

# **NIDHI SERVICES LIMITED**

5/19-B, Roop Nagar, Delhi – 110007

Tel.: 011-23840606, Fax: 011-23840060, Mobile: 09811021216

CIN: L65999DL1984PLC018077 E-mail: [nidhiservicesltd@gmail.com](mailto:nidhiservicesltd@gmail.com)

Date: 04<sup>th</sup> October, 2016

To  
The Manager,  
Listing Department,  
Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkata – 700001

To  
The Manager,  
Listing Department,  
Metropolitan Stock Exchange of India Limited,  
Vibgyor Towers, 4th floor, Plot No C 62,  
G - Block, Opp. Trident Hotel, Bandra Kurla  
Complex, Bandra (E), Mumbai – 400 098, India.

**STOCK CODE: 24306**

**STOCK CODE: NIDHISER SERIES: BE**

**Sub. :- Regulation 34 (1) of LODR, 2015 - Submission of Annual Report for FY-2015-16**

Dear Sir / Madam,

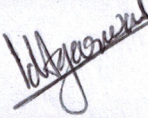
Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of Nidhi Services Limited for FY-2015-16 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

**For Nidhi Services Limited**



**Udit Agarwal  
Whole Time Director**



Encl: as above

# **NIDHI SERVICES LIMITED**

**32<sup>nd</sup>**

**ANNUAL REPORT (2015-16)**



**BOARD OF DIRECTORS**

Mr. Udit Agarwal	Whole Time Director
Mr. Ram Naresh Agarwal	Non-Executive Director & Chairman
Mr. Babu Lal Agarwal	Non-Executive Independent Director
Ms. Vijaya Laxmi Iyengar	Non-Executive Independent Director

**REGISTERED OFFICE**

**Address:** 5/19-B, Roop Nagar, Delhi – 110 007

**Website:** www.nidhiservicesltd.com

**Email:** nidhiservicesltd@gmail.com

**AUDITORS****Gupta Jalan & Associates**

Chartered Accountants

**Add:** 405, Crown Heights (Hotel Crowne Plaza Complex).

Twin District Centre, Sector 10,

Rohini, Delhi - 110085

**Tel:** 011-45610610 / 011- 43043878

**Mob:** +91-9810343878

**Email:** rnjalan@gmail.com

**REGISTRAR & SHARE TRANSFER****PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**

**Add:** Unit No. 9, Shiv Shakti Ind. Estate

Lower Parel (East), Mumbai – 400 011

**Tel:** 022-23016761/8251

**Fax:** 022-23012517

**Email:** [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**Web:** www.purvashare.com

**ANNUAL GENERAL MEETING**

<b>Day</b>	Friday
<b>Date</b>	23/09/2015
<b>Venue</b>	5/19-B, Roop Nagar, Delhi – 110 007
<b>Time</b>	11.00 AM

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<b>NOTICE TO THE MEMBERS</b>	<b>NIDHI SERVICES LIMITED</b>
	CIN : L65999DL1984PLC018077
	Regd. Off.: 5/19-B, Roop Nagar, Delhi – 110 007
	Tel: 011-23840606
	Fax: 011-23840060
	Website: <a href="http://www.nidhiservicesltd.com">www.nidhiservicesltd.com</a>
	Email: <a href="mailto:nidhiservicesltd@gmail.com">nidhiservicesltd@gmail.com</a>

**NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of NIDHI SERVICES LIMITED will be held on **Friday, 23<sup>rd</sup> September, 2016** at **11.00 AM** at 5/19-B, Roop Nagar, Delhi – 110 007 to transact the following business:

**ORDINARY BUSINESS**

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Ram Naresh Agarwal (DIN: 00238686) who retires by rotation, and being eligible offers himself for reappointment.
- To ratify appointment of Auditor

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Gupta Jalan & Associates, Chartered Accountants, (FRN No. 003721N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**By Order of the Board of Directors**

**Place: Delhi**  
**Date: 11<sup>th</sup> August, 2016**

**Ram Naresh Agarwal**  
**Director**

REGISTERED OFFICE:  
5/19-B, Roop Nagar, Delhi – 110 007

**NOTES**

- A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 of the accompanying Notice.
- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2016 to 23<sup>rd</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 23<sup>rd</sup> September 2016.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Shareregistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. E-Voting process  
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 20<sup>th</sup> September, 2016 at 9.00 am and ends on 22<sup>nd</sup> September, 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding Shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>

	<ul style="list-style-type: none"> <li>▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Nidhi Services Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 16<sup>th</sup> September, 2016 shall view the Notice of the 32<sup>nd</sup> AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) Ms. Payal Tachak, Proprietress of M/s. Payal Tachak & Associates, a Practicing Company Secretary, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical

form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Calcutta Stock Exchange (CSE).



## ANNEXURE TO ITEM No. 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Ram Naresh Agarwal
Director Identification Number (DIN)	00238686
Date of Birth	29/01/1949
Nationality	Indian
Date of Appointment on Board	22/08/2003
Qualification	<b>B. Com</b>
Shareholding in the Company	<b>12000</b>
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	1. AGARWAL & AGARWAL PVT LTD 2. LEGEND MARKETING PRIVATE LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	<b>NIL</b>

Mr. Ram Naresh Agarwal and Mr. Udit Agarwal share the relationship of Father and Son.

**By Order of the Board of Directors**

**Place: Delhi**  
**Date: 11<sup>th</sup> August, 2016**

**Ram Naresh Agarwal**  
**Director**

**DIRECTOR'S REPORT**

To,

The Members,

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

**1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY**

The Board's Report shall be prepared based on the standalone financial statements of the company.

(In Rs.)

Particulars	2015-2016	2014-2015
Gross Income	3,525,624	3,437,536
Profit / (Loss) Before Interest and Depreciation	3,525,624	3,437,536
Finance Charges	3,405	12,434
Gross Profit/(Loss)	2,806,154	3,085,542
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	2,806,154	3,085,542
Provision for Tax	4,77,210	512,952
Net Profit/(Loss) After Tax	2,328,944	2,572,590
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	2,328,944	2,572,590

**2. COMPANY'S PERFORMANCE AFFAIR**

During the year under review, the Company has earned a net profit after tax of Rs. 2,328,944 as compared to the net profit after tax of Rs. 2,572,590 in the previous year. Your Directors expect that the initiatives undertaken will result in improvement in financial results in the coming years.

**3. DIVIDEND**

Keeping in view the future requirements of funds by the Company for its future growth prospects, the Board expresses its inability to recommend any dividend.

