

# NIDHI SERVICES LIMITED

5/19-B, Roop Nagar, Delhi – 110007

Tel.: 011-43215145, Mobile: 09811021216

CIN: L65999DL1984PLC018077 E-mail: nidhiservicesltd@gmail.com

Date: 16<sup>th</sup> October, 2018

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-2017-18**

Dear Sir / Madam,

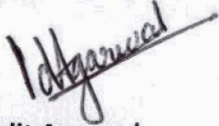
Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of Nidhi Services Limited for FY-2017-18 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

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**

**34<sup>th</sup>**

**ANNUAL REPORT (2017-18)**



**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****Rajesh Sareen & Associates**

Chartered Accountants

**Add:** F-24/223, Sector 3,  
Rohini, Delhi - 110085

**Tel:** 011-27513195

**Mob:** +91-9971141528

**Email:** rajeshsareen75@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

**Web:** www.purvashare.com

**ANNUAL GENERAL MEETING**

<b>Day</b>	Wednesday
<b>Date</b>	26/09/2018
<b>Venue</b>	5/19-B, Roop Nagar, Delhi – 110 007
<b>Time</b>	11.00 AM

**INDEX**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Pg. No.</b>
<b>1.</b>	<b>Notice</b>	<b>2</b>
<b>2.</b>	<b>Directors' Report</b>	<b>8</b>
	i. MGT – 9	13
	ii. MR-3	20
<b>3.</b>	<b>Management Discussion and Analysis</b>	<b>23</b>
<b>4.</b>	<b>CEO/CFO Certificate</b>	<b>24</b>
<b>5.</b>	<b>Independent Auditors Report</b>	<b>25</b>
	i. Balance sheet	31
	ii. Statement of Profit and Loss Account	32
	iii. Cash Flow Statement	33
	iv. Notes to the Financial Statement	35
<b>6.</b>	<b>Proxy Form</b>	<b>42</b>
<b>7.</b>	<b>Attendance Slip</b>	<b>43</b>

<b>NOTICE TO THE MEMBERS</b>	<b>NIDHI SERVICES LIMITED</b>
	CIN : L65999DL1984PLC018077
	Regd. Off.: 5/19-B, Roop Nagar, Delhi – 110 007
	Tel: 011-43215145
	Website: www.nidhiservicesltd.com
	Email: nidhiservicesltd@gmail.com

### NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of NIDHI SERVICES LIMITED will be held on **Wednesday, 26<sup>th</sup> September, 2018** 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 2018, 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.

#### SPECIAL BUSINESS

- Re - Appointment and Remuneration of Mr. Udit Agarwal (DIN: 00239114) as Whole-time Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

**“RESOLVED THAT** subject to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to the re-appointment and remuneration to Mr. Udit Agarwal (DIN: 00239114) as Whole-time Director of the Company under the Companies Act, 2013 for a period of three years with effect from 20th August, 2018 to 19th August, 2021 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors ( hereinafter referred to the “Board” which term shall be deemed to include the Board of Directors) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Udit Agarwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors**

**Place: Delhi**  
**Date: 13<sup>th</sup> August, 2018**

**Ram Naresh Agarwal**  
**Director**  
**DIN: 00238686**

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

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 and 3 of the accompanying Notice.
3. 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.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. 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.
6. Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2018 to 26<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 26<sup>th</sup> September 2018.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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)
12. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (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.
13. 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.
14. 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 34<sup>th</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 23<sup>rd</sup> September, 2018 at 9.00 A.M. and ends on 25<sup>th</sup> September, 2018 at 5.00 P.M.. 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 19<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members.

- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	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> <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>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Nidhi Services Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (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 Corporates.
  - 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 linked in the login 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) 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).
- (xxi) 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. 19<sup>th</sup> September, 2018 shall view the Notice of the 34<sup>th</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.
- (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) and Metropolitan Stock Exchange Of India Ltd (MSEI).



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

Considering the growth achieved by the Company and the ambitious growth plan for immediate future, the responsibilities borne by the Director and the industry standards, the Board of Directors of the Company at its Meeting held on 13<sup>th</sup> August, 2018 has pursuant to the recommendation of the Board of Directors and subject to the approval of members, approved re-appointment and remuneration of Mr. Udit Agarwal, as Whole-time Director under the Companies Act, 2013 for a period of 3 years from 20<sup>th</sup> August, 2018 to 19<sup>st</sup> August, 2021 (both days inclusive). The Whole-time Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Udit Agarwal, Whole-time Director are set out below :

**SALARY:**

Basic Salary shall be Rs. 60,000/- (Rs. Sixty Thousand) per year.

