

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

| (i) * Corporate Identification Number (CIN) of the company | <input type="text" value="U34100DL2008PTC183730"/> | <input type="button" value="Pre-fill"/> | | | | | | |
|---|--|---|-------------------------|-----------------------------|-----------------|---------------------------|-------------------------------|--|
| Global Location Number (GLN) of the company | <input type="text"/> | | | | | | | |
| * Permanent Account Number (PAN) of the company | <input type="text" value="AAMCS4038D"/> | | | | | | | |
| (ii) (a) Name of the company | <input type="text" value="SABO HEMA AUTOMOTIVE PRI"/> | | | | | | | |
| (b) Registered office address | <input type="text" value="102 Ganga Chamber, 6A/1, W.E.A, Karol Bagh New Delhi Central Delhi Delhi 110005"/> | | | | | | | |
| (c) *e-mail ID of the company | <input type="text" value="cs@sabohema.com"/> | | | | | | | |
| (d) *Telephone number with STD code | <input type="text" value="01493619200"/> | | | | | | | |
| (e) Website | <input type="text" value="www.sabohema.com"/> | | | | | | | |
| (iii) Date of Incorporation | <input type="text" value="25/09/2008"/> | | | | | | | |
| (iv) | <table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Private Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table> | Type of the Company | Category of the Company | Sub-category of the Company | Private Company | Company limited by shares | Indian Non-Government company | |
| Type of the Company | Category of the Company | Sub-category of the Company | | | | | | |
| Private Company | Company limited by shares | Indian Non-Government company | | | | | | |
| (v) Whether company is having share capital | <input checked="" type="radio"/> Yes | <input type="radio"/> No | | | | | | |
| (vi) *Whether shares listed on recognized Stock Exchange(s) | <input type="radio"/> Yes | <input checked="" type="radio"/> No | | | | | | |

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1 | C | Manufacturing | C10 | Electrical equipment, General Purpose and Special purpose Machinery & equipment, | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|--|------------------|
| 1 | | | | |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 1,240,000 | 1,212,464 | 1,212,464 | 1,212,464 |
| Total amount of equity shares (in Rupees) | 124,000,000 | 121,246,400 | 121,246,400 | 121,246,400 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------|--------------------|----------------|--------------------|-----------------|
| Number of equity shares | 1,240,000 | 1,212,464 | 1,212,464 | 1,212,464 |

| | | | | |
|---|-------------|-------------|-------------|-------------|
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of equity shares (in rupees) | 124,000,000 | 121,246,400 | 121,246,400 | 121,246,400 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|-------|---------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 1,212,464 | 0 | 1212464 | 121,246,400 | 121,246,400 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|--|-----------|---|---------|-------------|-------------|---|
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify <input type="text"/> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <input type="text"/> | | | | | | |
| At the end of the year | 1,212,464 | 0 | 1212464 | 121,246,400 | 121,246,400 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify <input type="text"/> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <input type="text"/> | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|----------------------|--|----------------------|
| Date of the previous annual general meeting | | <input type="text"/> | |
| Date of registration of transfer (Date Month Year) | | <input type="text"/> | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|--|----------------------|--|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|--|----------------------|--|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) * Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

471,105,250

(ii) Net worth of the Company

166,698,647

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |

| | | | | | |
|-----|---|-----------|-----|---|---|
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 1,212,464 | 100 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 1,212,464 | 100 | 0 | 0 |

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |

| | | | | | |
|--|--------------|---|---|---|---|
| | Total | 0 | 0 | 0 | 0 |
|--|--------------|---|---|---|---|

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

3

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 3 | 3 |
| Members (other than promoters) | 0 | 0 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 1 | 3 | 0 | 2 | 0 | 0 |
| B. Non-Promoter | 0 | 0 | 1 | 0 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 1 | 0 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 0 | 2 | 0 | 2 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 2 | 0 | 2 | 0 | 0 |
| Total | 1 | 5 | 1 | 4 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|---------------------|----------|-------------------|--------------------------------|--|
| Massimo Nuti | 02174876 | Director | 0 | |
| Elisabetta Nuti | 03102281 | Director | 0 | |
| Roger Ronald Lassen | 08761547 | Director | 0 | |
| Umit Jayvadan Shah | 07765705 | Director | 0 | |
| Sheikh Neyaz Ahmed | 08991920 | Managing Director | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|--------------------|----------|--|---|--|
| Chandresh Jajoo | 00040218 | Managing Director | 13/04/2021 | Change in Designation |
| Monica Jajoo | 00164906 | Director | 16/06/2021 | Cessation |
| Sheikh Neyaz Ahmed | 08991920 | Managing Director | 20/04/2021 | Appointment |
| Chandresh Jajoo | 00040218 | Director | 16/06/2021 | Cessation |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