**4. RESERVES AND SURPLUS**

The Credit balance of Profit & Loss statement amounting to Rs. 2,328,944 for financial year under review is transferred to reserves. The total reserves for the financial year 2015-16 is Rs. 6,882,107.

**5. SHARE CAPITAL**

The total paid up capital of the Company as on March 31, 2016 is Rs. 1,50,00,000/- comprising of 15,00,000 Equity Shares of Rs. 10/- each.

**6. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with provisions of the Companies Act, 2013, Mr. Ram Naresh Agarwal who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

**7. MEETINGS**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Nine Board Meetings and Five Audit Committee Meetings were convened and held. The details of which are given as under.

Sr. No.	Date	Sr. No.	Date
Board Meeting		Audit Committee	
1.	11th February 2016	1.	11th February 2016
2.	6th November 2015	2.	6th November 2015
3.	20th August 2015	3.	20th August 2015
4.	14th August 2015	4.	14th August 2015
5.	17th July 2015	5.	29th May, 2015
6.	29th May, 2015		
7.	28th May 2015		
8.	15th May 2015		
9.	15th April 2015		

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**8. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committee.

**9. COMMITTEES OF THE BOARD****1) Audit Committee**

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process

The Audit Committee Comprises of 3 directors. The Chairman of the Audit Committee is a Non-executive Independent Director. The Composition of the Audit Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Babu Lal Agarwal	Independent Director	Chairman
2	Ms. Vijaya Laxmi Iyengar*	Independent Director	Member
3	Mr. Udit Agarwal	Whole Time Director	Member
4	Mr. Ram Naresh Agarwal**	Non-Executive Director	Member

\*Appointed as the Member of the Audit Committee w.e.f 20<sup>th</sup> August, 2015.

\*\*Ceased to be a Member of the Audit Committee w.e.f. 20<sup>th</sup> August, 2015.

**2) Nomination and Remuneration Committee**

The Company has constituted Nomination and Remuneration Committee and presently the Nomination and Remuneration Committee comprises of 3 (three) Directors, out of which 2(two) are Non Executive Independent Directors and 1(one) is Non-Executive Director.

Sr. No.	Name	Category	Designation
1	Mr. Babu Lal Agarwal	Independent Director	Chairman
2	Ms. Vijaya Laxmi Iyengar	Independent Director	Member
3	Mr. Ram Naresh Agarwal	Non-Executive Director	Member

**10. REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

**11. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**12. AUDITORS**

Pursuant to the provisions of section 139 of the Companies Act, the rules framed thereafter and other applicable provisions, if any, M/s Gupta Jalan & Associates., Chartered Accountants, Delhi, were appointed as statutory auditors of the Company from the conclusion of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2015 till the conclusion of 33<sup>rd</sup> AGM, subject to ratification of their appointment at every AGM.

**13. AUDITORS' REPORT**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**14. SECRETARIAL AUDIT REPORT**

In terms of Section 204 of the Act and Rules made there under, Ms. Shilpa Parekh, proprietress of M/s. S G Parekh & Co., Practicing Company Secretary had been appointed as Secretarial Auditor of the Company for the Financial Year 2015-2016, but due to personal reasons she had resigned as Secretarial Auditor of the Company, hence the Board has appointed Ms. Payal Tachak, proprietress of M/s. Payal Tachak & Associates, Practicing Company Secretary for the FY 2015-16. The report of the Secretarial Auditor is enclosed as Annexure to this Report.

- a) Section 203(1) (ii) Non appointment of Company Secretary

The Board would like to bring to your notice that the Company has been trying to recruit a Company Secretary on best efforts basis since long time but the Company has not been successful.

- b) Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Non appointment of Qualified Company Secretary as Compliance Officer (Applicable from 1st December, 2015)

The Board has designated Mr. Udit Agarwal as Compliance officer to take care of the compliances till such time the Company finds suitable candidate for the post of Company Secretary.

- c) Clause 1.2.4 of Secretarial Standard 2 – Map of the Venue of the Annual General Meeting in the Notice of AGM for the Year 2014-15.

The company was not aware about the said provision. However from now onwards the same will be complied.

- d) Clause 41(III)(B) & 41(VI) of the listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015- Advertisement in News Paper

Due to an oversight, the Company could not publish the Intimation of Board Meeting held for Consideration of Audited Financial Results and the Audited Financial Results for 31.03.2015. The Company shall take due care that such an error does not occur henceforth.

**15. VIGIL MECHANISM**

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established.

**16. RISK MANAGEMENT POLICY**

The Company has laid down a well defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a proper defined framework

**17. EXTRACT OF ANNUAL RETURN**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

**18. CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The code laid down by the Board is known as “code of business conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website [www.nidhiservicesltd.com](http://www.nidhiservicesltd.com)

**19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The Company has not entered any contracts or arrangements with related parties specified under Section 188 of Companies Act, 2013.

**20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Conservation of energy, technology absorption, foreign exchange earnings and outgo are Nil during the year under review.

**21. INDUSTRIAL RELATIONS:**

Industrial Relations remained cordial throughout the year under review.

**22. LISTING WITH STOCK EXCHANGES**

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to The Calcutta Stock Exchange Limited (CSE) where the Company’s Shares are listed.

The Company has connectivity with both the depositories i.e NSDL and CDSL, we request the shareholders of the Company to take advantage of this connectivity and opt to dematerialise their physical shareholding.

You may contact the Registrar and Share Transfer Agent of the Company in case any assistance is needed in this regard.

