NIS MANAGEMENT LIMITED

ANNUAL REPORT

2020-21

BOARD OF DIRECTORS

Chairman cum Managing Director
Mr. Debajit Choudhury

Joint Managing Director
Mrs. Rina Choudhury

Executive Director
Mrs. Nilima Neogi

Non-Executive Director
Mr. Kamalesh Mukherjee

CHIEF FINANCIAL OFFICER
Mr. Souren Kumar Maity

COMPANY SECRETARY
Ms. Ramyani Chatterjee

STATUTORY AUDITORS
M/s. Datta Roy & Associates
Chartered Accountants

REGISTERED OFFICE
1st Floor, Flat No. 1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700107
Tel. No.: (033)
Fax No.: (033)
Email: info@nis.co.in; Website: www.nis.co.in
CIN: U74110WB2006PLC108679

BANKERS
State Bank of India
HDFC Bank Limited

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of NIS Management Limited will be held on Monday, the 26th day of October, 2021 at 11:00 a.m. at the registered office of the Company at 489 Madurdaha, Kalikapur, Kolkata- 700107 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidtaed Audited Financial Statements of the Company for the financial year ended 31st March, 2021 along with Auditor's Report thereon and accordingly to consider adoption of the following resolution as an Ordinary Resolution:

   "Resolved that the Standalone and Consolidated Audited Financial Statements of the company for the year ended 31st March, 2021, including Balance Sheet as at 31st March 2021, the statement of Profit & Loss Account and statement of Cash Flow for the financial year ended 31st March, 2021, together with the Reports of the Auditors of the Company thereon be and the same is hereby taken on record and approved."

2. To re-appoint Mr. Kamalesh Mukherjee (DIN: 00881320), Director who retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment and accordingly to consider adoption of the following resolution, as an Ordinary Resolution:

   "**RESOLVED THAT** Mr. Kamalesh Mukherjee (DIN: 00881320) , who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. **To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013**

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

   "RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless

the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to execute such deeds, documents, agreements and to do all such acts, deeds, matters and things as may be deemed necessary including filing of necessary forms & returns with the Registrar of the Companies, West Bengal**."**

By Order of the Board
NIS Management Limited

Ramyani Chatterjee
Company Secretary
(ACS 51832)

Registered Office:
1st Floor, Fl-1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700 107
Dated: *22nd October, 2021*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIESACT, 2013

Item No.3

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to upto date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, it is necessary for the members to pass special resolution which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time as and when required in one or more tranche(s) and on such terms and conditions as may be decided by the Board of Directors provided that the aggregate amount of all investment(s)/loan(s)/security(ies)/guarantee(s) made together with the proposed loans and investments would within the limit envisaged under Section 186 of the Companies Act, 2013 and shall not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crores) at any point of time.

None of the Directors and/or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No.3 of the notice for the approval of the members.

By Order of the Board
NIS Management Limited

Ramyani Chatterjee
Company Secretary
(ACS 51832)

Registered Office:
1st Floor, Fl-1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700 107
Dated: *22nd October, 2021*

DIRECTORS' REPORT

To
The Members

The Directors have pleasure in presenting before you the 15th Annual Report on the operations of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2021.

Financial Summary or Highlights

The financial performance of the Company, for the year ended 31st March, 2021 is summarized below:-

Particulars	Standalone		Consolidated	
	Year ended 31st March, 2021 (Rs.)	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2020 (Rs.)	Year ended 31st March, 2021 (Rs.)
Revenue from Operations (Net)	**2,42,28,18,853.70**	**2,75,34,84,474.56**	**3,10,70,07,329.00**	**2,62,62,21,163.00**
Other Income	63,01,458.00	54,38,076.31	1,15,21,442.00	1,28,62,816.00
Total Income	**2,42,91,20,311.70**	**2,75,89,22,550.87**	**3,11,85,28,771.00**	**2,63,90,83,979.00**
Less: Total Expenses	2,22,23,57,071.20	2,52,20,71,852.96	2,80,80,56,619.00	2,41,50,86,173.00
Profit / (Loss) before Finance Cost, Depreciation and Tax	**20,67,63,240.50**	**23,68,50,697.91**	**31,04,72,152.00**	**22,39,97,806.00**
Less: Finance Cost	5,31,28,728.96	5,17,52,798.66	7,65,38,381.00	7,36,63,445.00
Depreciation	1,14,19,642.91	1,12,08,891.15	3,07,67,073.00	2,80,45,332.00
Profit / (Loss) before tax	**142214868.63**	**17,38,89,008.10**	**20,31,66,699.00**	**12,22,89,029.00**
Less: Tax Expenses	3,52,46,483.57	5,05,90,626.88	5,96,34,698.00	4,03,53,343.00
Profit after tax	**10,69,68,385.06**	**12,32,98,381.22**	**14,35,79,923.00**	**8,19,35,685.00**

State of the Company's Affairs

During the financial year ended 31st March, 2021, the Company recorded a total income of Rs. 242.91 Crores as compared to Rs. 275.89 Crores in the previous financial year. During the financial year 2020-21, the company earned a profit of Rs. 20.67 Crores before interest and tax as against Rs. 23.68 Crores in the previous financial year. After providing for interest and tax expenses, the net profit of the Company stood at Rs. 10.70 Crores as against a profit of Rs. 12.33 Crores in the previous financial year.