**PERQUISITES:**

Mr. Udit Agarwal shall not be entitled to any perquisites

**COMMISSION:**

Mr. Udit Agarwal shall not be entitled to any commission

The nature of employment of the WTD with the Company shall be contractual and can be terminated by giving three months' notice from either party. Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Whole-time Director is now being placed before the members in the 34<sup>th</sup> Annual General Meeting for their approval by way of a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mr. Udit Agarwal and Mr. Ram Naresh Agarwal.

Your Directors recommend Resolution at Item No. 3 as a Special Resolution for approval of the members.

## 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	Mr. Udit Agarwal
Director Identification Number (DIN)	00238686	00239114
Date of Birth	29/01/1949	01/11/ 1981
Nationality	Indian	Indian
Date of Appointment on Board	22/08/2003	22/08/2003
Qualification	<b>B. Com</b>	<b>M.Sc</b>
Shareholding in the Company	<b>12000</b>	<b>149400</b>
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. AGARWAL &amp; AGARWAL PVT LTD</li> <li>2. LEGEND MARKETING PRIVATE LIMITED</li> </ol>	<ol style="list-style-type: none"> <li>1. LEGEND MARKETING PRIVATE LIMITED</li> <li>2. AGARWAL &amp; AGARWAL PVT LTD</li> </ol>
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	<b>NIL</b>	<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: 13<sup>th</sup> August, 2018**

**Ram Naresh Agarwal**  
**Director**  
**DIN: 00238686**

**DIRECTOR'S REPORT**

To,

The Members,

Your Directors have pleasure in presenting their 34<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

**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	2017-2018	2016-2017
Gross Income	<b>49,42,393</b>	<b>76,12,328</b>
Profit / (Loss) Before Interest and Depreciation	44,33,994	76,12,328
Finance Charges	--	2,875
Gross Profit/(Loss)	44,33,994	53,12,720
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	44,33,994	53,12,720
Provision for Tax	5,96,093	4,70,888
Net Profit/(Loss) After Tax	<b>38,37,901</b>	<b>55,13,425</b>
Other Comprehensive Income	<b>10,67,765</b>	<b>7,01,941</b>
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	49,05,666	62,15,366

**2. COMPANY'S PERFORMANCE AFFAIR**

During the year under review, the Company has earned a net profit after tax of Rs. 49,05,666 as compared to the net profit after tax of Rs. 62,15,366 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. 49,05,666 for financial year under review is transferred to reserves. The total reserves for the financial year 2017-18 is Rs. 1,80,00,029.

**5. SHARE CAPITAL**

The total paid up capital of the Company as on March 31, 2018 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.

Mr. Udit Agarwal is Appointed as the Whole Time Director of the Company for a period of 3(Three) years from 20<sup>th</sup> August, 2018 to 19<sup>st</sup> August, 2021 (both days inclusive).

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 Six 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.	26th May 2017	1.	26th May 2017
2.	13th July 2017	2.	13th July 2017
3.	9th Aug 2017	3.	9th Aug 2017
4.	9th Nov 2017	4.	9th Nov 2017
5.	8th Feb 2018	5.	8th Feb 2018
6.	22nd March 2018		

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

### 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, the Auditors, Rajesh Sareen & Associates, Chartered Accountant, Delhi is appointed as Statutory Auditor of the Company from 33<sup>rd</sup> Annual General Meeting [AGM] till the conclusion of 38th Annual General Meeting.

**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. Payal Tachak, proprietress of M/s. Payal Tachak & Associates, Practicing Company Secretary had been appointed as Secretarial Auditor of the Company for the Financial Year 2017-18.

Secretarial Auditor's observation and Management's explanation to the Auditor's observation –

- a) Non appointment of Company Secretary and Compliance Officer for the entire Financial year

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 a long time but the Company has not been successful.

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.

**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 2017-2018 to The Calcutta Stock Exchange Limited (CSE) and Metropolitan Stock Exchange of India Ltd. (MSEI) 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 does 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 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: 13<sup>th</sup> August, 2018

**Udit Agarwal**  
Whole Time Director  
DIN: 00239114

**Ram Agarwal**  
Director  
DIN: 00238686

**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 31.03.2018

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: nidhiservicesltd@gmail.com
6	Whether listed company	Calcutta Stock Exchange Metropolitan Stock Exchange Of India Ltd.
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-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% 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%



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st-April-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Bodies Corp.	--	--	--	0.00%	--	--	--	0.00%	0.00%
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>									
1. Institutions									
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	286800	--	286800	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	0	145200	145200	9.68%	0	145200	145200	9.68%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	289500	656700	946200	63.08%	289500	656700	946200	63.08%	0.00%
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%

