
NIHARIKA INDIA LIMITED

33rd

ANNUAL REPORT, 2019

CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI SUSANTA DOLUI, *Managing Director*
SHRI JAYANTA BARIK, *Non-Executive-Independent Director*
SHRI BIKASH ADHIKARY, *Non-Executive-Independent Director*
SMT. KRISHNA BANERJEE, *Non-Executive Director*

CHIEF FINANCIAL OFFICER

SHRI SOUMEN MUKHERJEE

STATUTORY AUDITOR

M/s. JAIN SONU & ASSOCIATES
Chartered Accountants

INTERNAL AUDITOR

M/s. BARKHA & ASSOCIATES
Chartered Accountants

SECRETARIAL AUDITOR

ANKITA GOENKA & ASSOCIATES
Practicing Company Secretary

PRINCIPAL BANKERS

CANARA BANK
HDFC BANK

REGISTERED OFFICE

10, PRINCEP STREET
2ND FLOOR
KOLKATA - 700 072
Phone : (033) 4002-2880
E-mail : info@niharikaindia.com
niharikaindialtd@gmail.com
Website : www.niharikaindia.com
CIN : L36900WB1995PLC072857

REGISTRAR & SHARE TRANSFER AGENT

MAHESHWARI DATAMATICS PVT. LTD.
23, R. N. Mukherjee Road, 5th Floor,
KOLKATA - 700 001
Phone : (033) 2243-5029, 2248-2248
Fax : (033) 2248-4787
Email : mdpldc@yahoo.com

CONTENTS

	<u>PAGE NO.</u>
Notice to Shareholders	2
Directors' Report	9
Secretarial Audit Report	15
Extract of Annual Return	19
Report on Corporate Governance	25
Secretarial Certificate	40
Secretarial Certificate on Corporate Governance	41
Certification by Managing Director and Chief Financial Officer	42
Management Discussion and Analysis Report	43
Independent Auditors' Report	46
Balance Sheet	54
Statement of Profit and Loss	55
Cash Flow Statement	56
Notes to Financial Statement	57

NOTICE

Notice is hereby given that the Thirty-Three Annual General Meeting of the company will be held on Friday, 27th day of September, 2019 at 12.00 P.M. at the "Somani Conference Hall", Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001 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, 2019 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Krishna Banerjee (DIN : 06997186), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :**

"Resolved that authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in ordinary course of business at arms length, with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (LODR) Regulations, 2015 and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."

Registered Office :

10, Princep Street
2nd Floor
Kolkata-700072
Date : 16th August, 2019

By Order of the Board
For Niharika India Limited
Susanta Dolui
Managing Director
DIN No. 02956881

NOTES :

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend and vote on a poll 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) and holding in the aggregate not more than 10% of the Total Share Capital of the Company.**

The instrument appointing the Proxy should, however, be deposited either at the Registered Office or Head & Corporate Office of the Company not less than forty eight (48) hours before the commencement of the AGM.

2. The business set out in the Notice will be transacted through remote electronic voting (e-voting) system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 20.

Members attending the AGM, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM through ballot papers.

3. Notice of Annual General Meeting is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories on 2nd August, 2019. Any member who acquire shares and became Member after dispatch of Notice and Annual Report may obtain the same from Company website : www.niharikaindia.com or may request for a copy of the same by writing to the Company at info@niharikaindia.com or Registrar and Share Transfer Agent ('Registrar') at mdpldc@yahoo.com.
4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxies/Authorized Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the AGM. Members holding shares in dematerialised form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar.
8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
9. Brief Resume of Directors proposed to be re-appointed having details such as nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between Directors inter-se required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) is annexed hereto. The Directors have furnished requisite declarations for their re-appointment.
10. Friday, 20th September 2019 has been fixed as 'Cut off Date' for determining Shareholders entitled to facility of voting by remote e-voting as well as by ballot at said AGM following Regulation 44 of the SEBI LODR, 2015.

11. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019, both days inclusive, in connection with ensuing AGM.
12. Members holding shares in Physical Form are requested to notify/send following to the Registrar and Share Transfer Agent of the Company to facilitate better service :
 - i) Any change in their address/mandate/bank details.
 - ii) Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

Members holding shares in Demat Form are requested to give all instructions directly to their Depository Participants.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar, who will provide the Form on request.
14. Members holding shares in multiple folios are requested to submit their application to Registrar for consolidation of folios into single folio.
15. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scrip less trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.
16. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering/ updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of shares held in physical form with the Company or its Transfer Agent.
17. 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.
18. The Company's Statutory Auditors, Jain Sonu & Associates., Chartered Accountants (Firm Registration No. 3243836E), Chartered Accountants were appointed as the Statutory Auditors of the Company at the 32nd Annual General Meeting of the Company to hold office for a term of three consecutive years up to the conclusion of the 35th Annual General Meeting of the Company.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors of the Company. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

19. The route map showing directions to reach the venue of 33rd AGM is annexed hereto.

20. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI LODR, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 33rd AGM by electronic means and the business mentioned in Notice relating thereto may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his/her discretion following the procedure below.

The instructions for E-voting are as follows :

Step 1 : (i) Log on to the e-voting website www.evotingindia.com

Step 2 : Cast your vote electronically on CDSL e-voting system.

Details on Step 1 is mentioned below :

How to Login to the e-voting website?

- i. Visit the e-voting website of by opening your web browser and typing the following URL either on a desktop computer/laptop or on a mobile : <https://www.evotingindia.com>
- ii. Once the homepage of the e-voting system is launched, click on the icon, 'Login', which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- iv. Now Enter your User ID :

a) For members who hold Shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold Shares in demat account with CDSL	16 digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding Shares in physical form.	EVSN, followed by Folio Number registered with the Company

- v. Your password details are given below :
 - a. If you are already registered for e-voting, then you can use your existing password to Login and cast your vote.
 - b. However, If you are a first time user, follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details or Date of Birth #	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.

* Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number communicated to you. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Details on Step 2 is mentioned below :

How to cast your vote electronically on the CDSL e-voting system :

1. After successfully Login in following Step 1, you will be able to see the e-voting homepage. Click on 'e-voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Click on the EVSN for the relevant <NIHARIKA INDIA LIMITED> on which you choose to vote.
4. Now you are on the voting page and ready for e-voting.
5. 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.
6. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
7. 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.
8. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

General instructions/information for Members for voting on the Resolutions :

1. The voting period begins on Tuesday, 24th September, 2019 (9.00 AM) and ends on Thursday, 26th September, 2019 (5.00 PM). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 20th September, 2019 ("Cut-off Date") may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
2. Facility of voting through ballot paper shall also be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the AGM as mentioned in the notice.
3. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM
4. Voting rights of Shareholders (for voting through remote e-voting or by ballot paper at the AGM) shall be in proportion to their share of the paid up equity share capital of the Company as on Friday, 20th September, 2019 ("Cut-off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
5. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-off Date, i.e. Friday, 20th September, 2019 may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com.

6. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
7. **Note for Institutional Shareholders & Custodians**
 - ♦ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - ♦ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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) which they wish to vote on.
 - ♦ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ♦ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
8. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
9. Mr. Atul Kumar Labh (C.P. No. 3238, Membership No. FCS 4848) of A. K. Labh & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.
10. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
11. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The consolidated results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL. The results will also be communicated to the Stock Exchanges where shares of the Company are listed.

Registered Office :

10, Princep Street
2nd Floor
Kolkata-700 072
Date : 16th August, 2019

By Order of the Board
For Niharika India Limited
Susanta Dolui
Managing Director
DIN No. 02956881

ANNEXURE TO NOTICE**Item No. 2**

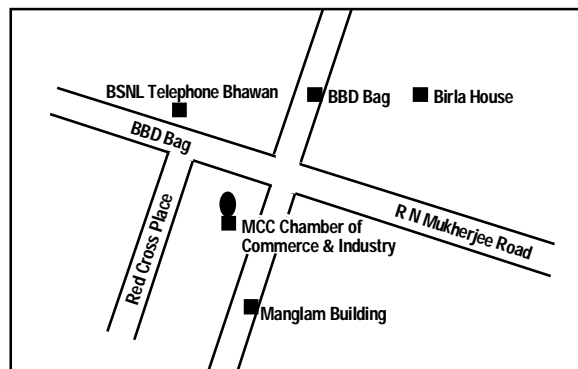
Disclosures required under Section 196(4) of Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out at the end of this Notice.

1.	Name of the Director	Smt. Krishna Banerjee
2.	Item No.	2
3.	Date of Birth	01/01/1964
4.	Date of Appointment	30/09/2014
5.	Qualification	M.A., B.COM
6.	Expertise in specifics functional Areas	Smt. Krishna Banerjee is having vast experience in corporate and shares related matter.
7.	Terms and Conditions of Appointment and Re-appointment	Continuation as before
8.	Directorship of other public Companies (*)	Amluckie Investment Co. Ltd. Silicon Valley Infotech Ltd. Herald Commerce Ltd. CMS Finvest Ltd. Manglam India Limited ATN International Ltd
9.	Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March, 2019	None
10.	Chairman/Member of the Committee of Directors of other public Company of which he is Director as on 31st March, 2019 (**)	Member in Audit Committee and Stakeholder Relationship Committee
11.	Shareholding in Equity Shares of the Company and % of the Holding	-

(*) Excluding directorship held in private limited/foreign companies and Companies registered under Section 8 of Companies Act, 2013.

(**) Audit Committee & Stakeholders Relationship Committee are considered.

Route map of the Venue of the Annual General Meeting is appended below :



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 33rd Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2019.

Financial Results

The Standalone financial performance of the Company for Financial year ended 31st March, 2019 are as follows :

Particulars	Financial Year 2018-19	Financial Year 2017-18
	Amount in Rs.	Amount in Rs.
Revenue from Operations	525,000.00	6,397,876.03
Other Income	1,218,756.00	474,966.00
Total Revenue	1,743,756.00	6,872,842.03
Total Expenditure	3,166,892.54	7,302,598.03
Profit/(loss) before taxes	(1,423,136.54)	(429,756.00)
Tax Expense/(Benefits)	—	—
Profit/(Loss) after Tax	(1,423,136.54)	(429,756.00)
Earnings per Equity Share in Rs.	(0.25)	(0.08)

DIVIDEND & RESERVE

Due to loss during the Financial Year under report, your Board of Directors regrets their inability to recommend any dividend for the financial year ended 31st March, 2019.

During the year under review, no amount was transferred to General Reserve.

PERFORMANCE REVIEW

The Company has incurred a loss of Rs. (1,423,136.54)/- during the financial year ended 31st March, 2019 and it needs lot of improvement in view of making profit. Your Directors are making all efforts to improve the performance of the Company in future.

CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2019

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY

The Company does not have any Subsidiary/Joint Venture/Associate.

SHARE CAPITAL

The paid up equity capital as on 31st March, 2019 was Rs. 570.53 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted stock options or sweat equity.

LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on Calcutta Stock Exchange (CSE). The reason

for suspension of shares of the Company from trading in CSE has not been communicated and your directors are taking necessary steps for the same.

The Company has paid the annual custodian fees to NSDL for the Securities of the Company held in dematerialized mode with them for the year 2019-2020.

DEPOSITS

During the year under review, 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.

BUSINESS RESPONSIBILITY REPORT (BRR)

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd as at 31 March, 2012. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186(11) of the Companies Act, 2013, your Company being the non-banking financial Company are exempted from disclosure in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of the Companies Act, 2013 regarding Corporate Social Responsibilities are not applicable to the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the Articles of Association and provisions of the Companies Act, 2013, Smt. Krishna Banerjee (DIN: 06997186) retire by rotation and being eligible offer herself for re-appointment. The Board recommends his re-appointment for the approval of the members.

Shri Susanta Douli was appoint as the "Managing Director" of the Company w.e.f 18th April, 2019

Shri Shyam Sunder Chatterjee was resigned from the directorship of the company w.e.f close of Business hour on 18th April, 2019.

Shri Sudhir Kumar Kothari, a qualified Company Secretary was appointed as a Company Secretary and Compliance Officer in accordance with Companies Act, 2013 and SEBI (LODR), Regulation, 2015 w.e.f 18th April, 2019, but due to unavoidable circumstances he resigned from his post w.e.f 8th June, 2019.

Brief resume of Director seeking appointment/re-appointment in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in notice of 33rd Annual General Meeting of the Company.

The Board recommends their appointment/re-appointment for the approval of the members.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI (LODR) Regulations, 2015, the Board has carried out an evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committee.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Director and Non Independent Director

was carried out by the Independent Directors at their meeting without the attendance of Non-Independent Directors and members of the management. The Directors were satisfied with the evaluation results.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a mechanism called "Whistle Blower Policy" for Directors and employees to report genuine concerns or grievances. The policy is available on the website of the Company (www.niharikaindia.com).

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2018-2019 forms a part of "**Report on Corporate Governance**".

