at 31st March, 2018
	-	2,85,965
	-	-
Total	-	2,85,965

NOTE NO. 13 OTHER INCOME

PARTICULARS

- (b) Other non operating income

Total

	As at 31st March, 2019	As at 31st March, 2018
	-	50,000
Total	-	50,000

NOTE NO. 14 COST OF MATERIAL CONSUMED

PARTICULARS

Raw Material

Opening Stock

Add: Purchase of Raw material

Add: Procurement Cost

Total

Less: Closing Stock of Raw Material

Total

	As at 31st March, 2019	As at 31st March, 2018
		-
	-	-
	-	-
Total	-	-
	-	-
Total	-	-

NOTE NO. 15 EMPLOYEE BENEFITS EXPENSE

PARTICULARS

Salary & Wages

Staff Welfare Expenses

Total

	As at 31st March, 2019	As at 31st March, 2018
	3,60,000	3,60,000
	4,295	3,150
Total	3,64,295	3,63,150

NOTE NO. 16 OTHER EXPENSES

PARTICULARS

Advertisement & Sales Promotion

Bank Charges

Legal & Professional

Office Exp.

Listing Fees

Auditors Remuneration

Secretarial Exp.

RTA Expenses

Rent

Travelling & Conveyance

Total

	As at 31st March, 2019	As at 31st March, 2018
	3,210	11,040
	1,586	1,365
	3,000	3,000
	8,540	1,945
	2,14,912	5,46,221
	10,000	10,000
	10,000	10,000
	-	47,150
	60,000	60,000
	12,150	5,150
Total	3,23,398	6,95,871

SIDH AUTOMOBILES LTD.
(CIN: L34102DL1985PLC020156)
R-13, Greater kailash - 1, New Delhi - 110048
Cash Flow Statement
for the year ended 31 March, 2019

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before extraordinary items and tax	(6,89,964)	(7,26,204)
Adjustments for:		
Depreciation and amortisation	2,271	3,148
Interest income	-	-
Operating profit / (loss) before working capital changes	(6,87,693)	(7,23,056)
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets Liabilities:		
Inventories	-	-
Trade receivables	(71,46,650)	-
Short-term loans and advances	3,50,000	(4,60,000)
Long term loans & Advances	-	(4,44,000)
Other current liabilities	(5,36,000)	15,92,500
	(73,32,650)	6,88,500
Cash Generated from Operations	(80,20,343)	(34,556)
Cash flow from extra ordinary Items	-	-
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) operating activites (A)	(80,20,343)	(34,556)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets, including capital advances	-	-
Proceeds from sale of fixed assets	-	-
Purchase of long-term investments-Subsidiaries	-	-
Interest received	-	-
	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issued of Equity Shares	-	-
Expenses on account of proposed direct listing	-	(40,95,750)
Net cash flow from / (used in) financing activities (C)	-	(40,95,750)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(80,20,343)	(41,30,306)
Cash and cash equivalents at the beginning of the year	1,04,59,434	1,45,89,740
Cash and cash equivalents at the end of the year	24,39,091	1,04,59,434
Reconciliation of Cash & cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 17)	24,39,091	1,04,59,434
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements	-	-
Net Cash and cash equivalents (as defined in AS 3 CFS)	24,39,091	1,04,59,434
Cash and cash equivalents at the end of the year*		
*Comprises:		
(a) Cash on hand & Balance with banks	24,39,091	1,04,59,434
	24,39,091	1,04,59,434

For Biswa Chandra Saini & Co.
Chartered Accountants
Firm Registration No. 022674N

For and on behalf of the Board of Directors

Sanjay Kumar Saini
Partner, FCA
Membership No. : 520687

(Hari Mohan Gupta)
Director
DIN: 03158551

(Deepak Kumar)
Director
DIN: 02936689

Place : New Delhi
Date : 18/06/2019

M/s SIDH AUTOMOBILES LIMITED
(CIN: L34102DL1985PLC020156)

Schedule No. 17

NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2019

1. CORPORATE INFORMATION

M/s SIDH AUTOMOBILES LIMITED is a Public company domiciled in India and incorporated under the provisions of the Companies Act, 2013.

2. SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

2.1 AS- 1 Disclosure of accounting policies.

Basis of Accounting

The Financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India. These have been prepared to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

Use of Estimates:

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.2 AS- 2 Valuation of inventories

This Standard is not applicable to the company.

2.3 AS-3 Cash flow statement

Cash flows are reported using indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company is segregated based on the available information.

2.4 AS-4 Contingencies and events occurring after the Balance sheet date

No contingency events are reported after the balance sheet date.

2.5 AS-5 Net Profit or loss for the period, prior period items and changes in accounting policies.

The company has followed its accounting policies consistently and hence no change is reported.

2.6 AS-7 Construction contracts.

This Standard is not applicable to the company.

2.7 AS-9 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue is being recognized in accordance with the Guidance Note on Accrual Basis of Accounting issued by The Institute of Chartered Accountants of India. Accordingly, wherever there are uncertainties in the realization of income same is not accounted for till such time the uncertainty is resolved.