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st-April-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Hindu Undivided Families	121800	--	121800	8.12%	121800	--	121800	8.12%	0.00%
Foreign Bodies - DR	--	--	--	0.00%	--	--	--	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>698100</b>	<b>801900</b>	<b>1500000</b>	<b>100.00%</b>	<b>698100</b>	<b>801900</b>	<b>1500000</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>698100</b>	<b>801900</b>	<b>1500000</b>	<b>100.00%</b>	<b>698100</b>	<b>801900</b>	<b>1500000</b>	<b>100.00%</b>	<b>0.00%</b>
C. Shares held by Custodian for GDRs & ADRs	--	--	--	0.00%	--	--	--	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>698100</b>	<b>801900</b>	<b>1500000</b>	<b>100.00%</b>	<b>698100</b>	<b>801900</b>	<b>1500000</b>	<b>100.00%</b>	<b>0.00%</b>

## B) Shareholding of Promoter-

Sr No.	Shareholder's Name	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2017)			Shareholding at the end of the year (31 <sup>st</sup> March, 2018)			% 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)

Sr No	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, 2017)	--	--	--	--
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, 2018)	--	--	--	--

## 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.	<b>AGARWAL &amp; AGARWAL PRIVATE LIMITED</b>				
	<b>At the beginning of the year</b>	148800	9.92%	--	--
	<b>Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>	No Change	No Change	--	--

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
	At the end of the year	148800	9.92%	--	--
<b>2.</b>	<b>LEGEND MARKETING PRIVATE LIMITED</b>				
	At the beginning of the year	138000	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.):	No Change	No Change	--	--
	At the end of the year	138000	9.2%	--	--
<b>3.</b>	<b>ANJU AGARWAL</b>				
	At the beginning of the year	128100	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.):	No Change	No Change	--	--
	At the end of the year	128100	8.54%	--	--
<b>4.</b>	<b>RAM NARESH AGARWAL (HUF)</b>				
	At the beginning of the year	121800	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.):	No Change	No Change	--	--
	At the end of the year	121800	8.12%	--	--
<b>5.</b>	<b>APPI WADHWA</b>				
	At the beginning of the year	29700	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.):	No Change	No Change	--	--
	At the end of the year	29700	1.98%	--	--
<b>6.</b>	<b>RAJIV WADHWA</b>				
	At the beginning of the year	29700	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.):	No Change	No Change	--	--
	At the end of the year	29700	1.98%	--	--
<b>7.</b>	<b>KUNTI JAIN</b>				
	At the beginning of the year	29700	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.):	No Change	No Change	--	--
	At the end of the year	29700	1.98%	--	--
<b>8.</b>	<b>RAM PRAVESH AGARWAL</b>				
	At the beginning of the year	29700	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.):	No Change	No Change	--	--
	At the end of the year	29700	1.98%	--	--
<b>9.</b>	<b>RISHI AGARWAL</b>				
	At the beginning of the year	29700	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.):	No Change	No Change	--	--

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
	At the end of the year	29700	1.98%	--	--
10.	MEERA DEVI SARAF				
	At the beginning of the year	29700	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.):	No Change	No Change	--	--
	At the end of the year	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	149400	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.):	No Change	No Change	--	--
	At the end of the year	149400	9.96%	--	--
2.	Ram Naresh Agarwal				
	At the beginning of the year	12000	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.):	No Change	No Change	--	--
	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/acrued 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	60,000.00
	(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)	60,000.00
	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.	<u>Independent Directors</u> · 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	Mr. Rajeev Shukla, 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	60,000.00 -- -- --
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission - as % of profit - others, specify...	--
5.	Others, please specify	--
6.	Total	60,000.00

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

For and on behalf of the Board of Directors

Place: Delhi  
Date: 13<sup>th</sup> August, 2018Udit Agarwal  
Whole Time Director  
DIN: 00239114Ram Naresh Agarwal  
Director  
DIN: 00238686

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

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

To,  
The Members,  
**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, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2018 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
  - iv. 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 2017-18:
  - 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

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 & Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 – Appointment of Compliance officer.***

***However, during the period under review, Company Secretary & Compliance Officer was not there for entire financial year.***

**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.

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.

**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 not passed any Special Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**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: 13.08.2018**



**'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: 13.08.2018**

## 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 Industrial 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. 49,05,666 during current financial year as against profit of Rs. 62,15,366 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 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, 2018 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, 2018 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: 13<sup>th</sup> August, 2018**  
**Place: Delhi**

**Rajeev Shukla**  
**Chief Financial Officer (CFO)**

**Udit Agarwal**  
**Whole Time Director**  
**DIN: 00239114**

## 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 2018, 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 2018 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 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 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"; and
  - 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 2018 which would impact its financial position.
    - ii. the Company did not have any long-term contracts including derivative contracts as at 31 March 2018.
    - 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 2018.

