

NIDHI SERVICES LIMITED

39th

ANNUAL REPORT (2022-23)

BOARD OF DIRECTORS & MANAGEMENT

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
Mr. Rajeev Shyam Shukla	Chief Financial Officer
Mr. Rewail Kadiyan	Company Secretary and Compliance Officer

REGISTERED OFFICE

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

Website: www.nidhiservicesltd.com

Email: nidhiservicesltd@gmail.com

AUDITORS**RSAC & CO LLP**

Chartered Accountants

Add: 871, Aggarwal Cyber Plaza - II
Netaji Subhash Palace,
Pitampura, Delhi - 110034

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: 022-2301 2518 / 6761

Fax: 022-23012517

Email: support@purvashare.com

Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Friday
Date	29/09/2023
Venue	5/19-B, Roop Nagar, Delhi – 110 007
Time	11.00 AM

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NOTICE TO THE MEMBERS	NIDHI SERVICES LIMITED
	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 39th Annual General Meeting of the Members of NIDHI SERVICES LIMITED will be held on **Friday, 29th September, 2023** at **11.00 AM** at 5/19-B, Roop Nagar, Delhi – 110 007 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2023, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ram Naresh Agarwal (DIN: 00238686) who retires by rotation, and being eligible offers himself for reappointment.

By Order of the Board of Directors

Place: Delhi
Date: 01st September, 2023

Ram Naresh Agarwal
Director
DIN: 00238686

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

NOTES

1. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 of the accompanying Notice.
2. 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.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 29th September 2023.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: support@purvashare.com.
11. The Notice of the AGM along with the Annual Report 2022-23 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.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. E-Voting process
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 39th 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:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 26th September, 2023 at 9.00 A.M. and ends on 28th September, 2023 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 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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"> 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Nidhi Services Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; nidhiservicesltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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. 22nd September, 2023 shall view the Notice of the 39th 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.

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.

ANNEXURE TO ITEM No. 2 OF THE NOTICE

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

Name of the Director	Mr. Ram Naresh Agarwal
Director Identification Number (DIN)	00238686
Date of Birth	29/01/1949
Nationality	Indian
Date of Appointment on Board	22/08/2003
Experience	42 years
Expertise in Functional Areas	Manufacturing, Real Estate and Senior Management
Terms and Conditions for Re/Appointment	Liable to retire by rotation
Qualification	B. Com
Shareholding in the Company	12000
Details of Remuneration	N.A. (Previous year N.A.)
No. of Board Meetings attended during the year	5
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	1. AGARWAL & AGARWAL PVT LTD 2. LEGEND MARKETING PRIVATE LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across other Public Companies	NIL
Relationship with other directors/KMP's	Mr. Ram Naresh Agarwal is the father of Mr. Udit Agarwal, Whole Time Director of the Company
List of Listed entities from which put forth resignation in past 3 years	N.A.

By Order of the Board of Directors

Place: Delhi
Date: 01st September, 2023

Ram Naresh Agarwal
Director
DIN: 00238686

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 39th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023.

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	2022-2023	2021-2022
Gross Income	48,75,391	61,48,476
Profit / (Loss) Before Interest and Depreciation	36,07,035	49,91,352
Finance Charges	--	100.3
Gross Profit/(Loss)	36,07,035	49,91,252
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	36,07,035	49,91,252
Provision for Tax	4,38,420	5,74,186
Net Profit/(Loss) After Tax	31,68,615	44,17,066
Other Comprehensive Income	8,26,972	(16,05,018)
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	39,95,587	28,12,048

2. 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.

3. RESERVES AND SURPLUS

The Credit balance of Profit & Loss statement amounting to Rs. 39,95,587 for financial year under review is transferred to reserves. The total reserves for the financial year 2022-23 is Rs. 3,56,19,254.

4. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2023 is Rs. 1,50,00,000/- comprising of 15,00,000 Equity Shares of Rs. 10/- each.