**23. OTHER INFORMATION**

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. There are no contracts or arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013.
2. Your Company has not provided Loans, Guarantees or made Investment pursuant to Section 186 of the Companies Act, 2013;
3. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) is not applicable to the Company, hence, there is no need to develop policy on CSR and take initiative thereon;
4. The Company do not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
5. The Company has not accepted deposits covered under Chapter V of the Act;
6. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
7. Since, the Company is having paid-up capital less than the threshold provided for Compliance with Clause 49 of Listing Agreement and Regulation 27 (2) of Listing Regulations, hence, the Company is not required to address Reports on Corporate Governance, certificate/s pertains thereto.
8. There are no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**24. ACKNOWLEDGEMENTS**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

**For and on behalf of the Board of Directors**

Place: Delhi  
Date: 11<sup>th</sup> August, 2015

**Udit Agarwal**  
Whole Time Director

**Ram Agarwal**  
Director

**ANNEXURE INDEX**

<b><u>Annexure</u></b>	<b><u>Content</u></b>
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report

**Annexure I****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L65999DL1984PLC018077
2	Registration Date	1 <sup>st</sup> May, 1984
3	Name of the Company	Nidhi Services Limited
4	Category/Sub-category of the Company	Category : Company Limited by Shares Sub-Category : Indian Non-Government Company
5	Address of the Registered office & contact details	Address : 5/19-B, Roop Nagar, Delhi – 110007. Email ID: <a href="mailto:nidhiservicesltd@gmail.com">nidhiservicesltd@gmail.com</a>
6	Whether listed company	Calcutta Stock Exchange
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Shareregistry (I) Pvt. Ltd Address : Unit No. 9, Shiv Shakti Ind. Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011

**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)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NIL		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1	NIL				

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st-April-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	--	--	--	0.00%	--	--	--	0.00%	0.00%
b) Central Govt	--	--	--	0.00%	--	--	--	0.00%	0.00%
c) State Govt(s)	--	--	--	0.00%	--	--	--	0.00%	0.00%
d) Bodies Corp.	--	--	--	0.00%	--	--	--	0.00%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st-April-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e) Banks / FI	--	--	--	0.00%	--	--	--	0.00%	0.00%
f) Any other	--	--	--	0.00%	--	--	--	0.00%	0.00%
<b>Total shareholding of Promoter (A)</b>	--	--	--	0.00%	--	--	--	0.00%	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	--	--	--	0.00%	--	--	--	0.00%	0.00%
b) Banks / FI	--	--	--	0.00%	--	--	--	0.00%	0.00%
c) Central Govt	--	--	--	0.00%	--	--	--	0.00%	0.00%
d) State Govt(s)	--	--	--	0.00%	--	--	--	0.00%	0.00%
e) Venture Capital Funds	--	--	--	0.00%	--	--	--	0.00%	0.00%
f) Insurance Companies	--	--	--	0.00%	--	--	--	0.00%	0.00%
g) FIs	--	--	--	0.00%	--	--	--	0.00%	0.00%
h) Foreign Venture Capital Funds	--	--	--	0.00%	--	--	--	0.00%	0.00%
i) Others (specify)	--	--	--	0.00%	--	--	--	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	--	--	--	<b>0.00%</b>	--	--	--	<b>0.00%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	--	47800	47800	19.12%	286800	--	286800	19.12%	0.00%
ii) Overseas	--	--	--	0.00%	--	--	--	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	--	135650	135650	54.26%	0	145200	145200	9.68%	-44.58%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	46250	46250	18.50%	289500	656700	946200	63.08%	44.58%
c) Others (specify)									
Non Resident Indians	--	--	--	0.00%	--	--	--	0.00%	0.00%
Overseas Corporate Bodies	--	--	--	0.00%	--	--	--	0.00%	0.00%
Foreign Nationals	--	--	--	0.00%	--	--	--	0.00%	0.00%
Clearing Members	--	--	--	0.00%	--	--	--	0.00%	0.00%
Trusts	--	--	--	0.00%	--	--	--	0.00%	0.00%
Hindu Undivided Families	--	20300	20300	8.12%	121800	--	121800	8.12%	0.00%



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st-April-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Bodies - DR	--	--	--	0.00%	--	--	--	0.00%	0.00%
Sub-total (B)(2):-	--	250000	250000	100.00%	698100	801900	1500000	100.00%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	250000	250000	100.00%	698100	801900	1500000	100.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs	--	--	--	0.00%	--	--	--	0.00%	0.00%
Grand Total (A+B+C)	--	250000	250000	100.00%	698100	801900	1500000	100.00%	0.00%

## B) Shareholding of Promoter-

Sr No.	Shareholder's Name	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2015)			Shareholding at the end of the year (31 <sup>st</sup> March, 2016)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	NIL	--	--	--	--	--	--	--

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

SrNo	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year (31 <sup>st</sup> March, 2015)	--	--	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	--	--	--	--
3.	At the end of the year (31 <sup>st</sup> March, 2016)	--	--	--	--

## D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No	For Each of the Top 10 Shareholders	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.	AGARWAL & AGARWAL PRIVATE LIMITED				
	At the beginning of the year	24800	9.92%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			--	--
	Date	Reason			

Sr No	For Each of the Top 10 Shareholders		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
	28 <sup>th</sup> May, 2015	Bonus Issue	124000	8.27%		
	At the end of the year		148800	9.92%	148800	9.92%
<b>2.</b>	<b>LEGEND MARKETING PRIVATE LIMITED</b>					
	At the beginning of the year		23000	9.2%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	115000	7.67%		
	At the end of the year		138000	9.2%	138000	9.2%
<b>3.</b>	<b>ANJU AGARWAL</b>					
	At the beginning of the year		21350	8.54%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	106750	7.12%		
	At the end of the year		128100	8.54%	128100	8.54%
<b>4.</b>	<b>RAM NARESH AGARWAL (HUF)</b>					
	At the beginning of the year		20300	8.12%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	101500	6.77%		
	At the end of the year		121800	8.12%	121800	8.12%
<b>5.</b>	<b>APPI WADHWA</b>					
	At the beginning of the year		4950	1.98%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	24750	1.65		
	At the end of the year		29700	1.98%	29700	1.98%
<b>6.</b>	<b>RAJIV WADHWA</b>					
	At the beginning of the year		4950	1.98%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	24750	1.65		
	At the end of the year		29700	1.98%	29700	1.98%
<b>7.</b>	<b>KUNTI JAIN</b>					
	At the beginning of the year		4950	1.98%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				

Sr No	For Each of the Top 10 Shareholders		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
	28 <sup>th</sup> May, 2015	Bonus Issue	24750	1.65%		
	At the end of the year		29700	1.98%	29700	1.98%
8.	RAM PRAVESH AGARWAL					
	At the beginning of the year		4950	1.98%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	24750	1.65%		
	At the end of the year		29700	1.98%	29700	1.98%
9.	RISHI AGARWAL					
	At the beginning of the year		4950	1.98%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	24750	1.65%		
	At the end of the year		29700	1.98%	29700	1.98%
10.	MEERA DEVI SARAF					
	At the beginning of the year		4950	1.98%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	24750	1.65%		
	At the end of the year		29700	1.98%	29700	1.98%