INTERNAL FINANCIAL CONTROL

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In opinion of the board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

NOMINATION & REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and other employees of the Company. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board, its Committee and individual Directors. The policy is stated forms a part of "**Report on Corporate Governance**".

RISK MANAGEMENT POLICY

The Company has a Risk Management Policy in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015, which provides a mechanism for risk assessment and mitigation.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Women at workplace in accordance with the Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013. During the Financial Year ended 31st March, 2019 the company has not received any complaints pertaining to Sexual Harassment.

RELATED PARTIES TRANSACTION

All related party transactions that were entered into during the financial year were in the ordinary course of the business and were on arm's length basis. Thus disclosure in Form AOC-2 is not required. Further there were no materially significant related party transactions entered by the company with Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with interest of the company. The policy on Related Party transaction as approved by Board of Directors has been uploaded on the website of the Company. The web link of the same is www.niharikaindia.com.

Details of the transactions with Related Parties are provided in the accompanying financial statements.

SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS

During the year, there are no significant and material order passed by the Regulators/Courts which would impact the going concern of the Company and its future operation.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) 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 a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) 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.
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) 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.
- vi) 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.

STATUTORY AUDITOR AND AUDITORS' REPORT

M/s. Jain Sonu & Associates, (Regn No. 324386E) Chartered Accountants were appointed as the Statutory Auditors of the Company at the 32nd Annual General Meeting of the Company to hold office for a term of three consecutive years up to the conclusion of the 35th Annual General Meeting of the Company.

Statutory Auditors' remarks contained in their report with the related notes to accounts referred to by them are self explanatory.

SECRETARIAL AUDITOR

Secretarial Audit Report in Form MR-3 following provisions of Section 204 of the Act of M/s Ankita Goenka and Associate, Practicing Company Secretaries forming part hereof as **Annexure 'I'**. Following Regulation 24A of SEBI LODR, 2015 they have also carried out Secretarial Compliance Audit for FY 2018-19. Both of said Report and Certificate are free of qualifications, reservations or adverse remarks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an adequate system of Internal Control commensurate with its size and nature of the business. A report on the suggestions and recommendations of the Internal Auditor and their implementation is placed before the Audit Committee of the Board and the Management.

M/s. Barkha & Associates, Chartered Accountants performs the duties of internal auditors of the company for the year ended 31st March, 2019. In order to monitor the performance on a continuous basis. Management has a system to review Internal Audit Reports with a view to monitoring the adequacy of internal control in place.

EXTRACT OF ANNUAL RETURN

An extract of the annual return of the Company as required by section 92(3) of Companies Act, 2013 in Form No. MGT – 9 for the Financial Year ended 31st March, 2019 is attached to this Report as **Annexure 'II'**.

MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the company,

which have occurred since 31st March, 2018, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review there was no inflow/outflow of foreign exchange.

STATUTORY INFORMATION

Since the Company does not own any manufacturing facility, requirement regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules is not applicable.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Company had no employee who were in receipt of more than Rs. 1.02 crores per annum during the year ended 31st March, 2019 or of more than Rs. 8.5 Lakhs per month during any part thereof.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year are provided in below :

The ratio of remuneration of each Director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year -

Shyam Sunder Chatterjee, Managing Director - 1:1.08

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year -

There has been no increase in the remuneration of the Managing Director or Chief Executive Officer, Chief Financial Officer & Company Secretary during the year.

(iii) The percentage increase in the median remuneration of employees in the financial year -

There is no percentage increase in the median remuneration of employees in the financial year.

(iv) The number of permanent employees on the rolls of Company -

The number of permanent employees on the rolls of Company is 3.

(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 -

No average percentage increase taken place in the salaries of total employees.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company -

Yes.

EMPLOYER EMPLOYEE RELATIONSHIP

The Company has maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the year under review.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

As per the Listing Regulations, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to Report on Corporate Governance **Annexure - "III"**.

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is appended as Annexure - "IV" and forms an integral part of this report. The Board members and Senior management personnel have confirmed compliance with the Code of conduct.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct for its Board Members and Senior Management personnel. The code of conduct has also been posted on the official website of the Company, www.niharikaindia.com.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013, the Company is not required to transfer any amount to Investor Protection and Education Fund as the Company has not declared any Dividend since its incorporation and as such there is no amount of dividend which was due and payable and remained unclaimed and unpaid for a period of seven years.

SECRETARIAL STANDARDS

The Board of Directors of the Company hereby confirms that your Company has complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

ACKNOWLEDGEMENTS

Your Directors acknowledge the support and owe a debt of gratitude to the Members, Investors, Consultants & Bankers. Your Directors' also place on record their sense of appreciation for the valuable contribution made by the employees of the Company.

Registered Office :

10, Princep Street
2nd Floor
Kolkata-700 072
Date : 16th August, 2019

On behalf of the Board of Directors
For Niharika India Limited

Susanta Dolui
Managing Director
DIN No. 02956881

Jayanta Barik
Director
DIN No. 03567709

**Annexure 'I' to the Directors' Report
Form No. MR - 3**

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2019

*[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,
M/s. NIHARIKA INDIA LIMITED
10, Princep Street, 2nd Floor,
Kolkata - 700 072

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s **NIHARIKA INDIA LTD., CIN- L36900WB1995PLC072857** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s **NIHARIKA INDIA LTD.**'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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, generally 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;

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **NIHARIKA INDIA LTD.** for the financial year ended on 31st March, 2019, according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) 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 (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable as the Company has not offered any securities during the financial under review).**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable as the Company has not offered**

any shares or granted any options pursuant to any employee benefits scheme during the financial under review).

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ; **(Not applicable as the Company has not issued and listed any debt securities during the financial under review).**
 - f. 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;
 - g. The Securities and Exchange Board Of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable as the Company has not bought back any equity shares during the financial under review).**
- (vi) The regulation made by the Reserve Bank of India (under the Reserve Bank of India Act, 1934) with regard to Non-Banking Financial Companies ("NBFC").
- (vii) Other laws applicable to the Company as per the representations made by the Management.

The compliance by the company applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to reviewed by the statutory financial auditor and other designated professionals.

We have also examined compliance with the

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Secretarial Standard I and Secretarial Standard II issued by the Institute of Company Secretaries of India (ICSI) were applicable to the Company for the period under review.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc. mentioned above except that

1. The company after due search fails to find a suitable candidate for the post of company secretary during the period under review.
2. Form MGT-14 dated 06/07/2018 has been late filed with an additional fees.

We further report that,

- Subject to our observation at (i) above the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the members' views are captured and recorded as part of the minutes as per the explanations given to us and the representations made by the

Management 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.

We further report that during the period the Company has following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. Shri Bikash Adhikary, Additional Director, changed in designation to Independent, Non-Executive Director from 26th September, 2018.
2. Shri Jayanta Barik designation Changes to Independent, Non Executive Director from 26th September, 2018.
3. Appointment of JAIN SONU & ASSOCIATES as a Statutory Auditor of the Company for a term of 3 years from 1st April, 2018 to 31st March, 2021.
4. P. K. AJITSARIA & CO. resigned as a Statutory Auditor of the Company from 26th July, 2018.

For **Ankita Goenka & Associates**
Company Secretaries
Ankita Goenka
Practicing Company Secretary
ACS : 37776
COP : 14204

Place : Kolkata
Date : 1st August, 2019

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure - A

To,
The Members,
M/s. NIHARIKA INDIA LIMITED
10, Princep Street, 2nd Floor,
Kolkata - 700 072

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 **Ankita Goenka & Associates**
Company Secretaries
Ankita Goenka
Practicing Company Secretary
ACS : 37776
COP : 14204

Place : Kolkata
Date : 1st August, 2019

Annexure 'II' to the Directors' Report**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****as on financial year ended on 31st March, 2019**

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

I. REGISTRATION & OTHER DETAILS :

i)	CIN	L36900WB1995PLC072857
ii)	Registration Date	13/07/1995
iii)	Name of the Company	Niharika India Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered office and contact details	10, Princep Street, 2nd Floor Kolkata - 700 072 Phone : 033-40022880 E-mail ID : info@niharikaindia.com niharikaindiatd@gmail.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road 5th Floor, Kolkata - 700001 Phone : 033-2243-5029, 2248-2248 Fax : 033-2248-4787 Email ID : mdpldc@yahoo.com

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 & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Sale of Shares	64990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	NIL	NIL	NIL	NIL	NIL

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	134900	NIL	134900	2.3645	134900	NIL	134900	2.3645	NIL
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1)	134900	NIL	134900	2.3645	134900	NIL	134900	2.3645	NIL
(2) Foreign									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	134900	NIL	134900	2.3645	134900	NIL	134900	2.3645	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1627595	1541640	3169235	55.5494	1627595	1541640	3169235	55.5494	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1027340	356310	1383650	24.2522	1024740	356310	1381050	24.2066	-0.0456
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	937220	80250	1017470	17.8339	939820	80250	1020070	17.8795	0.0456

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
c) Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(2)	3592155	1978200	5570355	97.6355	3592155	1978200	5570355	97.6355	NIL
Total Public Shareholding (B) = (B)(1) + (B)(2)	3592155	1978200	5570355	97.6355	3592155	1978200	5570355	97.6355	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A + B + C)	3727055	1978200	5705255	100.0000	3727055	1978200	5705255	100.0000	0.0000

(ii) Shareholding of Promoters :

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding 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.	MANGLAM INDIA LTD.	134900	2.3645	NIL	134900	2.3645	NIL	NIL
	TOTAL	134900	2.3645	NIL	134900	2.3645	NIL	NIL

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

Sl. No.		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	NIL	NIL	NIL	NIL
	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):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Graceful Advisory Services Pvt. Ltd.	80000	1.4022	—	—	—	—	80000	1.4022
2.	New Wave Dealers Pvt. Ltd.	150000	2.6292	—	—	—	—	150000	2.6292
3.	Mrinmoyee Vinimay Pvt. Ltd.	530000	9.2897	—	—	—	—	530000	9.2897
4.	Shreya Tie-Up Pvt. Ltd.	100000	1.7528	—	—	—	—	100000	1.7528

5.	Anushree Tradelink Pvt. Ltd.	300000	5.2583	—	—	—	—	300000	5.2583
6.	Bahubali Properties Limited	78840	1.3819	—	—	—	—	78840	1.3819
7.	Sawaria Trading Pvt. Ltd.	507850	8.9014	—	—	—	—	507850	8.9014
8.	Lower Vyapar Pvt. Ltd.	367800	6.4467	—	—	—	—	367800	6.4467
9.	Sri Krishna Cloth Merchants Pvt. Ltd.*	—	—	04/01/2018	Transfer	61900	1.0850	61900	1.0850
10.	Better Mercantile Pvt. Ltd.	89600	1.5705	—	—	—	—	89600	1.5705

(v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.		Share holding at the beginning of the year		Cumulative Share holding 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	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

Note : No Director and KMP are holding any shares in the Company.

(vi) 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	NIL	1,20,00,000	NIL	1,20,00,000
ii) Interest due but not paid	NIL	8,04,010	NIL	8,04,010
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	NIL	1,28,04,010	NIL	1,28,04,010
Change in Indebtedness during the financial year				
• Addition	NIL	NIL	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	1,28,04,010	NIL	1,28,04,010
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	NIL	1,28,04,010	NIL	1,28,04,010

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 Managing Director/WTD/Manager	Total Amount (Rs.)
		Shyam Sundar Chatterjee - Managing Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	60,000.00 NIL NIL	60,000.00 NIL NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	60,000.00	60,000.00
	Ceiling as per the Act		N.A.

B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
		Bikash Adhikary - Independent Director	Jayanta Barik - Non-Executive Director	Krishna Banerjee - Non-Executive Director	
1.	Independent Directors				
	• Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2.	Other Non-Executive Directors				
	• Fee for attending board committee meetings	—	—	—	NIL
	• Commission	—	—	—	NIL
	• Others, please specify	—	—	—	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B) = (1 + 2)				NIL
	Total Managerial Remuneration				NIL
	Overall Ceiling as per the Act				NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total (Rs.)
		Soumen Mukherjee - CFO	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	90,000 NIL NIL	90,000 NIL NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others (specify)	NIL NIL	NIL NIL
5	Others, please specify	NIL	NIL
	Total	90,000	90,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

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			N I L		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			N I L		
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty			N I L		
Punishment					
Compounding					

**Annexure 'III' to Directors' Report
Report on Corporate Governance**

1. Company's Philosophy

The Company's philosophy on Corporate Governance continues to apply best management practices, compliance of law in true letter and spirit, adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders. Your Company makes best endeavor to implement the core values of transparency, accountability, independence, responsibility and fairness. in all facets of its operations. The Company continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Regulations.

The Report on Compliance of conditions of the Corporate Governance in accordance with Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) amended to date read with relevant provision of the Companies Act, 2013 (the Act) & Rules framed thereunder, is given below.

2. Board of Directors of the Company

a) Composition of the Board :

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive Directors. The Board comprises of persons who have excelled in their respective areas and have good standing. All the Directors are above the age of 21 years.