**For Rajesh Sareen & Associates**  
**Chartered Accountants**

**Rajesh Sareen**  
**Partner**  
**M.No.- 500617**

**Place: Delhi**  
**The 29<sup>th</sup> Day of May, 2018**

**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 31<sup>st</sup> march 2018. 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, servicetax, GST and any other statutory dues to the appropriate authority during the year which have remained outstanding as at 31<sup>st</sup> March, 2018, 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<sup>st</sup> March, 2018.
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 apply to 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 given 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 made related party transactions in accordance with the provisions of section

177 and 188 of Companies Act 2013. In compliance with sections 177 and 188 of the Act where applicable the 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 Rajesh Sareen & Associates**  
**Chartered Accountant**

**Rajesh Sareen**  
**Partner**  
**M.No.- 500617**

**Place : Delhi**  
**The 29th Day of May, 2018**

**“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, 2018 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, 2018, 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 Rajesh Sareen & Associates  
Chartered Accountant**

**Rajesh Sareen  
Partner  
M.No.- 500617**

**Place : Delhi  
The 29th Day of May, 2018**

**NIDHI SERVICES LIMITED**  
**Balance Sheet As At 31st March 2018**

Particulars	Note No.	Amount As At 31st March 2018	Amount As At 31st March 2017
<b>Assets</b>			
<b>Non Current assets</b>			
(i) Property ,Plant and Equipment	1	98,200	98,200
(ii ) Investment Property	1	27,70,713	27,70,713
(iii) Deferred Tax Assets	2	11,68,791	10,90,609
<b>Financial Assets</b>			
(i) Other Financial assets	3	2,94,94,646	2,46,08,091
<b>Current Assets</b>			
<b>Financial Assets</b>			
(i) Cash and Cash equivalents	4	5,00,179	4,22,478
(ii) Other Current Assets	5	7,35,183	10,35,150
<b>Total Rs.</b>		<b>3,47,67,712</b>	<b>3,00,25,241</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(i) Equity share capital	6	1,50,00,000	1,50,00,000
(ii) Reserve Fund		3,110	3,110
(iii) Other Equity	7	1,80,00,029	1,30,94,363
<b>Non Current Liabilities</b>			
<b>Financial Liabilities</b>			
(i) Other Financial Liabilities		9,60,000	9,60,000
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
(i) Other Current Liabilities	8	1,30,298	81,495
(ii) Short Term Provisions	8	6,74,275	8,86,273
<b>Total Rs.</b>		<b>3,47,67,712</b>	<b>3,00,25,241</b>

Significant Accounting Policies and Notes on Accounts

**For Rajesh Sareen & Associates**

Chartered Accountants

FRN No.: 024475N

**Rajesh Sareen**

Partner

M.No.-500617

Place : Delhi

The 29<sup>th</sup> day of May, 2018

**For and on behalf of the Board**

**Udit Agarwal**

Director

DIN:00239114

**Ram Naresh Agarwal**

Director

DIN:00238686

**Rajeev Shyam Shukla**

( CFO )

PAN-BOJPS6819H

## NIDHI SERVICES LIMITED

## Statement of Profit and Loss for the year ended 31st March 2018

Particulars	Note No	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Revenue from operations</b>		-	-
Other income	9	49,42,393	76,12,328
<b>Total Rs.</b>		<b>49,42,393</b>	<b>76,12,328</b>
<b>Expenses:</b>			
Finance costs		-	2,875
Other expenses	10	5,08,400	22,96,733
<b>Total expenses</b>		<b>5,08,400</b>	<b>22,99,608</b>
Profit before exceptional items and tax		44,33,994	53,12,720
Profit before Tax		44,33,994	53,12,720
Tax expense:			
(1) Current tax		4,67,371	4,70,888
(ii) Deffered Tax		1,28,722	4,20,292
(iii) Excess tax provision for earlier years		-	-
<b>Profit (Loss) for the period</b>		<b>38,37,901</b>	<b>55,13,425</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		10,67,765	7,01,941
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the period</b>		<b>10,67,765</b>	<b>7,01,941</b>
Earnings per Equity Share	11		
(1) Basic		2.56	3.68
(2) Diluted		2.56	3.68