4

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|----------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Extra Ordinary General Mee | 20/04/2021 | 3 | 2 | 66.66 |
| Annual General Meeting | 29/09/2021 | 3 | 3 | 100 |
| Extra Ordinary General Mee | 29/11/2021 | 3 | 2 | 66.66 |
| Extra Ordinary General Mee | 28/03/2022 | 3 | 2 | 66.66 |

B. BOARD MEETINGS

*Number of meetings held

8

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 06/04/2021 | 6 | 4 | 66.67 |
| 2 | 13/04/2021 | 6 | 5 | 83.33 |
| 3 | 04/06/2021 | 7 | 6 | 85.71 |
| 4 | 05/07/2021 | 5 | 5 | 100 |
| 5 | 19/07/2021 | 5 | 4 | 80 |
| 6 | 29/09/2021 | 5 | 5 | 100 |
| 7 | 29/11/2021 | 5 | 5 | 100 |
| 8 | 28/03/2022 | 5 | 5 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

0

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | | | | | |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 29/09/2022 |
| | | | | | | | | (Y/N/NA) |
| 1 | Massimo Nuti | 8 | 8 | 100 | 0 | 0 | 0 | Yes |
| 2 | Elisabetta Nuti | 8 | 6 | 75 | 0 | 0 | 0 | Yes |
| 3 | Roger Ronald | 8 | 8 | 100 | 0 | 0 | 0 | Yes |
| 4 | Umit Jayvadar | 8 | 8 | 100 | 0 | 0 | 0 | Yes |
| 5 | Sheikh Neyaz | 6 | 6 | 100 | 0 | 0 | 0 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | Sheikh Neyaz Ahme | Managing Direct | 6,922,549 | 0 | 0 | 17,448 | 6,939,997 |
| | Total | | 6,922,549 | 0 | 0 | 17,448 | 6,939,997 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

KAPOOR CHAND GARG

Whether associate or fellow

Associate Fellow

Certificate of practice number

7829

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
 (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
 (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SHEIKH NEYAZ AHMED
 Digitally signed by SHEIKH NEYAZ AHMED
 Date: 2022.11.22 16:41:35 +05'30'

DIN of the director

08991920

To be digitally signed by

ROBIN KUMAR CHAWLA
 Digitally signed by ROBIN KUMAR CHAWLA
 Date: 2022.11.22 16:42:09 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

| |
|---------------|
| Attach |
| Attach |
| Attach |
| Attach |

List of attachments

| |
|--------------------------|
| Shareholding Pattern.pdf |
| MGT 8.pdf |
| Declaration.pdf |

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Corporate Office & Works :Plot No. SP 238 (B&C), RIICO Industrial Area, Kahrani, Bhiwadi Ext., Distt. Alwar, Rajasthan, India – 301019
Tel.: 01493 619200-202 www.saboHEMA.com

Dated: 22nd November, 2022

The ROC
New Delhi

Subject: Declaration

Dear Sir,

Kindly note that during the year (i.e. FY 21-22) company had hold 6 Board Meetings but in MGT-7, we are reporting 8 Board Meetings because 2 Board Meetings were Adjourned Board Meetings but there is no provision in MGT-7 to report any Board Meeting as Adjourned Board Meeting, accordingly to report the Attendance of every Board Meeting, we have reported the Board Meetings as 8 Board Meetings during the FY 21-22. Kindly find below the details:

- i. 06th April, 2021 (Adjourned to 13th April, 2021)
- ii. 04th June, 2021 (Adjourned to 05th July, 2021)
- iii. 19th July, 2021
- iv. 29th September, 2021
- v. 29th November, 2021
- vi. 28th March, 2022

Mr. Chandresh Jajoo and Mrs. Monica Jajoo (Nominee Directors of Hema Engineering Industries Limited) were removed by Committee of Creditors of Hema Engineering Industries Limited effective from 16th June, 2021, accordingly these both Directors were not entitled to attend the Adjourned Board Meeting Dated 05th July, 2021 and other Board Meetings.

Kindly take the above declaration in compliance of laws of land.

Thanking you
Sincerely yours

For Sabo Hema Automotive Private Limited



(Robin Kumar Chawla)
Company Secretary
ACS-22291



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **SABO HEMA AUTOMOTIVE PRIVATE LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

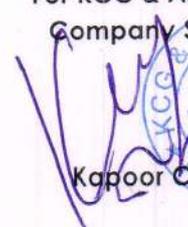
- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. The Company is a Private Limited.
 2. As per the information provided by the Company, company has kept and maintained registers/records as stated in "**Annexure A**" to this certificate, as per the provisions and the rules made there under and entries therein have been duly recorded.
 3. The company has duly filed the forms and returns as stated in "**Annexure B**" to this certificate, with the Registrar of Companies or other authorities within / beyond the time prescribed under the Act.
 4. As per the information provided calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
 5. As per the information provided the Registers of Members was not closed during the year.
 6. As per the information provided Company during the financial year under review, has not advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.
 7. As per the information provided, the Company in its ordinary course of business and on arm length basis has entered into contracts/arrangements as annexed as "**Annexure C**" with related parties and complied with all the provisions of section 188 of the Companies Act 2013, while doing any transaction in this respect.
 8. As per the information provided, the company has not issued or allotted or transmitted or buy back of securities/ redemption of preference shares or debentures/ alteration of

reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances.

9. As per the information provided there were no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. As per the information provided the Company has not declared/ payment of any dividend; and does not have any fund to be transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund, in accordance with section 125 of the Act.
11. As per the information provided signing of audited financial statement is as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. As per the information provided constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them is as per the provisions of the Act.
13. As per the information provided appointment/ reappointment/ filling up casual vacancies of auditors is as per the provisions of section 139 of the Act.
14. As per the information provided no approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has not invited/accepted any deposit falling within the purview of Companies Act, 2013.
16. As per the information provided borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable is as per the Companies Act. 2013.
17. As per the information provided the company has not provided any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.
18. As per the information provided the company has altered the provisions of the Articles of Association of the Company during the year.

Place: New Delhi
Date: 31/10/2022

**For KCG & Associates
Company Secretaries**


Company Secretary
FCs No. 7145
CP No. 7829

Kapoor Chand Garg
Proprietor

M. No.: 7145

COP: 7829

UDIN: F007145D001419754

Registers maintained by the Company

| S. No. | Register maintained |
|--------|---|
| 1 | Register of Members |
| 2 | Register of particulars of contracts in which Directors are interested |
| 3 | Register of Directors and Key Managerial Personnel and their Shareholding |
| 4 | Register of Charges |
| 5 | Minutes books for the meetings of Directors & Shareholders |
| 6 | Register of Share Transfer |
| 7 | Proxy Register |



ANNEXURE B

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2022.

| Sl. No. | Details of Form Filled | Purpose of the Form | Date of Board / Shareholders' Meeting | Date of Filing with R.O.C./ DSE | SRN No. | Authority with whom filed | Reason for delay |
|---------|------------------------|---|---------------------------------------|---------------------------------|-----------|---------------------------|------------------|
| 1 | AOC-5 | Maintain Books of Accounts, Registers, Returns and other relevant books and documents of the Company including all records of preceding years at Corporate and Factory Office of the Company at Plot No. SP 238B & 238C, RIICO Industrial Area, Kahrani, Bhiwadi Extension-301019, Rajasthan-India | 13/04/2021 | 19/04/2021 | T14696686 | ROC | N.A |
| 2 | INC-22 | Shifting of Registered Office of the Company | 13/04/2021 | 11/05/2021 | T18438473 | ROC | N.A |
| 3 | DIR-12 | Resignation of Mr. Chandresh Jajoo from the Managing Directorship of the Company (i.e. Change of Designation from Managing Director to Director) | 13/04/2021 | 07/05/2021 | T18149732 | ROC | NA |
| 4 | DIR-12 | Appointment of Mr. Sheikh Neyaz Ahmed as Managing Director of the Company | 20/04/2021 | 17/05/2021 | T19128875 | ROC | N.A |
| 5 | MGT-14 | a. Alteration of Articles of Association of the Company b. Appointment of Mr. Sheikh Neyaz Ahmed as Managing Director of the Company c. Omnibus approval for Related Party Transactions for the FY 2021-2022 | 20/04/2021 | 17/05/2021 | T19214428 | ROC | N.A |
| 6 | DIR-12 | Removal of Mr. Chandresh Jajoo and Mrs. Monica Jajoo as Directors of the Company effective from 16 th June, 2021-Nominee Directors of Hema Engineering Industries Limited on the basis of resolution passed by Committee of Creditors of Hema Engineering Industries Limited (Hema Engineering Industries Limited is holding 33.33% Equity Stake in Sabo Hema Automotive Private Limited) and on the date of filing of Annual Return by Sabo Hema Automotive Private Limited, Hema Engineering Industries Limited is under liquidation process | 05/07/2021 | 13/07/2021 | T30688790 | ROC | N.A |