Board of Directors (Board) of the Company comprise as on 31st March, 2019 of the following :

Director's Name	Director's Category
Shri Shyam Sundar Chatterjee*	Managing Director, Executive
Shri Jayanta Barik	Non-Executive - Independent Director
Shri Bikash Adhikary	Non-Executive - Independent Director
Smt. Krishna Banerjee	Non-Executive Director

* Shri Shyam Sunder Chatterjee resigned from the post of Managing Director with effect from 18th April, 2019.

** Shri Susanta Douli was appointed as the Managing Director of the Company with effect from 18th April, 2019.

Director's Name	Director's Category	No. of Directorship in listed entities including Niharika India Limited (Refer Regulation 25(1) of Listing Regulations)	Total Number of Committee (a) Membership held in Public Limited Companies [including Niharika India Limited but excluding Private Limited Companies, Foreign Companies and Companies of Section 8 of the Companies Act, 2013 (the Act)]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Niharika India Limited (Refer Regulation 26(1) of Listing Regulations)
Shri Shyam Sundar Chatterjee*	Managing Director, Executive	2	2	-
Shri Jayanta Barik	Non-Executive - Independent Director	1	-	2
Smt. Krishna Banerjee	Non-Executive - Director	7	2	-
Shri Bikash Adhikary	Non-Executive - Independent Director	3	4	-

* Shri Shyam Sunder Chatterjee resigned from the post of Managing Director with effect from 18th April, 2019.

** Shri Susanta Douli was appointed as the "Managing Director" of the Company with effect from 18th April, 2019.

a) Including Audit and Shareholder Committee.

b) None of the Directors is related inter-se.

None of the Directors of the Company held office of Director in more than permissible number of Companies under Section 165 of the Act. Also, the Committee Chairpersonships/Memberships held are within limits laid down in Regulation 26(1) of SEBI LODR, 2015. Appointment of Non-Executive Director(s), save as otherwise expressly provided in the Act, have been made at the Company's General Meeting.

During Financial Year (FY) 2018-2019, 4 (four) meetings of the Board were held and details thereof are as follows :

Board Meeting dates	No. of Directors present
25th May, 2018	4
10th August, 2018	4
12th November, 2018	4
11th February, 2019	4

Gap between two Board Meetings did not exceed 120 days prescribed under Section 173(1) of the Act and Regulation 17 of the SEBI LODR, 2015.

Annual General Meeting of the Company was last held on Wednesday, 26th September, 2018. Attendance of the Directors at Board Meetings and at AGM held during FY 2017-2018 has been as follows :

Name of the Director	No. of Board Meetings		Attendance at last AGM - held on 26th September, 2018
	Held	Attended	
Shri Shyam Sundar Chatterjee	4	4	Yes
Shri Jayanta Barik	4	4	Yes
Smt. Bikash Adhikary	4	4	Yes
Smt. Krishna Banerjee	4	4	Yes

Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in the Notice of 33rd Annual General Meeting of the Company.

b) Directors' membership in board/committees of other companies :

As per the Listing Regulations, no director can be a Member in more than 10 (ten) committees or act as chairman of more than 5 (five) committees across all companies in which he is a Director.

In terms of the Listing Regulations, none of the directors of your Company were Members in more than 10 (ten) committees nor acted as chairman of more than 5 (five) committees across all companies in which they were Directors.

c) Familiarization Programme for Independent Directors :

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through programme in compliance of Listing Regulations.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: www.niharikaindia.com.

d) Skill/Expertise/Competence of the Board of Directors of the Company :

	Commercial	Marketing	Financial	Communication
Skill/Expertise/Competence	✓	✓	✓	✓

e) Independent Directors' Meeting :

During the year under review, a separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of the Management, was held on 10th November, 2018 as required under Companies Act, 2013 and Listing Regulations. All Independent Directors were present at the meeting to review the performance of Non-Independent Directors and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties and discuss matters pertaining to the Company's affairs and functioning of the Board and presented their views to the Managing Director for appropriate action.

3. BOARD COMMITTEES

The Company have three Board level Committees :

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Terms of reference of the Board Committees are determined by the Board from time to time. Minutes of Board Committee Meetings are placed in subsequent Board Meetings for the information of the Board. Role & composition of these Committees and dates on which meeting thereof were held, attendance of Committee Members thereat, their role and responsibility etc are given below.

I) AUDIT COMMITTEE

a) Brief description of the terms of reference :

The terms of reference of the Audit Committee cover the matters specified under Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014.

The Audit Committee reviews, acts and reports to the Board of Directors with respect to :

- a) the appointment of Statutory Auditors of the Company,
- b) review and approval of related party transactions,
- c) provide Board with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems,
- d) it acts as a link between the management, statutory auditors and the Board of Directors,
- e) Company's compliance with the legal and statutory requirements,
- f) Such other matters resulting from statutory amendments/modifications from time to time.

b) Composition, Name of members and Chairperson :

The Audit Committee, presently, comprises of 2 (two) Non-Executive Independent Directors and 1(one) Executive Director. The following directors are the present Members of the Committee.

Director's Name	Position	No. of Meetings	
		Held	Attended
Shri Jayanta Barik	Chairman	4	4
Shri Shyam Sundar Chatterjee*	Member	4	4
Shri Bikash Adhikary	Member	4	4

* Shri Shyam Sunder Chatterjee resigned from the post of Managing Director with effect from 18th April, 2019.

** Shri Susanta Douli was appointed as the "Managing Director" of the Company with effect from 18th April, 2019.

During the financial year 2018-2019, the Audit Committee met 4 (Four) times on 24th May, 2018, 9th August, 2018, 10th November, 2018 & 9th February, 2019.

II) NOMINATION AND REMUNERATION COMMITTEE

a) Brief description of the terms of reference :

The terms of reference of the Nomination & Remuneration Committee cover the matters specified under Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013. The Committee is primarily responsible for :

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the

directors, KMP and other employees.

- b) Formulate the criteria for performance evaluation of independent directors and the Board of directors.
- c) Devise a policy on Diversity of Board of Directors.
- d) Such other matters resulting from statutory amendments/modifications from time to time.

The Company has adopted a Remuneration Policy for its Directors, Key Managerial Personnel and other employees. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board and individual Directors. Details of Remuneration Policy is provided in Para 4 (iv) and has also been uploaded on the website of the Company.

b) Composition, Name of members and Chairperson :

The Nomination & Remuneration Committee, presently, comprises of 2 (two) Non-Executive Independent Directors and 1(one) Non-Executive Director. The following directors are the present Members of the Committee.