Significant Accounting Policies and Notes on Accounts

12

As per our Report attached

**For Rajesh Sareen & Associates**

Chartered Accountants

FRN No.-024475N

**Rajesh Sareen**

Partner

M.No.-500617

**For and on behalf of the Board****Udit Agarwal**

Director

DIN:00239114

**Ram Naresh Agarwal**

Director

DIN:00238686

Place : Delhi

The 29th day of May, 2018

**Rajeev Shyam Shukla****( CFO )**

PAN-

BOJPS6819H

**NIDHI SERVICES LIMITED**  
**Cash Flow Statement for the year ended 31 March 2018**

Particulars	2017-18	2016-17
<b>Cash flows from operating activities</b>		
Net Profit before tax	55,01,759	60,14,661
Adjustments For :		
Depreciation	-	-
Financial Expenses	-	2,875
Rental Income	(36,63,075)	(31,01,500)
Interest Income on Bonds	(3,60,528)	(3,60,528)
Dividend Received	(5,74,742)	(3,12,255)
Profit on sale of investments	(3,44,048)	(38,38,045)
Non-cash expenses written off		6,29,411
<b>Operating Profit before working capital Changes</b>	<b>5,59,365</b>	<b>(9,65,381)</b>
<b>Adjustments for:</b>		
Inventory	-	-
Current Liabilities	(1,63,195)	3,92,448
Loan & Advances , Other Asset	93,063	(10,47,312)
<b>Cash generated from operations</b>	<b>(70,132)</b>	<b>(6,54,864)</b>
Income taxes paid	(4,67,371)	(2,19,587)
<b>Net cash from operating activities</b>	<b>(5,37,503)</b>	<b>(8,74,451)</b>
<b>Cash flows from Investing activities</b>		
Net increase in investment in mutual funds	(48,86,556)	(58,55,446)
Purchase of Fixed Assets		
Rent received	36,63,075	31,01,500
Net increase in securities received from tenants	-	1,80,000
Interest Received	3,60,528	3,60,528
Dividend Received	5,74,742	3,12,255
Profit on sale of investments	3,44,048	38,38,045
<b>Net cash from investing activities</b>	<b>55,838</b>	<b>19,36,882</b>
<b>Cash flows from financing activities</b>		
Issue of share capital	-	(2,875)
<b>Net cash used in financing activities</b>	<b>-</b>	<b>(2,875)</b>
<b>Net Increase in cash and cash equivalents</b>	<b>77,701</b>	<b>94,175</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>4,22,479</b>	<b>3,28,304</b>
<b>Cash and cash equivalents at end of period</b>	<b>5,00,180</b>	<b>4,22,479</b>

**For Rajesh Sareen & Associates**

Chartered Accountants

FRN No.: 024475N

**Rajesh Sareen**

Partner

M.No.500617

Place : New Delhi

Date : 29/05/2018

**For and on behalf of the Board**

**Udit Agarwal**

Director

DIN:00239114

**Ram Naresh Agarwal**

Director

DIN:00238686

**Rajeev Shyam Shukla**

( CFO )

PAN-BOJPS6819H

## NIDHI SERVICES LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2018

## 1. Property, Plant and Equipment

Particulars	As At 31.03.2018	As At 31.03.2017
<b>Property, Plant and Equipment</b>		
Pump	10200	10200
Air-Conditioner	28432	28432
Furniture & Fixture	59568	59568
<b>Total Rs.</b>	<b>98,200</b>	<b>98,200</b>
<b>Investment Property</b>		
Building	2770713	2770713
<b>Total Rs.</b>	<b>27,70,713</b>	<b>27,70,713</b>
<b>2. Deferred Tax Assets</b>		
MAT credit entitlement	8,77,221	6,70,317
Deferred Tax Assets	2,91,570	4,20,292
<b>Total Rs.</b>	<b>11,68,791</b>	<b>10,90,609</b>

## 3. Other financial asset

Investment in Mutual funds	2,94,94,646	2,46,08,091
<b>Total Rs.</b>	<b>2,94,94,646</b>	<b>2,46,08,091</b>

## 4. Cash and Cash Equivalents

Cash on Hand (As Certified)	1,31,322	1,66,252
<b>Balances with Scheduled Bank</b> In Current Accounts	3,68,856	2,56,227
<b>Total Rs.</b>	<b>5,00,179</b>	<b>4,22,478</b>

## 5 Other Current Assets

(Unsecured, considered good unless otherwise specified)		
Advance Tax	7,35,183	10,35,150
Expenses to the extent not written off within one year	-	-
Expenses to be written off with in one year	-	-
<b>Total Rs.</b>	<b>7,35,183</b>	<b>10,35,150</b>

## 6. Equity share capital

<b>AUTHORISED</b>		
40,00,000 Equity Shares of Rs. 10/- each	4,00,00,000	4,00,00,000
	<b>4,00,00,000</b>	<b>4,00,00,000</b>
<b>Shares issued, subscribed and paid up</b>		
15,00,000 Including 12,50,000 Bonus share issued other than in cash )Equity Shares of Rs. 10/- each fully paid cash	1,50,00,000	1,50,00,000
<b>Total Rs.</b>	<b>1,50,00,000</b>	<b>1,50,00,000</b>

## (a) Terms/rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of Rs.10/- each. Each holder of Equity Shares is entitled to one vote per shares. The dividend proposed by the Boards of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

## NIDHI SERVICES LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2018

(b) Reconciliation of the Shares outstanding at the beginning and at the end of reporting period are as below:

Particulars		As at 31.03.2018		As at 31.03.2017
		No of Shares		No of Shares
Equity shares outstanding at the beginning of the year		15,00,000	1,50,00,000	15,00,000
Equity shares issued during the year		-	-	-
Equity shares outstanding at the end of the year		15,00,000	1,50,00,000	15,00,000