5. BUSINESS OUTLOOK

We would like to add that Management is looking forward to an optimistic year 2023-2024 and we appreciate all our stakeholders for their faith in the Company especially during these challenging times. We are optimistic about the opportunities ahead of us, and we look forward to taking our Company to greater heights and achieving many more successes in the years to come.

6. FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. THE CHANGE IN THE NATURE OF BUSINESS

No change in the nature of business activities during the year.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2023 and the date of this Directors Report i.e. 01st September, 2023 except as mentioned in this Report.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2023 and the date of this Directors' Report i.e. 01st September, 2023 except as mentioned in this Report.

11. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Five 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, 2022	1.	26th May, 2022
2.	02nd August, 2022	2.	02nd August, 2022
3.	02nd September, 2022	3.	02nd September, 2022
4.	09th November, 2022	4.	09th November, 2022
5.	14th February, 2023	5.	14th February, 2023

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

12. 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.

13. 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

3) Stakeholders Relationship Committee

The Company has constituted Stakeholders Relationship Committee and presently the Stakeholders Relationship 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

14. 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.

15. 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.

16. AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, the rules framed thereafter and other applicable provisions, the Auditors, RSAC & CO LLP, Chartered Accountant, Delhi were re-appointed as Statutory Auditor of the Company from 38th Annual General Meeting [AGM] till the conclusion of 43rd Annual General Meeting.

17. 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.

18. 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 2022-23. The Secretarial Audit Report for FY 2022-2023 is annexed as **ANNEXURE II**.

19. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

20. DISCLOSURES UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an anti sexual harassment policy in line with the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SH Act"). Internal Complaints Committees have been set up in accordance with the provisions of SH Act at the work place to redress sexual harassment complaint received. All employees (permanent or contractual trainees) are covered under the policy. No complaint was received from any employees of the Company or otherwise during the financial year 2022-23 and hence no complaint is outstanding as on 31 March, 2023 for redressal.

21. 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.

22. 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

23. ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2022-23 is available on Company's website at www.nidhiservicesltd.com.

An extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

24. 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

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standards operating procedures. The Company's internal control system is commensurate to the size, scale and complexities of its Operations.

26. 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.

27. 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.

28. INDUSTRIAL RELATIONS:

Industrial Relations remained cordial throughout the year under review.

29. LISTING WITH STOCK EXCHANGES

The Equity shares of the Company are currently listed on Metropolitan Stock Exchange of India Ltd. (MSEI) and Calcutta Stock Exchange.

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.

30. 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.

31. PARTICULARS REGARDING EMPLOYEES

The particulars of employees are given in Annexure - "III" to this Report as required under Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Also, Statement containing the names of the top ten employees in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of Annexure - "III".

32. 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: 01st September, 2023

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

**Ram Naresh Agarwal
Director
DIN: 00238686**

ANNEXURE INDEX

<u>Annexure</u>	<u>Content</u>
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report
III	Particulars of Employees Remuneration

Annexure I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2023****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1	CIN	L65999DL1984PLC018077
2	Registration Date	1 st 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-2022]				No. of Shares held at the end of the year[As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(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-2022]				No. of Shares held at the end of the year[As on 31-March-2023]				% 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%
Total shareholding of Promoter (A)	--	--	--	0.00%	--	--	--	0.00%	0.00%
B. Public Shareholding									
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%
Sub-total (B)(1):-	--	--	--	0.00%	--	--	--	0.00%	0.00%
2. Non-Institutions									
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-2022]				No. of Shares held at the end of the year[As on 31-March-2023]				% 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 - D R	--	--	--	0.00%	--	--	--	0.00%	0.00%
Sub-total (B)(2):-	698100	801900	1500000	100.00%	698100	801900	1500000	100.00%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	698100	801900	1500000	100.00%	698100	801900	1500000	100.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs	--	--	--	0.00%	--	--	--	0.00%	0.00%
Grand Total (A+B+C)	698100	801900	1500000	100.00%	698100	801900	1500000	100.00%	0.00%