2.8 AS-10 Property, Plant & Equipment

Fixed assets are stated at cost of acquisition inclusive of inward freight, duties (net of CENVAT), taxes and other incidental expenses related to acquisition.

2.9 AS-11 Accounting for effects in foreign exchange rates.

The clause is not applicable to company.

2.10 AS-12 Accounting for Government Grants

The Company has not received any grant or subsidy from the government.

2.11 AS-13 Accounting of investments

Investments are stated at lower of cost and fair value.

2.12 AS-14 Accounting for Amalgamations

The above standard is not applicable.

2.13 AS-15 Accounting for Retirement Benefits in the Financial Statements of Employers

The above standard is not applicable.

2.14 AS-16 Borrowing Cost

During the year, there were no borrowings attributable to qualifying assets and hence no borrowing costs have been capitalized.

2.15 AS-17 Segment reporting

The company operates in only one segment hence the above standard is not applicable.

AS-18 Related party disclosure

1. Related Party Transactions

(i) A). List of Key Management Persons at any time during the previous year

1)	HARVINDER SINGH	Director
2)	NIVEDITA BISHT	Director
3)	ANIL SHARMA	Director
4)	DEEPAK KUMAR	Director
5)	HARI MOHAN GUPTA	Director
6)	SUSHANT SAXENA	CO
7)	KIRTI HISARIA	CS

B) Other Related Parties: - NA.

ii) Transactions with Related Parties:

There is no transaction with related parties during this financial year.

2.16 AS-19 Accounting for leases

None of the assets are taken under lease; hence the above standard is not applicable.

2.17 AS-20 Earnings per share (EPS)

Basic earnings per share is computed by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the period.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares, unless impact is anti-dilutive.

Earnings/ (loss) per share	March, 2019 (Fig. in Rs.)	March, 2018 (Fig. in Rs.)
(a) Net profit/(loss) for the year attributable to equity shareholders	(6,89,984)	(7,26,384)
(b) Weighted average number of shares outstanding	29,62,300/-	29,62,300 /-
(c) Nominal value of shares	10/-	10/-
(d) Basic and diluted	(0.23)	(0.25)

2.18 AS-21 Consolidated financial statements

The company has not made any investment in any subsidiary.

2.19 AS-22 Accounting for taxes on income.

Tax expenses for the year comprises of current tax and deferred tax. Current taxes are measured at the rate of tax in accordance with provisions of the Income-tax Act, 1961.

Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets in case of carry forward of losses and unabsorbed depreciation are recognized only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax asset can be recognized. In all other cases deferred tax asset is recognized, where there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the

Recommendation contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not reasonably certain that the Company will pay normal income tax during the specified period.

2.20 AS-23 Accounting for investments in associates in consolidated financial statements.

The company has not made any investments in the associates; the above standard is not applicable.

2.21 AS-24 Discontinuing operations.

During the year the company has not discontinued any of its operations.

2.22 AS-25 Interim financial reporting.

The above standard is not applicable.

2.23 AS-26 Intangible assets.

The Company has no Intangible Assets.

2.24 AS-27 Financial reporting of interests in joint ventures.

The above standard is not applicable.

2.25 AS-28 Impairment of assets.

The above standard is not applicable.

2.26 AS-29 Provisions, Contingent Liabilities & Contingent Assets

Provisions are defined as liabilities, which can be measured only by using a substantial degree of estimation.

Provisions are determined on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

3. NOTES TO FINANCIAL STATEMENTS:**3.1 Reserves and Surplus:**

Represents profits/loss transferred from profit and loss account.

3.2 Current Assets and Current liability including sundry debtors & sundry creditors, Loans and Advances and Deposits:

In the opinion of the Board of Directors, the current assets, loans and advances are stated at Values that will be realized in the ordinary course of business and the balances are subject to confirmation from respective parties.

3.3 Capital Work In Progress/ Deferred Revenue Expenditure

No expenses are treated as Deferred Revenue Expenditure during the last year.

3.4 Payment to Auditors consists of the following:

	In Rs	In Rs
	31.03.2019	31.03.2018
Audit Fees	10,000/-	10,000/-

3.5 Income and Expenditure in Foreign Currency

	In Rs	In Rs
	(31/03/2019)	(31/03/2018)
Income	NIL	NIL
Expenditure	NIL	NIL

3.6 The previous year figures have been re-grouped/re-arranged wherever it seems necessary to make it comparative to the current year.

For Biswa Chandra Saini & Co
Chartered Accountants
Firm Registration No. : 022674N

for M/s SIDH AUTOMOBILES LIMITED

Sd/-
Sanjay Kumar Saini
Partner, FCA
Membership No. 520687

Sd/-
Hari Mohan Gupta
Director
Din: 03158551

Sd/-
Deepak Kumar
Director
Din: 02936689

Place: New Delhi
Date: 18.06.2019