**7. Other Equity**

Particulars	Equity component of compound financial instrument	Reserve & Surplus		Other Comprehensive Income	Total Other Equity
		General Reserve	Retained Earning		
As at 31/03/2016	-	-	68,78,997	-	68,78,997
Profit for the year	-	-	55,13,425	7,01,941	62,15,366
As at 31/03/2017	-	-	1,23,92,422	7,01,941	1,30,94,363
Profit for the year	-	-	38,37,900.73	10,67,765	49,05,666
As at 31/03/2018	-	-	1,62,30,323	10,67,765	1,80,00,029

**8. CURRENT LIABILITIES**

Particulars	As at 31.03.2018	As at 31.03.2017
<u>a) Other Current Liabilities</u>		
Advance from Customers	35,645	35,645
Expenses Payable	94,653	45,850
	<b>1,30,298</b>	<b>81,495</b>
<u>b) Short Term Provisions</u>		
Provision for Taxation	6,74,275	8,86,273
	<b>6,74,275</b>	<b>8,86,273</b>
<b>Total Rs.</b>	<b>8,04,573</b>	<b>9,67,768</b>

**9. OTHER INCOME**

Rental Income	36,63,075	31,01,500
Profit on sale of Units of Mutual Funds	3,44,048	38,38,045
Interest on Bonds	3,60,528	3,60,528
Dividend Received	5,74,742	3,12,255
<b>Total Rs.</b>	<b>49,42,393</b>	<b>76,12,328</b>

## Notes Forming part of the financial statement for the year ended 31st March 2018

## 10 Other Expenses

(Amount in Rs.)

Particulars	For the Year ended 31.3.2018	For the Year ended 31.3.2017
Salaries	1,20,000	1,63,333
Accounting Charges	-	60,000
Advertisement Expenses	31,515	30,262
Printing & Stationery	3,200	9,000
Postage & Telegram	11,771	10,137
Electricity Expenses	4,221	10,757
General Expenses	32,606	1,39,104
House Tax	30,237	25,704
Legal & Professional Charges		12,600
Listing Fee written off	2,45,350	18,07,086
<u>Auditors Remuneration</u>	-	
Audit Fees	29,500	28,750
<b>Total Rs.</b>	<b>5,08,400</b>	<b>22,96,733</b>

## 11. Earning Per Share

Opening equity shares (Nos.)	15,00,000	15,00,000
Equity shares issued during the year (Nos.)	-	-
Closing equity shares (Nos.)	15,00,000	15,00,000
Weighted average number of equity shares used as denominator for basic earnings (Nos.)	15,00,000	15,00,000
Weighted average number of equity shares used as denominator for diluted earnings (Nos.)	15,00,000	15,00,000
Net profit after tax used as numerator (Amount in Rs.)	38,37,901	55,13,425
Basic earnings per Share (Amount in Rs.)	2.56	3.68
Diluted earnings per Share (Amount in Rs.)	2.56	3.68
Face value per share (Amount in Rs.)	10	10

**NIDHI SERVICES LIMITED**

**Notes Forming part of the financial statement for the year ended 31st March 2018**

**Notes -12**

**1. Nature of business**

The company was incorporated on 01.05.1984 under the provision of the Companies Act 1956. To carry on the business of purchasers, sellers, suppliers, traders, merchants, brokers, agents, and/or to act as principals, dealers, agents, sub-agents, manufacturers, representatives either solely or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and/or render services in foreign countries and vice-versa in connection therewith and for the above said purposes to establish or maintain services or depot and/or industries anywhere in the world

The registered office of the Company is situated at 5/19B, Roop Nagar, New Delhi-110009

The Financial statement were approved and adopted by board of directors of the Company in the meeting dated 29.05.2018

**2. Summary of Significant Accounting Policies**

**2.1. BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Ind AS ) to comply with the Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the companies (Indian Accounting Standards (Amendmened)Rule 2016, The Company Adopted Ind AS w.e.f. April 01, 2017(with the transition date of April 01,2015) and accordingly these financial results (including all previous year comperative periods restated) have been prepared in accordance with the recognition and measurment principals prescribed under Section 133 of the Companies Act , 2013 read with the Relevent rules issued there under and other accounting principalsgenerally accepted in india.

The Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities. This is based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents.

The Financial statement are present in INR and all figures are rounded off near to Rupee.

**2.2. Taxation**

Provision for current tax is determined as the amount of tax payable in respect of estimated taxable income for the year and in accordance with the provisions of Income Tax Act, 1961. Deferred tax is recognized using the enacted tax rates and laws as on the Balance Sheet date, subject to the consideration of prudence in respect of deferred tax assets on all timing differences, between taxable income and accounting income that originate in one period and are capable of reversal in one of more subsequent periods.