## E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Udit Agarwal					
	At the beginning of the year		24900	9.96%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--	--	--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	124500	8.3%		
	At the end of the year		149400	9.96%	--	--
2.	Ram Naresh Agarwal					
	At the beginning of the year		2000	0.8%	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		--	--	--	--
	Date	Reason				
	28 <sup>th</sup> May, 2015	Bonus Issue	10000	0.67%		
	At the end of the year		12000	0.8%	--	--

3.	Babu Lal Agarwal				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	--	--	--	--
4.	Vijaya Laxmi Iyengar				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	--	--	--	--

V. **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	--	--	--	--
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--
Change in Indebtedness during the financial year	--	--	--	--
* Addition	--	--	--	--
* Reduction	--	--	--	--
Net Change	--	--	--	--
Indebtedness at the end of the financial year	--	--	--	--
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--

VI. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

Sr.No.	Particulars of Remuneration	Name of WTD
		Mr. Udit Agarwal, WTD
1	Gross salary	36,935.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--
2	Stock Option	--
3	Sweat Equity	--
4	Commission - as % of profit - others, specify...	--
5	Others, please specify	--
	Total (A)	36,935.00
	Ceiling as per the Act	11% of the Net of Profit

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Ram Naresh Agarwal	Babu Lal Agarwal	Vijaya Laxmi Iyengar	
1.	Independent Directors				

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Ram Naresh Agarwal	Babu Lal Agarwal	Vijaya Laxmi Iyengar	
	· Fee for attending board committee meetings	--	--	--	--
	· Commission	--	--	--	--
	· Others, please specify	--	--	--	--
	Total (1)	--	--	--	--
2.	<u>Other Non-Executive Directors</u>				
	· Fee for attending board committee meetings	--	--	--	--
	· Commission	--	--	--	--
	· Others, please specify	--	--	--	--
	Total (2)	--	--	--	--
	Total (B)=(1+2)	--	--	--	--
	Total Managerial Remuneration	--	--	--	--
	Overall Ceiling as per the Act	11% of Net Profit			

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Ms. Saiba Agarwal, CFO
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	36,935.00 -- -- --
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission - as % of profit - others, specify...	--
5.	Others, please specify	--
6.	Total	36,935.00

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on behalf of the Board of Directors

Place: Delhi  
Date: 11<sup>th</sup> August, 2016

Udit Agarwal  
Whole Time Director

Ram Naresh Agarwal  
Director

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

To,  
The Members,  
**Nidhi Services Limited**  
5/19-B, Roop Nagar, Delhi-110007

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nidhi Services Limited** (hereinafter called "**the Company**"). The 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 my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Nidhi Services Limited** ("the company") for the financial year ended March 31, 2016 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
  - iv. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. Provisions of the following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 were not applicable to the Company under the financial year 2015-16:
  - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - b) 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;
  - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- d) 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;
  - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. Provisions of the Foreign Management Act, 1999 and the rules and Regulations made thereunder to the extent of External Commercial Borrowings were not attracted to the company under the Audit period.
4. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
  - (ii) The Listing Agreements entered into by the Company with CSE Limited (upto 30 November, 2015).

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable and subject to the following observation.

1. *Sec 203(1)(ii) of Companies Act, 2013 – Appointment of Key Managerial Personnel*

*Pursuant to the provisions of Sec 203(1)(ii) read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) every Listed Company shall have the following whole time Key Managerial Personnel,-*

- a) *Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time director;*
- b) *Company Secretary; and*
- c) *Chief Financial Officer*

***However, during the period under review, the Company has not Appointed Company Secretary as the Key Managerial Personnel.***

2. *Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Applicable from 1<sup>st</sup> December, 2015)*

*Pursuant to Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 a Listed Company shall designate Qualified Company Secretary as a Compliance officer.*

***However, during the period under review, the Company has not appointed Compliance officer.***

3. *Clause 1.2.4 of Secretarial Standard 2 – Map of the Venue of the Annual General Meeting in the Notice of AGM for the Year 2014-15.*

*Pursuant to clause 1.2.4 of the Secretarial Standards 2 on General Meeting Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted alongwith the Notice on the website.*

***However, during the period under review, the Company has not given road map and prominent land mark in the AGM notice of the 2014-15.***

4. *Clause 41 (III)(B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Advertisement in News Paper*

*Pursuant to Clause 41 (III) (B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company shall issue a public notice in at least in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated for following matters:*

- a) Board meeting wherein quarterly unaudited / audited results are to be considered where Prior 7 clears day's intimation needs to be published.
- b) Financial results within 48 hrs of the conclusion of Board or committee meeting at which they were approved.

**However, during the period under review, the Company has not published in news paper intimation of the Board meeting to be held for Considering Audited Financial Results for 31.03.2015 and further the Audited Financial Results for 31.03.2015 was not published in news paper.**

5. **The Company is required to update all applicable Statutory Registers in new format as prescribed under Companies Act 2013 except register of equity shareholders and index thereof;**
6. **The Company is required to update all applicable Statutory Registers in Electronic form as prescribed under Companies Act 2013 except register of equity shareholders and index thereof;**

**I Further Report that as per the Management Representation letter dated 15<sup>th</sup> July, 2016 provided by Company stated as under:**

With reference to the Companies Management and Administration) Amendment Rules, 2015 vide notification No. G.S.R.207(E), dated 19.03.2016 w.e.f. 19.03.2015, Every Company other than a company referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Reg. 2009 having its equity shares listed on a recognized stock exchange or a company having not less than one thousand members, shall provide to its members facility to exercise their right to vote on resolutions proposed to be considered at general meetings by electronic means.

In view of the above the Management of the company is of the opinion that the Company comes under the purview of Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Reg. 2009 and therefore Section 108 of the Companies Act, 2013 is not applicable to the Company and therefore E-voting for AGM held on 30/09/2015 was not provided.

**However, in my opinion in the light of good Governance practice and since company is in the process of getting listed on Nationwide stock exchange shall provide E-voting facility to its members.**

**I further report that;** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that;** as represented by the Company and relied upon by us 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 the Company has passed the following Special Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**"The Company passed special Resolution in the Extra Ordinary General Meeting held on 15<sup>th</sup> May, 2015 Bonus Issue of Shares in the Ratio of 5(five):1(one) i.e. 5 (Five) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 1 (One) fully paid-up Equity Share of Rs. 10/- (Rupees Ten only)".**

**I further report that** during the audit period, there were no instances of:

1. Public/Right/Preferential Issue of securities;
2. Redemption/Buy Back of Securities;



3. Merger/Amalgamation etc.;
4. Foreign technical Collaborations

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, Accounting Standards etc. has not been reviewed in this Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

I further state that my report of even date is to be read alongwith “Annexure – A” appended hereto.