Director's Name	Position	No. of Meetings	
		Held	Attended
Shri Jayanta Barik	Chairman	2	2
Smt. Krishna Banerjee	Member	2	2
Shri Bikash Adhikary	Member	2	2

During the financial year 2018-2019, the Nomination & Remuneration Committee met 2 (two) times on 26th September, 2018 & 8th February, 2019.

d) Criteria for selection and appointment of Directors and Remuneration Policy :

Preamble

- The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors (Board) and for Key Managerial Personnel (KMP) and other employees. The expression KMP shall have the same meaning as defined under Companies Act, 2013. This policy also provides a framework for identification of persons who are qualified to become directors and who may be appointed as senior management for recommendation of their appointment to the Board.
- This policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the board of directors of the Company.
- The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

Criteria for determining qualification

The Board may expects qualified directors to have ample experience and the highest level of personal and professional ethics, integrity and values. The Board shall also consider whether each director possesses the following :

- The highest level of personal and professional ethics, reputation, integrity and values;
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The ability to exercise objectivity and independence in making informed business decisions;
- The willingness and commitment to devote extensive time necessary to fulfill his/her duties;

- The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others;
- The skills, knowledge and expertise relevant to the Company's business.

Independence Review Criteria

Determination of director independence will be made by the Board for each director on an annual basis upon the recommendation of the Committee. Independent directors have three key roles, namely, governance, control and guidance. Some of the performance indicators, based on which the independent directors shall be evaluated are :-

- Independence from management.
- Independence from Promoter Group.
- No substantial shareholding.
- Ability to contribute to and monitor our corporate governance practices.
- Ability to contribute by introducing international best practices to address top management issues.
- Active participation in long term strategic planning.
- Commitment to the fulfilment of a director obligations and fiduciary responsibilities - this include participation and attendance.
- Other significant relationship which may cause a conflict of interest.

Principles of Remuneration

Company considers that the remuneration system is a key element in creating value. It thus has an advanced remuneration scheme based on the reciprocity of value for employees and for the Company in line with the interests of shareholders. The Company's remuneration system is informed by the following principles :

- Long-term value creation.
- Remunerate achievement of results on the basis of prudent, responsible risk bearing.
- Attract and retain the best professionals.
- Reward the level of responsibility and professional path.
- Ensure equity in the Company and competitiveness outside it.
- Ensure transparency in its remuneration policy

Remuneration to Non-Executive Directors

Non Executive directors may be paid remuneration by way of sitting fees and reimbursement of expenses for participation in the Board and other meetings and such other payments as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Remuneration to Executive Directors

At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company and the Managing Director within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

Remuneration to other Key Managerial Personnel excluding Executive Director & other employees

Other Key Managerial Personnel excluding Executive Director and other employees shall be paid such

remuneration as per term and condition of appointment letter/contract within the range approved by and ratified by the Remuneration Committee. Annual increments effective 1st April each year, as recommended by the Remuneration Committee, shall be approved by the Board.

Evaluation of Individual Directors & Board

The Independent Directors shall have a separate meeting during the year without the attendance of Non-Independent Directors and members of management. All Independent Directors shall strive to be present at the meeting. The meeting shall review the performance of Non-Independent Directors and the Board as a whole. The meeting shall also review the performance of the Chairman, if any of the Company, taking into account the views of the Executive Directors and the Non-Executive Directors.

The performance evaluation of the Independent Directors shall be done by the entire Board, excluding the Director being evaluated. The performance evaluation of the Independent Directors and the Board as a whole shall be in context of the Company's performance and governance perspective.

Criteria for Performance Evaluation are as under :

For Board -

- degree of fulfillment of key responsibilities
- Composition
- Committees of Board
- Board & Committee Meetings
- Team work
- understanding the role
- effectiveness and quality of decision making

For Directors -

- attendance at the meeting
- participation and contribution
- responsibility towards Stakeholders
- compliance and governance
- maintaining confidentiality

In addition to the above Managing Director also being evaluated on -

- leadership
- relationships
- communication
- conduct of meeting
- utilization of resources

Committee -

- degree of fulfillment of key responsibilities
- adequacy of Committee composition
- relationship
- communication
- understanding of regulatory environment
- interaction with the Board

AMENDMENTS TO THIS POLICY

This Policy may be amended or substituted by Nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

III) STAKEHOLDERS RELATIONSHIP COMMITTEE**a) Brief description of the terms of reference :**

The terms of reference of the Stakeholders Relationship Committee cover the matters specified under Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013. The board of Directors of the Company has delegated the authority to approve transfer of shares to Stakeholders Relationship Committee of the Company. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. The committee deals with the various matters relating to :

- a. Transfer of shares
- b. Transmission of shares
- c. Issuance of duplicate share certificates as and when required
- d. Shareholders' queries/complaints and its redressal as and when received
- e. Dematerialisation/Rematerialisation of shares
- f. Split/consolidation of shares
- g. Such other matters resulting from statutory amendments/modifications from time to time.

The Company has adopted the Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with the shares of the Company by the directors and designated employees. Shri Susanta Dolui, Managing Director has been appointed as the Compliance Officer for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

The Company has also adopted the Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Price Sensitive Information, as required under the Regulations.

b) Composition, Name of members and Chairperson :

The Stakeholders Relationship Committee, presently, comprises of 2 (two) Non-Executive Independent Directors and 1(one) Executive Director. The following directors are the present Members of the Committee.

Director's Name	Position	No. of Meetings	
		Held	Attended
Shri Jayanta Barik	Chairman	1	1
Shri Shyam Sundar Chatterjee*	Member	1	1
Smt. Bikash Adhikary	Member	1	1

* Shri Shyam Sunder Chatterjee resigned from the post of Managing Director with effect from 18th April, 2019.

** Shri Susanta Douli was appointed as the Managing Director of the Company with effect from 18th April, 2019.

During the financial year 2018-2019, the Stakeholders Relationship Committee met 1 (one) time on 8th February, 2019.

c) Name and designation of compliance officer:-company secretary.

As per the requirements of the Listing Regulations, Smt. Krishna Banerjee acts as the Compliance Officer.

d) Status of complaints received from Shareholders/Investors is as follows :

Number of complaints pending as on 1st April, 2018	-
Number of complaints received during the year	-
Number of complaints resolved during the year	-
Number of complaints pending as on 31st March, 2019	-

There have been no material grievances raised and all items referred have been dealt with.

As on 31st March, 2019, there were no pending complaints.