| | | | | | | | |
|----|--------|--|------------|------------|-----------|-----|-----|
| 7 | AOC-4 | Submission of Balance Sheet, Profit and Loss Account, Notes to Accounts, Directors' Report, Auditor Report, Cash Flow Statement along with Schedules for the Financial Year ended on 31.03.2021 | 29/09/2021 | 15/12/2021 | T64118706 | ROC | N.A |
| 8 | MGT-14 | a. Approval of Balance Sheet, Profit & Loss Account, Cash Flow Statement alongwith Schedules, Notes to Accounts and the report from Directors' and Auditors of the Company for the Financial Year ended on 31 st March, 2021 b. Appointment of Statutory Auditors M/s S Singhal & Co | 29/09/2021 | 27/10/2021 | T56275852 | ROC | N.A |
| 9 | MGT-7 | Annual Return for the Financial Year 2020-2021 | 29/09/2021 | 21/12/2021 | T65511339 | ROC | N.A |
| 10 | ADT-1 | Appointment of Statutory Auditors M/s S Singhal & Co. | 29/09/2021 | 12/10/2021 | T53996187 | ROC | N.A |
| 11 | MGT-14 | Increase in annual remuneration of Managing Director & CEO of the Company-Mr. Sheikh Neyaz Ahmed | 29/09/2021 | 26/10/2021 | T55913073 | ROC | N.A |
| 12 | MGT-14 | Approval of Capital Expenditure | 29/11/2021 | 24/12/2021 | T66736992 | ROC | N.A |
| 13 | MGT-14 | Approval of Capital Expenditure | 28/03/2022 | 26/04/2022 | T97555569 | ROC | N.A |



ANNEXURE "C"

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

The following transactions were carried out with the related parties in the ordinary course of business and on arm's length basis:

| S.No | PARTY NAME | NATURE OF RELATIONSHIP | NATURE OF TRANSACTION | DURATION OF CONTRACTS / TRANSACTIONS / ARRANGEMENTS | DATE OF APPROVAL BY THE BOARD | TRANSACTION VALUE (₹ in Lakhs) |
|------|----------------------------------|--|---|---|-------------------------------|--------------------------------|
| 1 | Roberto Nuti SPA | Related Party (Mr. Massimo Nuti and Ms. Elisabetta Nuti are Directors and Members of Roberto Nuti SPA) | Sale of Goods | For the Financial Year 2021-22 | 13-04-2021 | 1,603.44 |
| 2 | Roberto Nuti SPA | | Commission on Sales (Payable) | For the Financial Year 2021-22 | - | 21.91 |
| 3 | Roberto Nuti SPA | | Re-imburement of other expenses (Payable) | For the Financial Year 2021-22 | - | 3.51 |
| 4 | Roberto Nuti SPA | | Turnover Discount | For the Financial Year 2021-22 | - | 62.29 |
| 5 | Sabo Bursa IC VE Dis Ticaret A.S | Related Party (Mr. Massimo Nuti and Ms. Elisabetta Nuti are Directors of Sabo Suspansiyon Sistekleri Makine, Sanayi VE Ticaret A.S Bais Mah. Yildirim (140) Sk.812 Nilufer/Bursa, Sabo Suspansiyon and Sabo Bursa are Related Body Corporates) | Purchase of Goods (excluding Free of Cost Material) | For the Financial Year 2021-22 | 13-04-2021 | 17.26 |
| 6 | Powerdown Australia Pty Ltd | Related Party (Mr. Roger Ronald Lassen and Mr. Umit Jayvadan Shah are Directors of Powerdown International Pty Limited and Powerdown Australia Pty Limited) | Sale of Goods | For the Financial Year 2021-22 | 13-04-2021 | 1,475.93 |
| | | | Turnover Discount | For the Financial Year 2021-22 | - | 66.42 |



Corporate Office & Works :Plot No. SP 238 (B&C), RIICO Industrial Area, Kahrani, Bhiwadi Ext., Distt. Alwar, Rajasthan, India – 301019
Tel.: 01493 619200-202 www.saboHEMA.com

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2022

| S.No | Name of Shareholders | Father's / Husband's Name | Type of Shares | Ledger Folio | No. of Shares held | Nominal Value Per Share (In Rs.) | Tota Nominal Value (In Rs.) | Registered Office Address |
|------|-------------------------------------|---------------------------|----------------|--------------|--------------------|----------------------------------|-----------------------------|---|
| 1 | Hema Engineering Industries Limited | -N.A- | Equity | 01 | 404154 | 100 | 40,415,400.00 | Sachidanand Farm House, Kishangarh Village, In front of Swimming Pool (Near DDA Sports Complex), Lane Green Avenue, Vasant Kunj, New Delhi-110070 |
| 2 | Roberto Nuti Sp.A | -N.A- | Equity | 07 | 404155 | 100 | 40,415,500.00 | VIA 1, Maggio, 7- 40023, Castel, Guelfo (Bologna), Italy |
| 3 | Powerdown International Pty Limited | -N.A- | Equity | 08 | 404155 | 100 | 40,415,500.00 | 755, Hunter Street, New Castel West NSW-2302, Australia |
| | Total | | | | 1212464 | | 121,246,400.00 | |

For Sabo Hema Automotive Private Limited



Robin Kumar Chawla
(Company Secretary)

ACS22291