**FOR PAYAL TACHAK & ASSOCIATES**  
**Practicing Company Secretary**

**CS PAYAL TACHAK**  
**Proprietor**  
**ACS 38016**  
**CP 15010**  
**Place: Mumbai**  
**Date: 11.08.2016**

**‘ANNEXURE A’**

To,  
The Members,  
**Nidhi Services Limited**  
5/19-B, Roop Nagar, Delhi-110007

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 processes 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 processes 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. Where ever required, we have obtained the Management representation 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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR PAYAL TACHAK & ASSOCIATES**  
**Practicing Company Secretary**

**CS PAYAL TACHAK**  
**Proprietor**

ACS 38016  
CP 15010  
Place: Mumbai  
Date: 11.08.2016

## Management Discussion and Analysis

### Overview

The Company is presently engaged in business of Trading and Investment. A major portion of the Income of the Company is derived from the rental received from the letting out of a Commercial Property owned by the Company. The company invests its surplus income in various securities after due study and research. The income generated from the rental income and the investments made by the company has helped the company to generate handsome amounts of profit over the years.

### Financial performance & review

The Company made a profit of Rs. 23,28,944 during current financial year as against profit of Rs. 25,72,590 during the previous year.

### Segment wise performance:

As there is no particular operational activity, hence segment wise performance is not applicable.

### Outlook

The Directors are positive of the Company's growth and progress in the near future considering the positive changes brought about in the overall economy by the new Government at the centre.

### Risk Management

Your Company has no specific risks other than normal business problems which are explained above.

### Internal Controls

The Company has adequate internal control procedures and has well defined business processes to ensure the efficiency and effectiveness of the efforts that go in managing various assets and interests of the Company.

### Subsidiaries

Your Company has no subsidiary Companies.

**CEO/CFO Certification**

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31<sup>st</sup> March, 2016 and to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) They are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2016 are fraudulent, illegal or violate any of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
  - i) Significant changes in internal control over financial reporting during the year under reference;
  - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii) Instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For NIDHI SERVICES LIMITED**

**Date: 11<sup>th</sup> August, 2016**  
**Place: Delhi**

**Saiba Agarwal**  
**Chief Financial Officer (CFO)**

**Udit Agarwal**  
**Whole Time Director**

## Independent Auditor's Report

To  
The Members of Nidhi Services limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Nidhi Services limited ("the Company"), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### 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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. 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.

### Opinion

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 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 31 March 2016 and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, 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 cash flow statement 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 Standards 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 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (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 B".
- (g) 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, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations as at 31 March 2016 which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts as at 31 March 2016.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the period ended 31 March 2016.

**For Gupta Jalan and Associates**  
**Chartered Accountants**

**R.N.Jalan**  
**Partner**  
**M.No.-082389**

**Place: Delhi**  
**The 23<sup>rd</sup> Day of May, 2016**

**Annexure "A " to the Auditors' Report**

The Annexure referred to in our report to the members of Nidhi Services Limited (the Company') for the year Ended on 31st March 2016. We report that:

1. a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
b) All the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the company and the nature of its assets. No serious discrepancies have been noticed on such physical verification.  
c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. The company is not doing any business activities which involve inventories. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the company.
3. The Company had not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly paragraph 3(iii) of the order is not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has not made any loan or investment as required under the provision of section 185 and 186 of Companies Act 2013 with respect to the loans, investments, guarantees, and Security.
5. The Company had not accepted any deposits from the public.
6. Maintenance of cost records under section 148 (1) of the Companies Act, 2013 is not applicable to the company.
7. In respect of Statutory dues:-
  - i) According to the information and explanations given to us, the company has been regular in depositing undisputed statutory dues including income tax, service tax, and any other statutory dues to the appropriate authority during the year which have remained outstanding as at 31st March, 2016, for a period of more than six months from the date they became payable.
  - ii) According to the information and explanations given to us, there is no disputed statutory liability as on 31.03.2016.
8. In our opinion and according to the information and explanation to us, the company has not taken any loan from financial Institution, banks, government or issue Debenture. Therefore this clause does not applicable on the company .
9. (i) According to the information and explanations given to us, company had not raised any money during the year by way of initial public offer or further public offer (including debt instruments).  
(ii) According to the information and explanations given to us, the company had not raised term loans during the year.
10. .According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration which is within the limit as prescribed under the provisions of section 197 read with Schedule V to the Companies Act 2013.
12. The company is not a Nidhi Company, therefore the provisions of Nidhi companies are not applicable on the company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, the company had not made any transaction as prescribed under section 177 and 188 of

Companies Act 2013.. In compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The registration with Reserve Bank of India under section 45-IA of the Reserve Bank of India Act 1934 is not applicable on the company.

**For Gupta Jalan & Associates**  
**Chartered Accountant**

**R.N.Jalan**  
**Partner**  
**M.No.-082389**

**Place : Delhi**  
**The 23rd Day of May, 2016**



**“Annexure B” on the Standalone Financial Statements of Nidhi Services limited**

**Report on the Internal Financial Controls 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 Nidhi Services Limited (“the Company”) as of March 31, 2016 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 Company’s management 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 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.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be 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 Company’s internal financial controls system over financial reporting.

**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.

**Inherent 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, 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, 2016, 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 Gupta Jalan & Associates**  
**Chartered Accountant**

**R.N.Jalan**  
**Partner**  
**M.No.-082389**

**Place : Delhi**  
**The 23rd Day of May, 2016**

## NIDHI SERVICES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016

PARTICULARS	NOTE	AS AT 31.03.2016	AS AT 31.03.2015
<b><u>SOURCES OF FUNDS</u></b>			
Shareholders` Funds	1	150,00,000	25,00,000
Reserves and Surplus	2	68,82,107	170,53,163
<b>Non-Current Liabilities</b>			
Other Long Term Liabilities(Securities)		7,80,000	8,25,000
<b>Current Liabilities</b>			
Other Current Liabilities	3	1,09,449	1,45,099
Short-Term Provisions	3	4,65,871	5,13,852
Total		232,37,427	210,37,114
<b><u>ASSETS</u></b>			
<b>Non Current Assets</b>			
Tangible Fixed Assets	4	28,68,913	28,68,913
Other Non Current Assets	5	193,82,055	170,46,968
<b>Current Assets</b>			
Cash and cash equivalents	6	3,28,304	4,74,508
Other Current Assets	7	6,58,155	6,46,725
Total Rs.		232,37,427	210,37,114
The Accompanying notes 1 to 10 are and integral part of the financial statements			
As per our report attached for <b>GUPTA JALAN &amp; ASSOCIATES</b> Chartered Accountants		for and on behalf of the Board	
CA R.N.JALAN M. No. 082389 (PARTNER)		Ram Naresh Agarwal DIRECTOR DIN:00238686	Udit Agarwal DIRECTOR DIN:00239114
Place: Delhi The 23 <sup>rd</sup> day of May, 2016			