Change in the nature of business

There has been no change in the nature of business of the Company during the financial year 2020-21.

Transfer to Reserves

The company does not propose to transfer any amount to Reserve for the financial year ended 31st March, 2021.

Dividend

In order to conserve resources for further expansion and working capital requirements, your Directors have decided not to recommend any dividend for the financial year ended 31st March, 2021.

Capital Structure

During the year under review:

a. There has been no change in the authorised, issued, subscribed and paid up capital of the Company;
b. There has been no reclassification or sub-division of the authorised share capital;
c. There has been no reduction of share capital or buy back of shares;
d. There has been no change in the capital structure of the Company resulting from any restructuring;
e. There has been no change in the voting rights.

Board of Directors

In accordance with the Articles of Association of the Company and the provisions of Section 152(6) of the Companies Act, 2013, Mr. Kamalesh Mukherjee (DIN: 00687637) , Non Executive Director, will retire by rotation at the ensuing Annual general Meeting and being eligible, offers himself for re-appointment.

In terms of Section 164 of the Companies Act, 2013, none of the Directors of the Company are disqualified for appointment or for continuation as Director of the Company.

Mr. Partha Sarathi Bhattacharyya and Mr. Rana Som, Independent Directors of the Company resigned from the Company with effect from 9th December, 2020.

There was no other changes among the Board of Directors of the Company during the year under review.

Independent Directors

The Board of Directors are in search of prospective persons suitable to be appointed as Independent Directors and the same will be completed in this financial year.

Key Managerial Personnel

During the year, there was no change among the Key Managerial Personnel of the Company.

Board Meetings

The Board of Directors of the Company met four (4) times during the financial year 2020-21.

Auditors

The Members of the Company at the 13th Annual General Meeting ('AGM') held on 12th August, 2019 approved the appointment of M/s. Datta Roy & Associates, Chartered Accountants, as the Statutory Auditor of the Company for a period of five years from the conclusion of the said AGM till the conclusion of the 18th AGM.

Auditors' Report

The Auditors' Report read together with the Notes on Accounts are self-explanatory and therefore do not call for any further explanation and comments.

Directors' Responsibility Statement

In terms of section 134(3) (c) of the Companies Act, 2013, your Directors state that:

a) in the preparation of the annual accounts for the year ended 31st March, 2021 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) the accounting policies adopted in the preparation of annual accounts have been applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2020-21 and of the profit of the Company for the year ended 31st March, 2021;

c) proper and sufficient care has been taken 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 annual accounts for the year ended 31st March, 2021 have been prepared on a going concern basis; and

e) systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Particulars of Loans, Guarantees or Investments under section 186

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

Particulars of Contracts or Arrangements with Related Parties

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in ordinary course of business and the provision of section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC-2 is not required. Further, there are no materially significant related party transactions during the year under review made by the company with Promoters, Directors or other designated person which may have a potential conflict with the interest of the Company at large.

Subsidiaries, Associates and Joint Venture Companies

The company has the following subsidiary companies namely:

i. NIS Facility Management Services Private Limited,
ii. NIS Ace Management Private Limited and
iii. Keertika Academy Pvt. Ltd.
iv. Achilles Resolute Private Limited

In accordance with Section 129(3) of the Companies Act, 2013, the consolidated financial statements of the company has been prepared. Further, the report on the performance and financial position of the subsidiary in the prescribed form AOC-1 is annexed as "**Annexure- B"** to this report.

Corporate Social Responsibility

In terms of Section 135 of the Companies Act, 2013, Schedule VII of the Act and the Companies (CSR Policy) Rules, 2014 a number of significant clarifications were issued by the Ministry of Corporate Affairs. As per the new developments since the liability of your Company to spend in CSR activities is less than Rs. 50 Lakhs (Fifty Lakhs), hence it is not mandatory for your Company to form a CSR Committee.

The Company has a adopted a a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company, which is available in the website.

The details of the CSR expenditure is provided in the financial statements and ***Annexure-B*** to the report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

The provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with respect to particulars of conservation of energy, technology absorption, etc. are not applicable to the Company.

During the period under review there was no foreign exchange earnings or out flow.

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.

Significant and material orders passed by the Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's future operations.

Other Disclosure Requirements

- The disclosures and reporting with respect to issue of equity shares with differential rights as to dividend, voting or otherwise is not applicable as the Company has not issued any such shares during the reporting period.