**2.3. Earnings per share**

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period.

**2.4. Revenue Recognition**

Revenue is recognised as per agreed rental as per lease agreements with three different parties on investment property given on lease . Income from investment on mutual funds is recognised on accrual basis.

**2.5. Provisions & Contingencies**

A provision is recognized when the company has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation.



**2.6. Financial Instruments:****a) Financial Asset**

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow Characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

**a) Financial Liability**

At initial recognition, all financial liabilities other than fair valued through profit and loss are recognised initially at fair value less transaction costs that are attributable to the issue of financial liability.

**2.7. Cash and Cash Equivalents**

Cash and cash equivalents comprise cash and cash deposit with banks.

**2.8. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**2.9 -Investment property**

The company is having build up industrial building at Plot no 75, Block-1, functional Industrial Estate, Patpargang Industrial Area, Delhi-110092 which held to earn rentals or for capital appreciation or both. The company is given investment property on lease rent for period of 3 years to 5 years.

Investment property is shown in books at cost i.e consideration to acquire an asset at the time of acquisition or construction. The fair market of property has been considered on the basis of valuation certificate issued by Government registered valuer.

**2.10-Property ,Plant & Equipment**

The company is having furniture and other office equipment which is carrying in balance sheet at cost less accumulated depreciation Cost is amount of cash or cash equivalents paid to acquire assets at the time of acquisition or construction.

**2.11.** Ind AS – 108 relating to “Operating Segment” is not applicable as the company has only one segment i.e. real estate business.

**2.12. First-time adoption of Ind AS**

These are company's first condensed financial statements prepared in accordance with Ind AS. The accounting policies set out in note 2 have been applied in preparing these financial statements for the year ended March 31, 2018 and comparative financial statement for the year ended March 31, 2017 in preparation of opening Ind AS balance sheet at April 1, 2017 (the date of transition). In preparing its opening balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the act (previous GAAP or Indian GAAP).

**3 Related Party Disclosure**

(a) There is no Key Managerial Person up to 31st March 2018.

(b) As per Ind AS-24 "Related party Disclosure", the following are related parties:

Associate Companies	NIL
Joint Venture Company	NIL
Key Management Personnel and their relatives	NIL
Enterprises over which key management personnel and their relatives have significant influence	NIL

The company has entered into the following related party transactions. Such parties and transactions have been identified as per Ind As 24 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India.

(Amount in Rs.)

Name of Related Party	Udit Agarwal		Saiba Aggarwal	
	For the year ended 31.03.2018	For the year ended 31.03.2017	For the year ended 31.03.2018	For the year ended 31.03.2017
Opening Bal.	-	-	-	-
Dr.	60,000	60,000	-	60,000
Cr.	60,000	60,000	-	60,000
<b>Closing Bal.</b>	-	-	-	-

**4. Investment are stated at cost of acquisition.**

Investment in Mutual Fund	<u>Current Year</u>		<u>Previous year</u>	
	<u>Units</u>	<u>Value</u>	<u>Units</u>	<u>Value</u>
Tax Free Bonds	4,231.00	43,54,903.47	4,231.00	43,54,903.47
Mutual Funds	1211262.5	23370036.33	1034999	19551246.02
Market Value		25139743.39		20560269.85

**5 Audit Fee**

**Payment to Auditors (inclusive of service tax)**

(Amount in Rs.)

Particulars	2017-18	2016-17	2015-16
Audit Fee	29,500	28,750	17,175
Limited Review	-	-	-
For Certification/ other Services	-	-	-

Estimate amount of Outstanding Capital NIL NIL

Commitments not provided for

**6. Depreciation:** The depreciation on assets has not been provided because company is not doing any commercial activities.

**7 Amount due to Micro, Small and medium Enterprises.**

There are no Micro and Small Scale Business Enterprises to whom the company overdues, which are outstanding for more than 45 days as at March 31<sup>st</sup> 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the company. Therefore, the prescribed disclosures for liability of interest on overdue payment have not been given.

**8.** In accordance with the Ind AS-12 "Income Taxes" notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the companies (Indian Accounting Standards (Amendmened)Rule 2016, the company has provided for Deferred Tax Liabilities/Assets.

**9.** In the opinion of Board of Directors, current financial assets and other asset have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance sheet and provisions for liabilities are adequate.

**10. Previous year figures**

Figures of the previous year have been regrouped /reclassified wherever considered necessary to confirm to current year classification.