B) Shareholding of Promoter-

Sr No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2022)			Shareholding at the end of the year (31 st March, 2023)			% 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 st March, 2022)	--	--	--	--
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 st March, 2023)	--	--	--	--

D) Shareholding Pattern of top ten Shareholders:

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

Sr No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	AGARWAL & AGARWAL PRIVATE LIMITED				
	At the beginning of the year	148800	9.92%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	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%	--	--
2.	LEGEND MARKETING PRIVATE LIMITED				
	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%	--	--
3.	ANJU AGARWAL				
	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%	--	--
4.	RAM NARESH AGARWAL (HUF)				
	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%	--	--
5.	APPI WADHWA				
	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%	--	--
6.	RAJIV WADHWA				
	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%	--	--
7.	KUNTI JAIN				
	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%	--	--
8.	RAM PRAVESH AGARWAL				
	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%	--	--
9.	RISHI AGARWAL				
	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/accrued but not due for payment.

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

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

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

Sr.No.	Particulars of Remuneration	Name of WTD
		Mr. Udit Agarwal, WTD
1	Gross salary	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 lyengar	
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)	Mr. Rewail Kadiyan (CS)
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	3,24,000.00 -- -- --	3,00,000.00 -- -- --
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	--	--
6.	Total	3,24,000.00	3,00,000.00

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on behalf of the Board of Directors

Place: Delhi
Date: 01st September, 2023

Udit Agarwal
Whole Time Director
DIN: 00239114

Ram Naresh Agarwal
Director
DIN: 00238686

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023
[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, 2023 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, 2023 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 2022-2023:
 - 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 extend applicable.

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: 01-09-2023
UDIN: A038016E000908633

‘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: 01-09-2023
UDIN: A038016E000908633

ANNEXURE-III**Particulars regarding employees Remuneration {Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016}****PART – A – Disclosure as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

SR.NO.	REQUIRMENTS	DISCLOSURE
I	The ratio of remuneration of each director to the median remuneration of the employees for the financial year.	Mr. Udit Agarwal : 19.23% of the median salary
II	The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year	Mr. Udit Agarwal: 0% Mr. Rajeev Shukla (CFO) : 0% Mr. Rewail Kadiyan (CS) : 0%
III	The percentage increase in the median remuneration of the employees in the financial year.	The median remuneration of the employees in FY 2023 was the same as last year
IV	The number of permanent employees on the rolls of the Company	Three Employees as on March 31, 2023
V	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There is no increase in the managerial remuneration.
VI	Affirmation that the remuneration is as per the remuneration policy of the company	We confirm

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. 39,95,587 during current financial year as against profit of Rs. 28,12,048 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.

Risk Management

Your Company has no specific risks other than normal business problems.

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 31st March, 2023 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 31st March, 2023 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: 01st September, 2023

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

OPINION

We have audited the accompanying standalone financial statements of **NIDHI SERVICES LIMITED** ('the Company'), which comprise the balance sheet as at 31st March 2023, the statement of profit and loss and the Statement of Cash Flows for the year ended on 31st March, 2023 and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in the conformity with the accounting principles generally accepted in India, of the State of Affairs of the Company as at 31st March, 2023 and profit and total comprehensive income, Cash flows for the year ended on that date.

BASIS FOR OPINION

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

INFORMATION OTHER THAN FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our Auditors' Report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the 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.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to

continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting Process.

AUDITOR'S RESPONSIBILITY

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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 except non provision of retiring benefits of employees required as per accounting standard 15;
 - (e) on the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 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 2023 which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts as at 31 March 2023.
 - 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 2023.

UDIN : 23500617BGYAFU3423

For RSAC & CO LLP

Chartered Accountants

Rajesh Sareen

Partner

M.No.- 500617

Place: Delhi

The 29th Day of May, 2023

Annexure "A " to the Auditors' Report

The Annexure referred to in our report to the members of **Nidhi Services Limited** (the Company') for the year Ended on 31st March 2023. 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. a) The company does not have any inventory thus this clause is not applicable.
3. The Company had not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly paragraph 3(iii) of the order is not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has not made any loan or investment as required under the provision of section 185 and 186 of Companies Act 2013 with respect to the loans, investments, guarantees, and Security.
5. The Company had not accepted any deposits from the public.
6. Maintenance of cost records under section 148 (1) of the Companies Act, 2013 is not applicable to the company.
7. In respect of Statutory dues:-
 - i) According to the information and explanations given to us, the company has been regular in depositing undisputed statutory dues including income tax, service tax, GST and any other statutory dues to the appropriate authority during the year which have remained outstanding as at 31st March, 2023, 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 31st March, 2023.
8. In our opinion and according to the information and explanation to us, the company had not taken any loan from financial Institution; the Company has not defaulted in the repayment of dues to banks.
9. (i) According to the information and explanations given to us, company had not raised money by way of initial public offer, therefore no further comments required.
(ii) According to the information and explanations given to us, the company had not received any term loan and had not defaulted in repayment of its installments during the year.
10. According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration which is within the limit as prescribed under the provisions of section 197 read with Schedule V to the Act.
12. The company is not a Nidhi Company; therefore the provisions of Nidhi companies are not applicable on the company.
13. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the provisions of section 177 of the Companies Act 2013 are applicable to the Company, the transactions with the related parties are in compliance with section 188 of the

Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the 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.

UDIN : 23500617BGYAFU3423

For RSAC & CO LLP

Chartered Accountants

Rajesh Sareen

Partner

M.No.- 500617

Place : Delhi

The 29th Day of May, 2023

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting of Nidhi Services Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control. We are of the opinion that after designing and implementation of internal control system as per guidance note on audit of internal financial controls over financial reporting issued by ICAI will not substantially impact on our opinion on internal financial control system presently implemented in the company. The present system of internal financial control is effectively prevailing in the company.

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 ('ICAI'). 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. The company is in process of designing internal financial control system as per guidance note on audit of internal financial control over financial reporting issued by ICAI.

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 of financial records and documents even though the company is in process of designing and implementation of internal control financial system to the extent applicable to an audit of internal financial control as prescribed in guidance note on audit of internal financial control over financial reporting and accounting standards as issued by ICAI. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

UDIN : 23500617BGYAFU3423

For RSAC & CO LLP

Chartered Accountants

Rajesh Sareen

Partner

M.No.- 500617

Place : Delhi

The 29th Day of May, 2023

NIDHI SERVICES LIMITED			
Balance Sheet AS AT 31st MARCH 2023			
PARTICULARS	NOTE	AS AT 31st MARCH 2023	AS AT 31st MARCH 2022
ASSETS			
Non Current assets			
Property ,Plant and Equipment and Intangible Assets			
(i) Property,Plant and Equipment	1	33,00,443	33,00,443
(ii) Other Financial assets	2	4,68,36,977	4,24,36,094
Current Assets			
(i) Other Current Assets	3	5,48,890	7,16,569
(ii) Cash and Cash equivalents	4	13,43,811	17,59,690
Total Rs.		5,20,30,121	4,82,12,797
EQUITY AND LIABILITIES			
Equity			
(i) Equity share capital	5	1,50,00,000	1,50,00,000
(ii) Reserve Fund		3,110	3,110
(iii) Other Equity	6	3,56,19,254	3,16,23,667
Non Current Liabilities			
Financial Liabilities			
(i) Other Financial Liabilities		8,91,242	8,91,242
Current Liabilities			
Financial Liabilities			
(i) Other Current Liabilities	7	5,16,515	6,94,778
Total Rs.		5,20,30,121	4,82,12,797

Significant Accounting Policies and Notes on Accounts
As per our report of even date annexed

For RSAC & CO LLP

Chartered Accountants
FRN No.: 024475N

Rajesh Sareen
Partner
M.No.-500617

For and on behalf of the Board

Udit Agarwal	Ram Naresh	
Director	Agarwal	Rajeev Shyam Shukla
DIN:00239114	Director	(CFO)
	DIN:00238686	PAN-BOJPS6819H

Place : Delhi
Date : 29th May, 2023
UIN No. : 23500617BGYAFU3423

Rewail Kadiyan
Company Secretary
PAN- BDOPK7287B

NIDHI SERVICES LIMITED			
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED			
PARTICULARS	NOTE	FOR THE YEAR ENDED 31st MARCH, 2023	FOR THE YEAR ENDED 31st MARCH, 2022
Revenue from operations			
Other income	8	48,75,391	61,48,476
TOTAL INCOME		48,75,391	61,48,476
Expenses:			
Finance costs			100
Other expenses	9	12,68,356	11,57,124
TOTAL EXPENSES		12,68,356	11,57,224
Profit before exceptional items and tax		36,07,035	49,91,252
Exceptional items		-	-
Profit before Tax		36,07,035	49,91,252
Tax expense:			
(1) Current Tax	-	4,29,728	5,74,186
(ii) Deferred Tax		-	-
(iii) Excess Tax Provision For Earlier Years		8,692	-
Profit (Loss) for the Period		31,68,615	44,17,066
Other Comprehensive Income			
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		826971.91	-16,05,018
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period		8,26,972	(16,05,018)
Earnings per Equity Share	10	2.11	2.94
(1) Basic		2.11	2.94
(2) Diluted			
Significant Accounting Policies and Notes on Accounts	11		

As per our Report attached

For RSAC & CO LLPChartered Accountants
FRN No.-024475NRajesh Sareen
Partner
M.No.-500617**For and on behalf of the Board**

Udit Agarwal Director DIN:00239114	Ram Naresh Agarwal Director DIN:00238686	Rajeev Shyam Shukla (CFO) PAN-BOJPS6819H
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Place : Delhi
Date : 29th May, 2023
UIN No. : 23500617BGYAFU3423Rewail Kadiyan
Company Secretary
PAN- BDOPK7287B

NIDHI SERVICES LIMITED

Note No. 1

PROPERTY PLANT & EQUIPMENT

PARTICULARS	GROSS BLOCK			DEPRICIATION			NETBLOCK	
	AS AT 1.4.2022	ADDITIONS DURING	TOTAL	UP TO 31.3.2022	FOR THE YEAR	UP TO 31.03.2023	AS AT 31.3.2022	AS AT 31.3.2023
Building (Investment Property)	27,70,713	-	27,70,713	-	-	-	27,70,713	27,70,713
Pump	10,200	-	10,200	-	-	-	10,200	10,200
Air-Conditioner	47,970	-	47,970	-	-	-	47,970	47,970
Electric Installation	4,05,212	-	4,05,212	-	-	-	4,05,212	4,05,212
Furniture & Fixture	66,348	-	66,348	-	-	-	66,348	66,348
Total Rs.	33,00,443	-	33,00,443	-	-	-	33,00,443	33,00,443

2. Other financial asset

Particulars	As at 31.03.2023	As at 31.03.2022
Investment in Mutual funds	4,68,36,977	4,24,36,094
Total Rs.	4,68,36,977	4,24,36,094

3. Other Current Assets

Particulars	As at 31.03.2023	As at 31.03.2022
GST Receivable	23,738	27,799
TDS & Advance Tax	4,01,249	6,74,196
Interest Accrued	1,23,903	14,574
Total Rs.	5,48,890	7,16,569

4. Cash and Cash Equivalent

Particulars	As at 31.03.2023	As at 31.03.2022
Cash in Hand (As Certified)	2,84,478	2,90,178
Balances with Scheduled Bank		
In Current Accounts	10,59,333	14,69,512
Total Rs.	13,43,811	17,59,690

NIDHI SERVICES LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2023

5. EQUITY SHARE CAPITAL

AUTHORISED

PARTICULARS	AS AT 31.03.2023	AS AT 31.03.2022
40,00,000 Equity Shares of Rs. 10/- each	4,00,00,000	4,00,00,000
	4,00,00,000	4,00,00,000
<u>Shares issued, subscribed and paid up</u>		
15,00,000	1,50,00,000	1,50,00,000
Equity Shares of Rs. 10/- each fully paid cash		
Total Rs.	1,50,00,000	1,50,00,000

(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.