- The disclosures and reporting on issue of shares (including sweat equity shares and Issue of Shares under Employees Stock Option Scheme) to employees of the Company under any scheme are not applicable as the Company has not issued any such shares during the reporting period.

- The disclosure of employees remuneration as specified under section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable to the Company.

- There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

- There is no change in the nature of the business of the Company.

Internal Control

The Company has an adequate and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of operations. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control system. The Statutory Auditors of the Company have also reviewed Internal Financial Control System implemented by the Company.

Risk Management

Risks are events, situations or circumstances which may lead to negative consequences of the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines and make use of these in their decision making. Key business risks and their mitigation are considered in the annual / strategic business plans and in periodic management reviews. The risk management process in our business over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

The Company is not subject to any specific risk except risks associated with the general business of the Company as applicable to the whole industry.

The Board of Directors is aware of their responsibility in this direction. At present the Company has not identified any element of risk which may threaten the existence of the Company.

Prevention of Sexual Harassment

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has constituted a Prevention of Sexual Harassment Committee. All employees of the company were made aware of the Policy and the manner in which complaints could be lodged. During the year, the committee organized few awareness programmes for the benefit of the employees of the Company. There was 1 complaint received during the year and the same was solved following the procedures as mentioned in the Act.

Website of the Company

The Company maintains a website www.nis.co.in wherein detailed information of the Company and its services are provided.

Acknowledgement

Your Company and its Directors wish to extend their sincere thanks and place on record their deep appreciation of the valuable support, the Company has received from Shareholders, Bankers, Government Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

For and on behalf of the Board of Directors of
NIS Management Limited

Sd/-	Sd/-
Debajit Choudhury	**Rina Choudhury**
Managing Director	**Joint Managing Director**
DIN: 00932489	**DIN: 00881320**

Registered Office:
1st Floor, Fl-1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700 107
Dated: *22nd October, 2021*

FORM AOC-1

Annexure-A

Statement containing salient features of the financial statement of Subsidiaries / associate companies / joint ventures
(Pursuant to first proviso to sub-section(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part"A": Subsidiaries
(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Subsidiaries			
		NIS Facility Management Services Pvt. Ltd.	NIS Ace Management Pvt. Ltd.	Keertika Academy Pvt. Ltd.	Achilles Resolute Private Limited
1	The date since when subsidiary was acquired	30.06.2018	30.06.2018	30.06.2018	14.07.2020
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR	INR
4	Share capital	34,08,660.00	100,000.00	4,16,00,000.00	2,04,080.00
5	Reserves & surplus	8,21,91,655.33	-	(2,20,34,769.00)	(8,21,779.00)
6	Total assets	23,06,19,937.40	268725.20	15,78,03,987.00	4,59,145.00
7	Total Liabilities	23,06,19,937.40	268725.20	15,78,03,987.00	4,59,145.00
8	Investments	-	-	1,54,44,442.00	-
9	Turnover	17,52,25,235.17	250573.00	1,17,98,529.00	1,48,050.00
10	Profit before taxation	2,18,90,218.32	43547.00	(3,75,12,634.00)	(19,45,782.00)
11	Provision for taxation	56,02,642.68	7363.20	(4,91,105.00)	(4,678.00)
12	Profit after taxation	1,62,87,575.64	36183.80	(3,70,21,529.00)	(19,41,104.00)
13	Proposed Dividend	-	-	-	-
14	% of shareholding	100%	100%	100%	51%

Notes:

1. *There are no subsidiaries which are yet to commence operations.*
2. *There are no subsidiaries which have been liquidated or sold during the year.*

Part "B": Associates and Joint Ventures
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Since there are no associates and joint ventures as at 31st March, 2021, the information required in Part- B has not been furnished.

Annexure-B

Corporate Social Responsibilities (CSR) Activities

As per Section 135 of the Companies Act 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its averagenet Profit for the immediately preceding three financial years on Corporate social Responsibility(CSR) activities.

AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5): Rs17,05,70,827.02

a) 2% of average net profit of the company as per Section 135(5): 34,11,416.54
b) Surplus arising out of the CSR projects or programmes pr activities of the previous financial year : Nil
c) Amount required to be set off for the financial year, if any : Nil
d) Total CSR obligation for the financial year (a+b-c): 34,11,416.54

CSR amount spent or unspent for the financial year:

	Amount Unspent (in Rs)				
Total Amount Spent for the Financial Year (Rs)	**Total Amount transferred to Unspent CSR Account as per section 135(6)**		**Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)**		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
41,50,150.00	NIL				

Details of CSR amount spent against ongoing projects for the financial year : Not Applicable

Excess amount for set off, if any:

Sl No	Particulars	Amount (Rs)
i.	2% of average net profit of the company as per section 135(5)	34,11,416.54
ii	Total amount spent for the Financial Year	41,50,150.00
iii	Excess amount spent for the financial year [(ii)-(i)]	7,38,733.46
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	7,38,733.46

Details of Unspent CSR amount for the preceding three financial years: Not Applicable
Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable