NIS MANAGEMENT LIMITED

ANNUAL REPORT

2021-22

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
Bank of Maharashtra

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Members of NIS Management Limited will be held on Friday, the 30th day of September, 2022 at 11:00 a.m. at the registered office of the Company at 489 Madurdaha, Kalikapur, Kolkata- 700107 to transact the following business to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 along with Auditor's Report thereon and accordingly to consider adoption of the following resolution as an Ordinary Resolution:

   "Resolved that the audited financial statements of the company for the year ended 31st March, 2022, including Balance Sheet as at 31st March 2022, the statement of Profit & Loss Account, statement of changes in equity and statement of Cash Flow for the financial year ended 31st March, 2022, 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 Mrs. Nilima Neogi (DIN: 08165984), Director who retires by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment and accordingly to consider adoption of the following resolution, as an Ordinary Resolution:

   "**RESOLVED THAT** Mrs. Nilima Neogi (DIN: 08165984), 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. Re-appointment of Mr. Debajit Choudhury as Managing Director cum Chairman

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and as per Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modification or re-enactment thereof) the approval of the members be and is hereby accorded for the re-appointment of Mr. Debajit Choudhury (DIN: 00932489), as the Managing Director cum Chairman of the Company for a period of five (5) years starting with effect from 18th June, 2023 till 17th June, 2028 at a remuneration of Rs. 60,86,778/- (Rupees Sixty Lakhs Eighty Six

Thousand Seven Hundred and Seventy Eight Only) (including remuneration to be paid at the event of loss or inadequacy of profits in any financial year) with liberty to the Nomination & Remuneration Committee, if any or the Board, to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Committee and Mr. Debajit Choudhury.

RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) to the Act, or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowances, etc. within such modified prescribed limit or ceiling as aforesaid.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. Re-appointment of Mrs. Rina Choudhury as Whole Time Director / Joint Managing Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and as per Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modification or re-enactment thereof) the approval of the members be and is hereby accorded for the re-appointment of Mrs. Rina Choudhury (DIN: 00881320), as the Whole Time Director / Joint Managing Director of the Company for a period of five (5) years starting with effect from 18th June, 2023 till 17th June, 2028 at a remuneration of Rs. 60,86,778/- (Rupees Sixty Lakhs Eighty Six Thousand Seven Hundred and Seventy Eight Only) (including remuneration to be paid at the event of loss or inadequacy of profits in any financial year) with liberty to the Nomination & Remuneration Committee, if any or the Board, to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Committee and Mrs. Rina Choudhury.

RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) to the Act, or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby

authorized to vary the remuneration, including salary, perquisites, allowances, etc. within such modified prescribed limit or ceiling as aforesaid.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

By Order of the Board
NIS Management Limited

Sd/-
Ramyani Chatterjee
Company Secretary
(ACS 51832)

Registered Office:
1st Floor, Fl-1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700 107
Dated: *3rd September, 2021*

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
   A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.

3. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is attached and forms part of this Notice.

5. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No. 3

Re-Appointment of Shri Debajit Choudhury as Managing Director cum Chairman

The Company has appointed Mr. Debajit Choudhury, being the founder of the Company, as the Managing Director cum Chairman for a period of five years on 18th June, 2018 pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and as per Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013, if any, and the rules made there under. The members had subsequently approved the said appointment and terms of his remuneration.

Mr. Debajit Choudhury, aged 59 years is the Managing Director of the Company having over 35 years of experience in the security industry.

His current term of appointment as the Managing Director of the Company shall expire on 17th June, 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Debajit Choudhury should be available to the Company for a further period of 5 (Five) years with effect from 18th June, 2023.

The main terms and conditions for the re-appointment of Mr. Debajit Choudhury as Managing Director cum Chairman (CMD), are to be specified in the agreement with the Company.

Item No. 4

Re-Appointment of Mrs. Rina Choudhury as Whole Time Director / Joint Managing Director

The Company has appointed Mrs. Rina Choudhury, one of the Promoter Director of the Company being the founder of the Company, as the Whole Time Director cum Joint Managing Director of the Company for a period of five years on 18th June, 2018 pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies

Act, 2013 and as per Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013, if any, and the rules made there under.

Smt. Rina Choudhury, aged 52 years is the Whole Time Director cum Joint Managing Director of the Company having over 20 years of experience in the security industry.

Her current term of appointment as the Managing Director of the Company shall expire on 17th June, 2023. Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Rina Choudhury should be available to the Company for a further period of 5 (Five) years with effect from 18th June, 2023.

The main terms and conditions for the re-appointment of Mrs. Rina Choudhury as Whole Time Director / Joint Managing Director are to be specified in the agreement with the Company.

By Order of the Board
NIS Management Limited

Sd/-
Ramyani Chatterjee
Company Secretary
(ACS 51832)

Registered Office:
1st Floor, Fl-1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700 107
Dated: *9th September, 2022*

DIRECTORS' REPORT

To
The Members

The Directors have pleasure in presenting before you the 16th Annual Report on the operations of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2022.

Financial Summary or Highlights

The financial performance of the Company, for the year ended 31st March, 2022 is summarized below:-

Particulars	Standalone		Consolidated	
	Year ended 31st March, 2022 (Rs.)	Year ended 31st March, 2021 (Rs.)	Year ended 31st March, 2022 (Rs.)	Year ended 31st March, 2021 (Rs.)
Revenue from Operations (Net)	**2,42,28,18,853.70**	**2,65,66,02,068.90**	**2,94,15,49,716**	**2,62,66,20,529**
Other Income	63,01,458.00	47,02,097.87	1,10,80,018	1,28,62,816.00
Total Income	**2,42,91,20,311.70**	**2,66,13,04,166.77**	**2,95,26,29,735**	**2,63,94,83,344.00**
Less: Total Expenses	2,22,23,57,071.20	2,44,46,15,367.15	2,67,64,99,655	2,41,54,41,992.00
Profit / (Loss) before Finance Cost, Depreciation and Tax	**20,67,63,240.50**	**21,66,88,799.62**	**27,61,30,080**	**22,40,41,352.00**
Less: Finance Cost	5,31,28,728.96	5,13,35,917.09	7,07,45,785	7,36,63,445.00
Depreciation	1,14,19,642.91	94,17,283.41	2,09,36,573	2,80,45,332.00
Profit / (Loss) before tax	**142214868.63**	**15,59,35,599.12**	**18,44,47,722**	**12,23,32,575.00**
Less: Tax Expenses	3,52,46,483.57	3,98,34,448.57	4,64,44,439.00	4,03,60,706.00
Profit after tax	**10,69,68,385.06**	**11,61,01,150.55**	**13,80,03,282.00**	**8,19,71,869.00**

State of the Company's Affairs

During the financial year ended 31st March, 2022, the Company recorded a total income of Rs. 266 Crores as compared to Rs. 242 Crores in the previous financial year. During the financial year 2021-22, the company earned a profit of Rs. 21.66 lacs before interest and tax as against Rs. 20.67 lacs in the previous financial year. After providing for interest and tax expenses, the net profit of the Company stood at Rs. 11.61 lacs as against a profit of Rs. 10.69 lacs 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.

Outlook, Opportunities, Threats and Concerns

During the year, the second wave of the Covid-19 pandemic accelerated across the country. A spurt of cases ensued in many states and the virus affected entire families. Even as the country scrambled to drive vaccination, various forms of restrictions were imposed initially, and then continuous lockdowns were placed across cities and states by local authorities. The virus affected many of the employees and their family members as well.

Despite the force and pace of the pandemic spread, security and facility management services were widely considered to be 'designated services' and the Company was able to continue to provide all its' services with very little compromise or scale-back. Therefore, compared to several industries, the Security and facility management industry was able to add to its revenue.

During the first and second waves of the pandemic, the Company was able to harness its technological capabilities to ensure that the security and facility management personnel are well managed and are able to deliver on commitments in a timely manner. Based on our industry experience, we are witnessing a large scale consolidation such that only companies with advanced technologies will be able to operate in the market while others will have to cede their market position to such companies. This expected consolidation continues to the most exciting opportunity for technologically and operationally advanced companies like NIS Management Limited.

The main threat and concern continue to be the lack of availability of trained and motivated manpower. Company and its subsidiaries focus on skill development as per Central and State Government guidelines. The Company has increased its focus on on-site training for its staff. On-site training, therefore, continues to be an expense not only for the Company but for the industry as a whole.

However, despite the challenges the Company remains optimistic about the performance of the industry in the future. The Company is witnessing a gradual tilt towards outsourcing of various service verticals for management of client facilities. This is a welcome sign that greater importance is being placed on the accumulated knowledge and experience of the companies such as NIS Management Limited which will allow the Company to charge a premium in the future.

Transfer to Reserves

The company does not propose to transfer any amount to Reserve for the financial year ended 31st March, 2022.

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, 2022.

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, Mrs. Nilima Neogi (DIN: 08165984) will retire by rotation at the ensuing Annual general Meeting and being eligible, offers herself 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.

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

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 2021-22.

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, 2022 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 2021-22 and of the profit of the Company for the year ended 31st March, 2022;

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, 2022 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- A"** to this report.

Corporate Social Responsibility

In terms of Section 135 (1) of the Companies Act, 2013 every Company having Net worth of Rs. 500 Crore or more, or Turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year has to spend atleast 2% of their average net profits made during the three previous financial years towards the Corporate Social Responsibility in the current financial year and shall constitute a Corporate Social Responsibility (CSR) Committee of the Board consisting of three or more Directors.

However as per General Circular No. 14/2021 where the amount required to be spent by a company on CSR does not exceed fifty lakh rupees, the requirement for constitution of the CSR Committee is not mandatory and the functions of the CSR Committee, in such cases, shall be discharged by the Board of Directors of the company.

The Company has formulated and recommended to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company.

The details of the CSR expenditure is enclosed herewith in **Annexure- B.**

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 were 2(two) complaints received during the year.

The Annual Report of the Internal Complaints Committee is enclosed as herewith as **Annexure- C**

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: *3rd September, 2021*

Annexure- A

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2022
of
NIS MANAGEMENT LIMITED

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	**U74110WB2006PLC108679**
ii)	REGISTRATION DATE	**23/03/2006**
iii)	NAME OF THE COMPANY	**NIS MANAGEMENT LIMITED**
iv)	CATEGORY / SUB-CATEGORY OF THE COMPANY	**COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY**
v)	ADDRESS OF THE REGISTERED OFFICE AND CONTACT DETAILS	**1ST FLOOR, FL-1A (W), 489 MADURDAHA KALIKAPUR, KOLKATA- 700 107** **PH. NO.:- 91 33 24432026** **EMAIL ID: info@nis.co.in** **WEBSITE: www.nis.co.in**
vi)	WHETHER LISTED COMPANY	**NO**
vii)	NAME, ADDRESS AND CONTACT DETAILS OF REGISTRAR & TRANSFER AGENTS (RTA), IF ANY	**N.A.**

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	SECURITY AND INVESTIGATION SERVICES	80100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	NIS FACILITY MANAGEMENT SERVICES PVT. LTD.	U74910WB2007PTC114891	Wholly Owned Subsidiary	100%	2(87)(ii)
2.	KEERTIKA ACADEMY PVT. LTD.	U80903WB2007PTC118765	Wholly Owned Subsidiary	100%	2(87)(ii)
3	NIS ACE MANAGEMENT PVT. LTD.	U93000WB2013PTC196531	Wholly Owned Subsidiary	100%	2(87)(ii)

4.					

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

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2021]				No. of Shares held at the end of the year [As on 31-March-2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a)Individual/ HUF	-	7265359	7265359	99.83	-	7265359	7265359	99.83	NIL
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A)(1):-	**-**	7265359	7265359	99.83	**-**	7265359	7265359	99.83	**NIL**
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub–total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	**-**	**7277928**	**7277928**	**100**	**-**	**7277928**	**7277928**	**100**	**NIL**
B. Public Shareholding									
1. Institutions									

a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non - Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	12569	12569	0.17	-	12569	12569	0.17	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	-	12569	12569	0.17	-	12569	12569	0.17	-
Total Public Shareholding (B) = (B)(1) +(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**-**	**7277928**	**7277928**	**100**	**-**	**7277928**	**7277928**	**100**	**NIL**

(ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	DEBAJIT CHOUDHURY	63,96,180	87.88%	-	63,96,180	87.88%	-	-
2	RINA CHOUDHURY	868,915	11.94%	-	868,915	11.94%	-	-
3	SUSMITA MUKHERJEE	88	0.0012	-	88	0.0012	-	-
4	DEBAHUTI CHATTERJEE	88	0.0012	-	88	0.0012	-	-
5	NITA DEY	88	0.0012	-	88	0.0012	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change): NO CHANGE

Sl. No. 1.		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 beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
1.	ANIRBAN CHOUDHURY	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12409	0.17%	12409	0.17%
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	12409	0.17%	12409	0.17%

2.	NILIMA NEOGI	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	160	0.0022	160	0.0022
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	160	0.0022	160	0.0022

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	**DEBAJIT CHOUDHURY**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	6396180	87.88%	6396180	87.88%
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	6396180	87.88%	6396180	87.88%
2.	**RINA CHOUDHURY**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	868915	11.94%	868915	11.94%
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	868915	11.94%	868915	11.94%
3.	**NILIMA NEOGI**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	160	0.002	160	0.002%
	Date wise Increase/Decrease in Promoters share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc):				
	At the end of the year	160	0.002	160	0.002%
4.	**KAMALESH MUKHERJEE**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc):	-	-	-	-

	At the end of the year	-	-	-	-
5.	**PARTHA SARATHI BHATTACHARYYA**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
6.	**RANA SOM**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters share holding 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	48,68,75,543.48	-	-	48,68,75,543.48
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	48,68,75,543.48	**-**	**-**	48,68,75,543.48
Change in Indebtedness during the financial year				
• Addition	18,15,08,250.48	-	-	18,15,08,250.48
• Reduction	-	-	-	-
Net Change	18,15,08,250.48	**-**	**-**	18,15,08,250.48
Indebtedness at the end of the financial year				
i) Principal Amount	66,83,83,793.96	-	-	66,83,83,793.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	66,83,83,793.96	**-**	**-**	66,83,83,793.96

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		DEBAJIT CHOUDHURY	RINA CHOUDHURY	NILIMA NEOGI	
1	Gross salary	52,00,000	50,00,000	64,63,648	16663648
	(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)	52,00,000	50,00,000	64,63,648	16663648
	Ceiling as per the Act	*As per Schedule V -Effective Capital*			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
		KAMALESH MUKHERJEE	
	1. Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	- -	-
	Total (1)	- -	-
	2. Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	75000 -	75000
	Total (2)	75000	75000
	Total (B)=(1+2)	75000	75000
	Total Managerial Remuneration	- -	-
	Overall Ceiling as per the Act	- -	-

C. Remuneration to key managerial personnel other than MD / Manager / WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
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	462,000	995,930	1457930
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - Others, specify…	-	-	-
5	Others, please specify			
	Total	462,000	995,930	1457930

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

Registered Office:
1st Floor, Fl-1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700 107
Dated: *9th September, 2022*

Sd/-
Debajit Choudhury
Managing Director
DIN: 00932489

Sd/-
Rina Choudhury
Joint Managing Director
DIN: 00881320

FORM AOC-1 *Annexure-B*

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	100,000.00	4,16,00,000	204,080
5	Reserves & surplus	10,02,03,602.99	13,018.33	(1,64,76,709)	(34,78,610)
6	Total assets	23,06,23,578.82	626326.04	12,53,81,433	422,073
7	Total Liabilities	23,06,23,578.82	626326.04	12,53,81,433	422,073
8	Investments	-	-	1,64,37,790	-
9	Turnover	19,28,93,335.20	299,473	6,27,91,120	-
10	Profit before taxation	2,42,84,111.72	46,706	48,84,539	(26,50,976)
11	Provision for taxation	62,72,164.06	12,144.60	319,827	5855
12	Profit after taxation	1,80,11,947.66	34,561.49	45,64,713	(26,56,831)
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, 2022, the information required in Part- B has not been furnished.

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

Sd/-
Debajit Choudhury
Managing Director
DIN: 00932489

Sd/-
Rina Choudhury
Joint Managing Director
DIN: 00881320

Registered Office:
1st Floor, Fl-1A(W)
489 Madurdaha, Kalikapur
Kolkata- 700 107
Dated: 9th September, 2022

Annexure-C

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 average net 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):

a) 2% of average net profit of the company as per Section 135(5): 32,41,426.86
b) Surplus arising out of the CSR projects or programmes or activities of the previousfinancial year : Rs. 7,38,733.46/-
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): Rs. 25,02,693.40/-

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
25,02,693.40	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)	32,41,426.86
ii	Total amount spent for the Financial Year	25,02,693.40
iii	Excess amount spent for the financial year [(ii)-(i)]	0
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	7,38,733.46
v	Amount available for set off Amount available for set off in succeeding financial years [(iii)-(iv)]	0

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 profitas per section 135(5): Not Applicable

Annexure-D

To
The Board of Directors
NIS Management Limited
489 Madurdaha
Kalikapur
Kolkata- 700107

ANNUAL REPORT FOR THE YEAR ENDED 31ST MARCH, 2022
UNDER SECTION 21 OF THE PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE ACT OF 2013

Report of the Internal Complaint Committee of NIS Management Limited and its group companies in respect of Complaints received during the financial year ended 31st March, 2022

Sl. No.	PARTICULARS	REMARKS
1.	No. of complaints received during the year	2
2.	No. of complaints disposed off during the year	2
3.	No. of cases pending for more than 90 days	0
4.	No. of workshops or Awareness Programmes carried out	1
5.	Nature of action taken by the employer/DO	*

** In the case of Sujata Jena, the complainant failed to provide sufficient evidence of sexual harassment and wilfully resigned from her position.*

**In the case Mr. Kamal Mondal, he was proven guilty and himself resigned from the Company.*

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