Notes Forming part of the financial statement for the year ended 31st March 2023

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

Equity shares outstanding at the beginning of the year	15,00,000	15,00,000	15,00,000	15,00,000	15,00,000
Equity shares issued during the year	-	-	-	-	-
Equity shares outstanding at the end of the year	15,00,000	15,00,000	15,00,000	15,00,000	15,00,000

Shares Held by Promoters at the end of the year

S.No

Promoters
Name

No of Shares

% of Total Shares

% of Change During
the Year

NIL PROMOTORS HOLDING

(c) Number of bonus shares issued

Particulars	As at 31.03.2023		As at 31.03.2022
	No of Shares		No of Shares
Bonus shares issued by capitalisation of reserves on dated	-	-	-

6. Other Equity

Particulars	Equity component of compound	Reserve & Surplus		Other Comprehensive Income	Total Other Equity
		General Reserve	Retained Earning		
As at 31/03/2022	0	0	2,85,61,275	30,62,393	3,16,23,668
Profit for the year			31,68,615	8,26,972	39,95,587
As at 31/03/2023			3,17,29,890	38,89,365	3,56,19,254

NIDHI SERVICES LIMITED

Notes Forming part of the financial statement for the year ended 31st March 2023

7. CURRENT LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
a) Other Current Liabilities		
Expenses Payable	86,787	85,592
Provision for Taxation	4,29,728	6,09,186
	5,16,515	6,94,778

8. OTHER INCOME

Particulars	As at 31.03.2023	As at 31.03.2022
Rental Income	38,12,475	26,35,500
Profit on sale of Units of Mutual Funds	6,93,181	30,95,803
Interest on Tax Free Bonds	3,60,528	3,60,528
Misc. Income	9,207	56,645
Total Rs.	48,75,391	61,48,476

9 Other Expenses

Particulars	For the Year ended 31.3.2023	For the Year ended 31.3.2022
Salaries	6,84,000	6,84,000
Advertisement Expenses	26,560	26,560
Postage & Telegram	11,753	11,753
Electricity Expenses	37,765	31,166
General Expenses	47,482	54,331
House Tax	82,555	68,544
Legal & Professional Charges	1,31,500	1,34,000
Shares Record keeping expenses	76,741	66,770
Commission	90,000	-
Listing Fee	55,000	55,000
Auditors Remuneration		-
Audit Fees	25,000	25,000
Total Rs.	12,68,356	11,57,124

10. 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	15,00,000	15,00,000
Net profit after tax used as numerator (Amount in Rs.)	31,68,615	44,17,066
Basic earnings per Share (Amount in Rs.)	2	3
Diluted earnings per Share (Amount in Rs.)	2	3
Face value per share (Amount in Rs.)	10	10

Notes Forming part of the financial statement for the year ended 31st March 2023

Notes -11

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-110007

The Financial statement were approved and adopted by board of directors of the Company in the meeting dated 29.05.2023.

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 Relevant 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.

3 Related Party Disclosure

(a) The company had paid following remuneration to its Key Manegerial person during the year ended 31.03.2023

Name	Designation	Amount
Rajiv kumar shukla	CFO	324000
Rawail Kadiyan	CS	300000
Udit Aggarwal	Director	60000
Total		684000

(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	1. Rajeev Kumar Shukla 2. Rawail Kadiyan 3. Udit Aggarwal
Enterprises over which key management personnel and their relatives have significant influence	NIL

4. Investment are stated at cost of acquisition.

	Current Year		Previous Year	
	Units	Value	Units	Value
Investment in Mutual Fund				
Tax Free Bonds	4231	4231000	4,231	4354903
Market value Tax Free Bonds		5080300		
Mutual Funds	1290866.572	41778588	922409.09	35018798.97
Market Value		42605560		38081191.51

5 Audit Fee

Payment to Auditors (inclusive of GST)

(Amount in Rs.)