## NIDHI SERVICES LIMITED

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016**

PARTICULARS	NOTE	FOR THE YEAR ENDED 31.03.2016	FOR THE YEAR ENDED 31.03.2015
<b>INCOME</b>			
I. Other Income	8	35,25,624	34,37,536
II. Total Revenue		35,25,624	34,37,536
<b>III. EXPENSES</b>			
Financial Costs		3,405	12,434
Other Expenses	9	7,16,065	3,39,561
Total Rs.		7,19,470	3,51,995
IV Profit before Exception Items and Tax	(II-III)	28,06,154	30,85,542
V <u>Tax Expenses</u>			
For the Current Tax		4,58,871	5,12,952
For the earlier years		18,339	-
VI Profit for the year (IV-V)		23,28,944	25,72,590
VII Earnings Per Equity Share			
Basic		1.87	12.34
Diluted		1.87	12.34

The Accompanying notes 1 to 10 are and integral part of the financial statements

As per our report attached

**For GUPTA JALAN & ASSOCIATES**  
Chartered Accountants

**For and on behalf of the Board**

CA R.N.JALAN  
M. No. 082389  
(PARTNER)

Ram Naresh Agarwal  
DIRECTOR  
DIN:00238686

Udit Agarwal  
DIRECTOR  
DIN:00239114

Place: Delhi  
The 23<sup>rd</sup> day of May, 2016

## NIDHI SERVICES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

PARTICULARS	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
<b>A. CASH FLOW FROM OPERATION ACTIVITIES</b>		
Net Profit before tax	28,06,154	30,85,542
<b>Adjustments For :</b>		
Depreciation	-	-
Financial Expenses	3,405	12,434
Rental Income	(30,92,677)	(30,43,952)
Interest Income on Bonds	(3,60,528)	(3,60,528)
Dividend Received	(47,676)	-
Long Term Capital gain	(24,743)	-
<b>Operating Profit before working capital Changes</b>	<b>(7,16,065)</b>	<b>(3,06,505)</b>
<b>Adjustments For :</b>		
(Increase)\Decrease in Sundry Debtors	-	-
(Increase)\Decrease in Short Term Loans & Advances	(11,430)	(74,985)
Increase\Decrease in Sundry Creditors	-	-
Increase\Decrease in other liabilities Liabilities & Provision	(83,631)	44,304
<b>Cash Generated From Operations</b>	<b>(8,11,126)</b>	<b>(3,37,185)</b>
Direct tax paid	(4,77,210)	(5,12,952)
Extra Ordinary Expenses	-	-
<b>Net Cash Generated From/(used in) Operating Activities</b>	<b>(12,88,336)</b>	<b>(8,50,137)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Net Investment	(23,35,087)	(20,99,799)
Purchase of Fixed Assets	-	(88,000)
Rental Income	30,92,677	30,43,952
Interest Received	3,60,528	3,60,528
Dividend Received	47,676	-
Long Term Capital gain on sale of Units of Mutual Funds	24,743	-
Investment in Long Term Loan & Advances & Investments	-	-
<b>Net Cash Generated from/(used in) investing activities</b>	<b>11,90,537</b>	<b>12,16,681</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of share capital	-	-
Proceeds\Repayment from\of Long Term Borrowings	-	-
Proceeds from Loans & Other Long Term Liabilities	(45,000)	-

PARTICULARS	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
Financial Expenses	(3,405)	(12,434)
<b>Net Cash Generated from/(used in) Financing Activities</b>	<b>(48,405)</b>	<b>(12,434)</b>
I Total increase (decrease) in cash and cash equivalents during the year (A+B+C)	(1,46,204)	3,54,110
II Cash and cash equivalents at beginning of year	4,74,508	1,20,398
III Cash and cash equivalents as at 31st March 2015 (I+II)	<b>3,28,304</b>	<b>4,74,508</b>
<b>For GUPTA JALAN &amp; ASSOCIATES Chartered Accountants</b>	<b>For and on behalf of the Board</b>	
<b>CA R.N.JALAN M. No. 082389 (PARTNER)</b>	<b>Ram Naresh Agarwal DIRECTOR DIN:00238686</b>	<b>Udit Agarwal DIRECTOR DIN:00239114</b>
<b>Place: Delhi The 23<sup>rd</sup> day of May, 2016</b>		

## NIDHI SERVICES LIMITED

## Notes forming part of the financial statements

## Note No. 1

## (i) Particulars of shares capital -authorised, issued and subscribed

PARTICULARS	AS AT		AS AT
	31.03.2016		31.03.2015
<b><u>Share Capital</u></b>			
<b><u>Authorised</u></b>			
40,00,000 Equity Shares of Rs. 10/- each	400,00,000		25,00,000
(Previous 2,50,000 Equity Shares of Rs. 10/- each )			
<b><u>Issued, Subscribed &amp; Paid up</u></b>			
15,00,000 (Including 12,50,000 Bonus share issued other than in cash )Previous year	150,00,000		25,00,000
2,50,000 Equity Shares of Rs. 10/- each fully paid in cash			
Total Rs.	150,00,000		25,00,000
<b>A) Reconciliation of Number of Ordinary Shares Outstanding</b>			
At Beginning of the Year			
Fully paid up	2,50,000	#	2,50,000
Partly paid up	-	#	-
Add : Issue of Bonus Shares			
Fully paid up	12,50,000	#	-
At the End of the Year			
Fully paid up	15,00,000		2,50,000
Partly paid up	-	#	-
<b>B) Share holder holding more than 5% of the ordinary shares in the company</b>			
1. M/s. R.N. Aggarwal HUF	1,21,800		20,300
2. Legend Marketing Private Limited	1,38,000		23,000
3. Sh. Udit Aggarwal	1,49,400		24,900
4. M/s. AGARWAL & AGARWAL PRIVATE LIMITED	1,48,800		24,800
5. Mrs. Anju Agarwal	1,28,100		21,350
<b>Note No. 2</b>			
<b><u>RESERVES &amp; SURPLUS</u></b>			
<b><u>Profit &amp; Loss Account</u></b>			
Carried Forward From Previous Year	170,50,053		144,77,463
Less:-Utilised for allotment of Bonus Shares	125,00,000		-
Net Profit for the Year	23,28,944		25,72,590
Reserve Fund	3,110		3,110
Total Rs.	68,82,107		170,53,163