4. GENERAL BODY MEETINGS**a) Location and Time of last three Annual General Meeting (AGM) :**

The location and time of the last three AGMs are as follows :

AGM	FY	Date	Time	Place
32nd	2017-2018	Wednesday, 26th September, 2018	01.00 PM	"Somani Conference Hall" Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001
31st	2016-2017	Tuesday, 25th September, 2017	01.00 PM	
30th	2015-2016	Friday, 30th September, 2016	11.30 AM	

Special Resolutions passed at the last 3 (three) AGMs of the Company

FY	Items
2015-2016	Nil
2016-2017	Nil
2017-2018	i) Appointment of Shri. Jayanta Barik as an Independent Director of the company to hold office for three consecutive year from the conclusion of 32nd AGM till the conclusion of 35th AGM. ii) Appointment of Shri Bikash Adhikary as an Independent Director of the company to hold office for three consecutive year from the conclusion of 32nd AGM till the conclusion of 35th AGM.

No special resolution was passed through postal ballot during the financial year 2018-2019.

5. MEANS OF COMMUNICATION**(i) Quarterly results :**

The Quarterly and Annual Results of the Company are communicated immediately to the stock exchanges upon conclusion of the Board Meeting convened to consider the same.

(ii) Newspapers wherein results are normally published :

The Financial Results of the Company are published in "Business Standard" and in "Su-Khabar".

(iii) Any website, where displayed :

The Results are displayed on the Company's web-site at www.niharikaindia.com.

Full Annual Reports for the financial year 2018-2019, Financial results, Shareholding pattern and other relevant information are also available on the website of the company in a user-friendly and downloadable form.

(iv) Official news releases and presentation to institutional investors/analysts :

During the year under review there were no such news releases and no presentation was made to institutional investor or to the analysts.

(v) SCORES :

The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES or otherwise within stipulated time period.

6. GENERAL SHAREHOLDER INFORMATION**(i) Date, Time, Venue of AGM :**

Date of AGM	27th September, 2019
Time	12.00 PM
Venue Financial Calendar 2019-2020 (tentative and subject to change)	"Somani Conference Hall" Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700001
	• Financial Year – April to March
	• First Quarter Results – by second week of August, 2019
	• Second Quarter Results – by second week of November, 2019
	• Third Quarter Results – by second week of February, 2020
	• Audited Results for the year ending 31st March 2020 – by last week of May, 2020
Book Closure Period	Saturday, 21st September, 2019 to Friday 27th September, 2019 (both days inclusive).
Dividend Payment Date	No dividend has been recommended by the Board for the year under review.

(ii) Listing on Stock Exchanges:

Your Company's shares are listed on the following stock exchanges as on 31st March, 2019.

1. The Calcutta Stock Exchange Association Limited
7, Lyons Range,
Kolkata 700 001.

(iii) Stock Code :

Name of the Exchange	Code
The Calcutta Stock Exchange Association Limited	024154
International Securities Identification Number (ISIN)	INE186F01018

(iv) Address for correspondence :

Investors' correspondence may be addressed to :

Registered Office	The Compliance Officer Niharika India Limited 10, Princep Street, 2nd Floor Kolkata - 700 072. Phone : (033) 4002 2880 Website : www.niharikaindia.com
Share Registrar and Transfer Agent	Maheshwari Datamatics Private Limited 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Tel No : (033) 2243-5029, 2248-2248 Fax No : (033) 2248-4787 E-mail : mdpldc@yahoo.com

E-mail ID of the grievance redressal division / compliance officer exclusively for the purpose of registering complaints by investors: info@niharikaindia.com / niharikaindialtd@gmail.com

(v) Market Price Data: High, Low during each month in the last financial year :

There has been no trading in Stock Exchange during the financial year 2018-2019.

(vi) Registrar and Transfer Agents :

The Board has delegated the work of processing of share transfers to Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents. Their complete address is as follows :

Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road, 5th Floor,
Kolkata - 700 001.
Tel No. : (033) 2243-5029, 2248-2248
Fax No. : (033) 2248-4787
Email : mdpldc@yahoo.com

(vii) Share Transfer System :

The transfer of shares in physical form is processed and completed by Maheshwari Datamatics Private Limited within the statutory time period. In case where shares are held in electronic form, the transfers are processed by NSDL/CDSL through the Depository Participants and Registrars.

(viii) Distribution of Shareholding :

The distribution of shareholding as on 31st March, 2019, pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as under :

A. Shareholding Pattern of Equity Shares as on 31st March, 2019 :

	Categories	No. of Shares held	% of Shareholding
A	PROMOTERS & PROMOTERS' GROUP		
1.	Indian		
	a) Bodies Corporate	134,900	2.3645
	Sub-total (A1)	134,900	2.3645
2.	Foreign	NIL	NIL
	Sub-total (A2)	NIL	NIL
	Total Shareholding of Promoter & Promoter Group A- (A)(1)+(A)(2)	134,900	2.3645
B	PUBLIC SHAREHOLDING		
1.	Institutions	NIL	NIL
	Sub-total (B1)	NIL	NIL
2.	Non-Institutions		
	a) Individuals	2,401,120	42.0861
	b) Bodies Corporate	3,169,235	55.5494
	c) Any Other - Trusts	NIL	NIL
	Sub-total (B2)	5,570,355	97.6355
	Total Public Shareholding B= (B)(1)+(B)(2)	5,570,355	97.6355
	GRAND TOTAL (A)+(B)	5,705,255	100.0000

Note : Total Foreign Shareholding is Nil.

B. Distribution of Equity Shareholding as on 31st March, 2019 :

Share Holding	Holders	Percentage	No. of Shares	Percentage
1 to 500	49	8.7344	11805	0.2069
501 to 1000	77	13.7255	64600	1.1323
1001 to 2000	93	16.5775	155100	2.7185
2001 to 3000	51	9.0909	138750	2.4320
3001 to 4000	71	12.6560	255170	4.4725
4001 to 5000	45	8.0214	216100	3.7877
5001 to 10000	89	15.8645	664170	11.6414
10001 and above	86	15.3298	4199560	73.6086
Grand Total	561	100.0000	5705255	100.0000

(ix) Dematerialisation of shares and liquidity :

As on 31st March, 2019, 65.32% of the total equity capital was held in dematerialised form with National Securities Depository Limited only.

(x) Outstanding GDRs/ADRs/Warrants or any Convertible instruments :

As on 31st March, 2019, there are no outstanding GDRs/ADRs/Warrants or convertible instruments which are likely to have an impact on the Equity Shares.

(xi) Plant Location :

The Company does not have any plant.