Particulars	2022-23	2021-22
Audit Fee	25,000	25,000
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 31st 2021. 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 (Amendments) 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

Rewail Kadiyan
Company Secretary
PAN- BDOPK7287B

UDIN-23500617BGYAFU3423
Place : Delhi
The 29th day of May 2023

NIDHI SERVICES LIMITED**Notes Forming part of the financial statement for the year ended 31 March 2023****Statement of Reconciliation of Profit**

Description	For the year Ended 31/03/2023	For the year Ended 31/03/2022
Net profit or loss as per Previous GAAP (Indian GAAP)	8,26,972	(16,05,018)
Less/Add adjustments		-
Net profit/loss as per Ind AS	8,26,972	(16,05,018)
Other Comprehensive Income net of Tax		-
Total Comprehensive Income	8,26,972	(16,05,018)

NIDHI SERVICES LIMITED

Cash Flow Statement for the year ended 31 March 2023

Particulars	2022-23	2021-22
Cash flows from operating activities		
Net Profit before tax	44,34,007	33,86,234
Adjustments For :		
Depreciation	-	100
Financial Expenses	38,12,475	(26,35,500)
Rental Income	(3,60,528)	(3,60,528)
Interest Income on Bonds	-	-
Dividend Received	(6,93,181)	(30,95,803)
Profit on sale of investments	-	-
Non-cash expenses written off	-	-
Deferred Tax w/off	-	-
Operating Profit before working capital Changes	71,92,773	(27,05,497)
Adjustments for:		
Inventory	-	-
Sundry Debtors	-	-
Current Liabilities	(1,78,263)	5,60,025
Loan & Advances , Other Asset	1,67,679	(5,52,492)
Cash generated from operations	71,82,189	(26,97,964)
Income taxes paid	4,38,420	5,74,186
Net cash from operating activities	67,43,769	(32,72,150)
Cash flows from Investing activities		
Net increase in investment in mutual funds	(44,00,883)	(30,86,665)
Purchase of Fixed Assets	-	-
Rent received	(38,12,475)	26,35,500
Net increase in securities received from tenants	-	2,34,355
Interest Received	3,60,528	3,60,528
Dividend Received	-	-
Profit on sale of investments	6,93,181	30,95,803
Net cash from investing activities	(71,59,649)	32,39,521
Cash flows from financing activities		
Issue of share capital	-	-
Financial Expenses	-	(100)
Net cash used in financing activities	-	(100)
Net Increase in cash and cash equivalents	(4,15,879)	(32,729)
Cash and cash equivalents at beginning of period	17,59,690	17,92,419
Cash and cash equivalents at end of period	13,43,811	17,59,690

For RSAC & CO LLP

Chartered Accountants

FRN No.: 024475N

Rajesh Sareen

Partner

M.No.-500617

Udit Agarwal

Director

DIN:00239114

For and on behalf of the Board

Ram Naresh Agarwal

Director

DIN:00238686

Rajeev Shyam Shukla

(CFO)

PAN-BOJPS6819H

Place : New Delhi

Date : 29th May, 2023

UIN No. : 23500617BGYAFU3423

Rewail Kadiyan

Company Secretary

PAN- BDOPK7287B

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 39th Annual General Meeting of the company, to be held on Friday, 29th September, 2023 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
ORDINARY RESOLUTION			
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31st March, 2023		
2.	Re-Appointment of Mr. Ram Naresh Agarwal pursuant to retirement by rotation eligible for re-appointment		

* 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 Friday, 29th September, 2023, at 11.00 a.m. at 5/19-B, Roop Nagar, Delhi – 110 007