## NIDHI SERVICES LIMITED

Notes forming part of the financial statements

PARTICULARS	AS AT	
	31.03.2016	31.03.2015
<b>Note No. 3</b>		
<b><u>CURRENT LIABILITIES</u></b>		
<b>a) Other Current Liabilities</b>		
Advance from Customers	42,145	1,12,145
Expenses Payable	67,304	32,954
	<u>1,09,449</u>	<u>1,45,099</u>
<b>b) Short Term Provisions</b>		
Statutory Liabilities	-	900
Provision for Taxation	4,65,871	5,12,952
	<u>4,65,871</u>	<u>5,13,852</u>
Total Rs.	<u>4,65,871</u>	<u>5,13,852</u>

## NIDHI SERVICES LIMITED

Note No. 4

**TANGIBLE ASSETS**

PARTICULARS	GROSS BLOCK			DEPRICIATION			NETBLOCK	
	AS AT 1.4.2015	ADDITIONS DURING THE YEAR	TOTAL	UP TO 31.3.2016	FOR THE YEAR	UP TO 31.03.2016	AS AT 31.3.2016	AS AT 31.3.2015
Building	29,67,613	-	29,67,613	1,96,900	-	1,96,900	27,70,713	27,70,713
Pump	10,200	-	10,200	-	-	-	10,200	10,200
Air-Conditioner	28,432	-	28,432	-	-	-	28,432	28,432
Furmiture & Fixture	59,568	-	59,568	-	-	-	59,568	59,568
Total Rs.	<u>30,65,813</u>	<u>-</u>	<u>30,65,813</u>	<u>1,96,900</u>	<u>-</u>	<u>1,96,900</u>	<u>28,68,913</u>	<u>28,68,913</u>
Previous year	29,77,813	88,000	30,65,813	1,96,900	-	1,96,900	28,68,913	27,80,913



## NIDHI SERVICES LIMITED

## Notes forming part of the financial statements

PARTICULARS	AS AT 31.03.2016	AS AT 31.03.2015
<b>Note No. 5</b>		
<b><u>NON CURRENT INVESTMENT</u></b>		
Investment in Mutual funds	187,52,644	168,30,225
Expenses to the extent not written off within one year	6,29,411	2,16,743
Total Rs.	193,82,055	170,46,968
<b>Note No. 6</b>		
<b><u>CASH AND CASH EQUIVALENTS</u></b>		
Cash in hand (As Certified)	1,12,152	1,08,557
Balance with Scheduled bank in Current Account	2,16,152	3,65,952
Total Rs.	3,28,304	4,74,508
<b>Note No. 7</b>		
<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
(Unsecured, considered good		
Advance Tax	4,24,268	5,01,395
Advance recoverable in cash or kind	-	73,082
Expenses to be written off with in one year	2,33,887	72,248
Total Rs.	6,58,155	6,46,725
<b>Note No. 8</b>		
<b><u>OTHER INCOME</u></b>		
Rent Received	30,92,677	30,43,952
Capital Gains on sale of Units of Mutual Funds	24,743	-
Interest on Bonds	3,60,528	3,60,528
Dividend Received	47,676	33,056
Total Rs.	35,25,624	34,37,536

## NIDHI SERVICES LIMITED

**Notes forming part of the financial statements**

PARTICULARS -----	FOR THE YEAR ENDED 31.03.2016 -----	FOR THE YEAR ENDED 31.03.2015 -----
<b>Note No. 9</b>		
<b><u>OTHER EXPENSES</u></b>		
Director Remuneration	73,870	-
Accounting Charges	60,000	60,000
Advertisement Expenses	33,716	43,392
Printing & Stationery	35,276	900
Postage & Telegram	34,980	2,660
Electricity Expenses	12,787	-
General Expenses	84,165	79,542
House Tax	25,704	25,704
Legal & Professional Charges	1,04,505	38,261
Listing Fee written off	2,33,887	72,248
 <u>Auditors Remuneration</u>		
Audit Fees	17,175	16,854
Total Rs.	7,16,065	3,39,561

**Note No. 10**

- The accounts are prepared on the accrual basis under the historical cost convention in accordance with the provisions of the Companies Act, 2013 and with the Accounting standard issued by the Institute of Chartered Accountants of India.
- Fixed Assets are stated at their historical cost including freight, taxes, other incidental expenses related to acquisition/installation.
- The depreciation on assets has not been provided because company is not doing any commercial Activities
- Investment are stated at cost of acquisition.

		<u>Current Year</u>		<u>Previous year</u>	
		<u>Units</u>	<u>Value</u>	<u>Units</u>	<u>Value</u>
i	<b><u>Investment in Mutual Fund</u></b>				
	IDFC MM Treasury Plan A-G	41,500.17	7,24,185	46,003.76	7,99,442
	Market value		9,82,367		10,05,831
ii	IDFC Arbitrage Fund- DIV RE INV	94,078.675	11,80,732	50,287.62	6,33,056
	Market value		11,85,965		6,27,242
iii	TIS T Income Retail Plan-G	2,631.92	63,50,000	2,631.92	63,50,000
	Market value		80,20,302		75,63,736

iv	IDFC Dy. Bond Fund Plan-B Growth Market value	3,80,803.99	54,92,824 67,89,469	3,55,070.49	46,92,824 56,83,231
v	PFCTax Free Bonds of Rs.1000/- Each Market value	1,231.00	12,70,767 12,31,000	1,231.00	12,70,767 12,31,000
vi	REC Tax Free Bonds of Rs.1000/- Each Market value	3,000.00	30,84,136 30,00,000	3,000.00	30,84,136 30,00,000
vii	F. INDIA BALANCED FUND -DIC RE-INV Market value	31,131.861	6,50,000 6,70,400	-	-

5 CONTIGENT LIABILITES NIL NIL

6 RELATIVED PARTIES TRANSACTION

Name of the Relative	Transaction	Relation	Balance 31.03.2015	Volume of Transaction		Balance 31.03.2016
				Dr	Cr	
Udit Aggarwal	Director Remuneration	Director Wife of a	-	36,935	36,935	-
Saiba Aggarwal	Salary	Director	-	36,935	36,935	-