**For Rajesh Sareen & Associates**

Chartered Accountants

FRN No.: 024475N

**For and on behalf of the Board**

**Rajesh Sareen**

Partner

M.No.-500617

**Udit Agarwal**

Director

DIN:00239114

**Ram Naresh Agarwal**

Director

DIN:00238686

**Rajeev Shyam Shukla**

( CFO )

PAN-BOJPS6819H

Place : Delhi

The 29th day of May, 2018

**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 34<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, 26<sup>th</sup> September, 2018 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
<b>ORDINARY RESOLUTION</b>			
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31st March, 2018		
2.	Re-Appointment of Mr. Ram Naresh Agarwal pursuant to retirement by rotation eligible for re-appointment		
<b>SPECIAL RESOLUTION</b>			
3.	Re - Appointment and Remuneration of Mr. Udit Agarwal (DIN: 00239114) as Whole-time Director as per Companies Act, 2013.		

\* 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

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

**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 Wednesday, 26<sup>th</sup> September, 2018, 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: \_\_\_\_\_

----- ✂ ----- ✂ ----- ✂ ----- ✂ -----

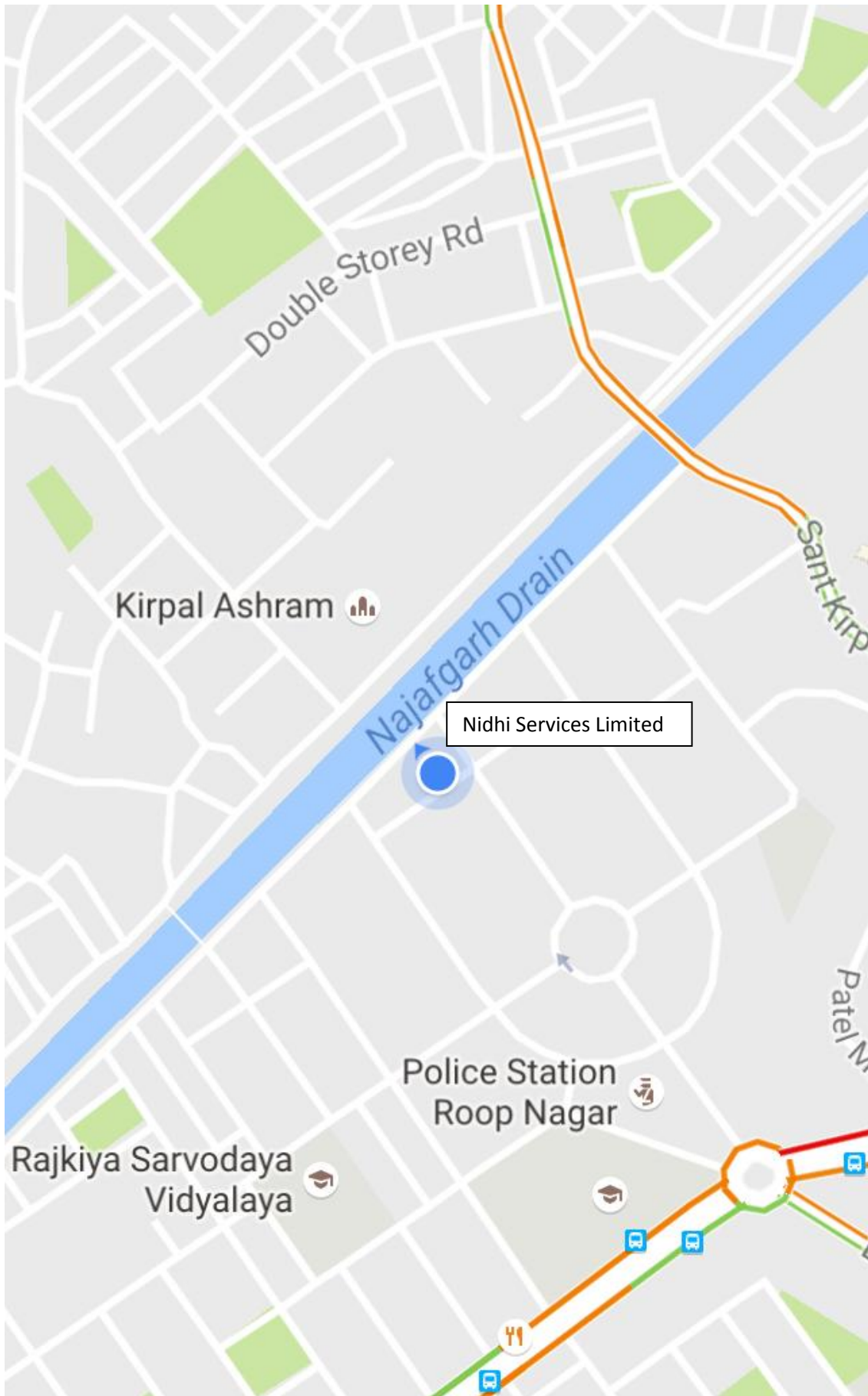
<b>EVSN (Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

**Note:** E-voting period: 23<sup>rd</sup> September, 2018 at 9.00 am IST and ends on 25<sup>th</sup> September, 2018 at 5.00 pm. 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**