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

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

----- ✂ ----- ✂ ----- ✂ ----- ✂ -----

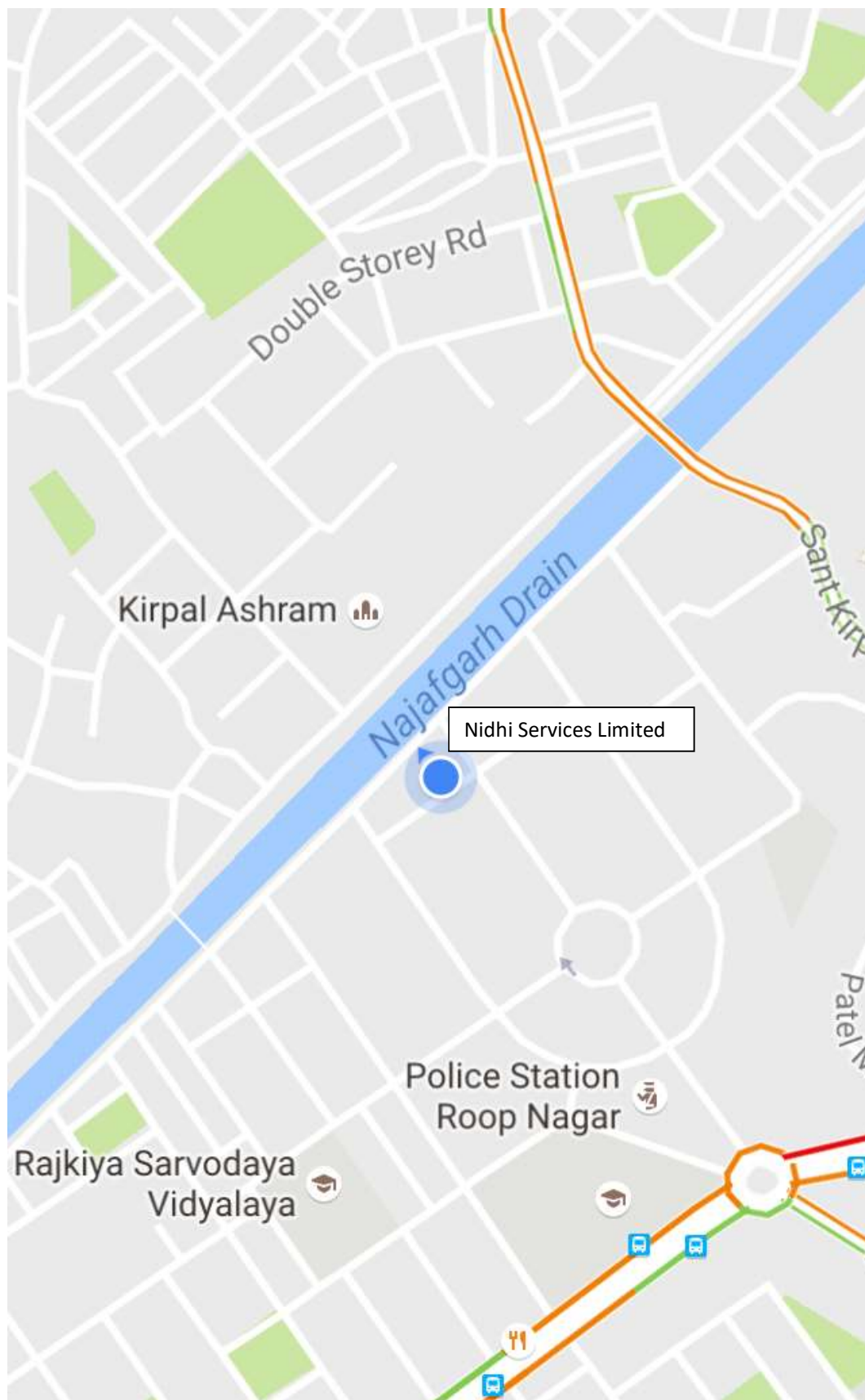
EVS (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 26th September, 2023 at 9.00 am IST and ends on 28th September, 2023 at 5.00 pm. IST.

If you have any query regarding e-voting Password/PIN, please contact at 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