7 Estimate amount of Outstanding Capital NIL NIL  
Commitments not provided for

8 Previous year figures have been regrouped/rearranged wherever considered necessary.

9 Note 1 to 9 form an integral part of Balance sheet and Profit & Loss Account and have been duly authenticated.

As per our report attached  
for **GUPTA JALAN & ASSOCIATES**  
Chartered Accountants

for and on behalf of Board

CA R.N. Jalan  
M. No. 082389  
(PARTNER)

CA R.N.JALAN  
M. No. 082389

Ram Naresh Agarwal  
DIRECTOR  
DIN:00238686

Udit Agarwal  
DIRECTOR  
DIN:00239114

Place: Delhi  
The 23<sup>rd</sup> day of May, 2016

**Form No. MGT-11  
Proxy form**

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the company, to be held on Friday, 23<sup>rd</sup> September, 2016 at 11.00 a.m. at 5/19-B, Roop Nagar, Delhi – 110 007 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Re-Appointment of Mr. Ram Naresh Agarwal pursuant to retirement by rotation eligible for re-appointment		
3.	Re-Appointment of M/s. Gupta Jalan & Associates , Chartered Accountants as Statutory Auditors & fixing their remuneration		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Affix Revenue Stamps
----------------------------

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across  
Revenue Stamp

**Nidhi Services Limited**  
**Registered Office: 5/19-B, Roop Nagar, Delhi – 110 007**  
**CIN: L65999DL1984PLC018077**

**ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Annual General Meeting of the members of Nidhi Services Limited will be held on Friday, 23<sup>rd</sup> September, 2016, at 11.00 a.m. at 5/19-B, Roop Nagar, Delhi – 110 007

<b>DP ID :</b>		<b>CLIENT ID :</b>	
<b>NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)</b>			<b>FOLIO NO.</b>

SIGNATURE OF THE SHARE HOLDER OR PROXY: \_\_\_\_\_

----- ✂ ----- ✂ ----- ✂ ----- ✂ -----

<b>EVSN (Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

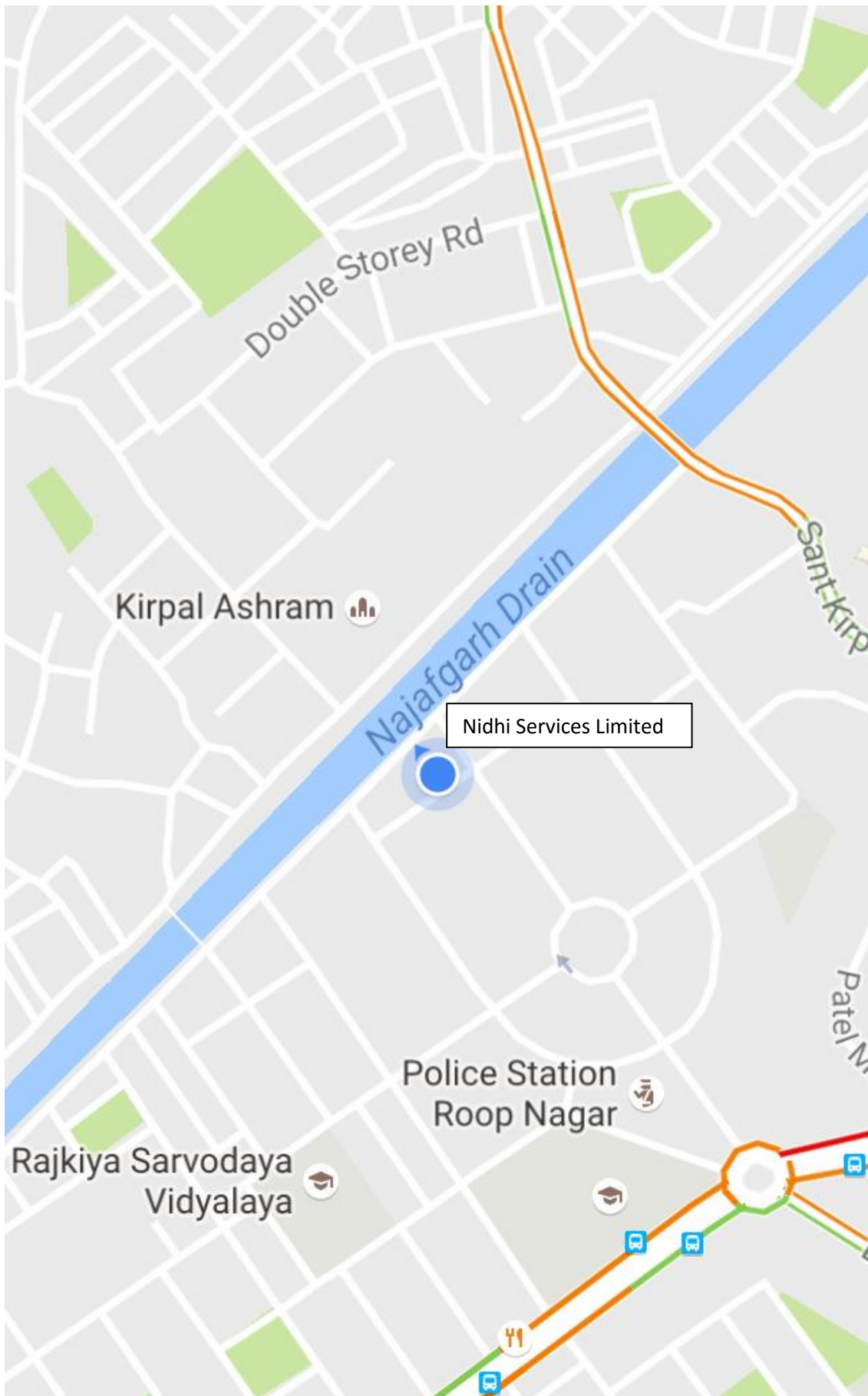
**Note:** E-voting period: 20<sup>th</sup> September, 2016 at 9.00 a.m. IST and ends on 22<sup>nd</sup> September, 2016 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**(Member's /Proxy's Signature)**

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING

5/19-B, Roop Nagar, Delhi – 110 007



**BOOK POST**

**NIDHI SERVICES LIMITED**  
**5/19-B, Roop Nagar,**  
**Delhi – 110 007**