7. DISCLOSURES**(i) Disclosure of materially significant related party transactions :**

During the financial year 2018-2019, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. The Directors and KMPs have no direct, indirect or on behalf of third party, material interest in any transaction or matter directly affecting the company. The Omnibus approval of the Audit Committee is taken for all proposed Related Party Transactions. The transactions with related parties, in normal course of business, have been disclosed separately in the Notes on Accounts. The Policy on related Party transactions has been uploaded on Company's website at www.niharikaindia.com

(ii) Accounting treatment :

In view of the management, all applicable accounting standards are being followed for preparation of financial statements. From the Financial Year 2019-2020, Company will follow IND-AS as per SEBI Circular dated 5th July, 2016.

(iii) Details of non-compliance by the company :

The Company has complied with all the requirements of the Regulations and Guidelines prescribed by Securities and Exchange Board of India (SEBI). No penalties or strictures have been imposed by Stock Exchange, SEBI or any other statutory authority, on any matter relating to capital markets, during last three years.

(iv) Whistle Blower Policy :

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

(v) Details of compliance with the mandatory requirements :

Your Company has complied with all the mandatory requirements of the Listing Regulations. The details of these compliances have been given in the relevant sections of this Report.

(vi) Resume and other information of the Directors proposed to be re-appointed at ensuing AGM

Resume and other information of the Directors proposed to be re-appointed at ensuing AGM of the Company are given in the Notice relating thereto to the Shareholders as required under Regulation 36(3) of SEBI LODR, 2015.

(vii) Disclosures regarding weblink of the Company :

During the year ended 31st March, 2019, the Company does not have any material listed/unlisted subsidiary companies as defined in Listing Regulations, therefore the Company has not formed as of now any such policy on Material Subsidiaries. Policy on dealing with related party transactions are posted on the Company's website at www.niharikaIndia.com

(viii) Commodity price risk or foreign exchange risk and hedging activities :

The Company did not engage in the commodity hedging activities during the year under review.

(ix) Non-compliance of any requirement of Corporate Governance Report :

There has been no such non compliance of any requirement of Corporate Governance Report.

(x) Extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted :**Modified/Unmodified opinion(s) in audit report**

The Company has moved towards a regime of financial statements with unmodified audit opinion.

Reporting of internal auditor

The internal auditor of the Company directly reports to the audit committee.

(xi) Confirmation :

The Company has fully complied with the Applicable requirements specified under Regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015.

(xii) Demat Suspense account/unclaimed suspense account :

None of shares of the company are lying in the demat suspense account or unclaimed suspense account.

(xiii) Reconciliation Share Capital Audit :

The Company Secretary in practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL.

(xiv) Management's Discussion and Analysis Report :

The Management's Discussion and Analysis Report forms part of the Director's Report.

(xv) Fees paid/payable to Statutory Auditors :

Fees paid/payable for FY 2018-2019 by the Company to Statutory Auditors and their associates for services availed from them is summarized in table below :

Amounts Paid/Payable to Auditors	Amount in Rs.
As Auditors	
For Statutory Audit (including Limited Reviews)	11,800.00
For Internal Audit	7,500.00
Total	19,300.00

8. AUDIT QUALIFICATION

There is no qualification made by Statutory Auditors on Financial Statements of the FY under review

9. RISK MANAGEMENT POLICY :

The Company has formulated a comprehensive Risk Management Policy to reduce the inherent risk associated with the business activities of the Company but formation of Risk Management Committee is not applicable as per SEBI Circular dated 17th April, 2014.

10. CODE OF CONDUCT :

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel and the said code is uploaded on the Company's website at www.niharikaindia.com. The Directors and Senior Management Personnel have affirmed the compliance with the same for the financial year 2018-2019. A declaration to this effect is given below :

**Annual Certificate under Regulation 34(3) read with Para D of Schedule V of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Susanta Dolui, Managing Director of **NIHARIKA INDIA LIMITED** having its registered office at 10, Princep Street, 2nd Floor, Kolkata - 700 072 hereby declare that all Board Members and Senior Management Personnel have affirmed the compliance of the Code for the financial year 2018-2019.

Place : Kolkata
Dated : 27th May, 2019

For Niharika India Limited
Susanta Dolui
Managing Director
DIN No. 02956881

PRACTICING COMPANY SECRETARIES' CERTIFICATE

as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined relevant records and documents of **NIHARIKA INDIA LIMITED (CIN : L36900WB1995PLC072857)** for the purpose of issuing this Certificate as required under Schedule V(C)(10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose thereof and on the basis of information and explanations given to us and according to the examinations carried out by us, we do hereby certify that in our opinion and according to the best of our information and belief :

None of the Directors on the Board of **NIHARIKA INDIA LIMITED** is debarred or disqualified from being appointed or continuing as Director thereof by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority.

For **Ankita Goenka & Associates**

Company Secretaries

Ankita Goenka

Practicing Company Secretary

ACS : 37776

COP : 14204

Place : Kolkata

Date : 27th May, 2019

**PRACTICING COMPANY SECRETARIES' CERTIFICATE
ON CORPORATE GOVERNANCE**

As required under Para E of Schedule V of SEBI LODR, 2015, Company's Practicing Company Secretaries' Certificate that the conditions of Corporate Governance has been compiled by the Company is attached.

**Certificate as required under Schedule V of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members of Niharika India Limited

We, Ankita Goenka & Associates, Practicing Company Secretaries of **Niharika India Limited** ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the Listing Regulations).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable and no investor grievances are pending as on 31st March, 2019 against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Ankita Goenka & Associates**
Company Secretaries
Ankita Goenka
Practicing Company Secretary
ACS : 37776
COP : 14204

Place : Kolkata
Date : 27th May, 2019

**CERTIFICATION BY
MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

[Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015]

We hereby certify that for the financial year, ending 31st March, 2018, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :-

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of their 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. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2018 which are fraudulent, illegal or violative 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 and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated, based on our most recent evaluation, wherever applicable, to the auditor and audit committee.
 - i. There has not been any significant changes in internal control over financial reporting during the year under reference.
 - ii. There has not been significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Susanta Dolui
Managing Director
DIN No. 02956881

Soumen Mukherjee
Chief Financial Officer

Place : Kolkata

Dated : 27th May, 2019

Annexure 'IV' to the Directors' Report**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Economic Overview :**

There have been a number of causes behind growth of Indian economy in last couple of years. A number of reforms have been instituted by Indian Government and there has been significant amount of foreign direct Investment made in India.

India's foreign exchange reserve has gone up in last few years. Real estate/Infra sector as well as information technology industries of India have taken off. Capital Markets of India are doing pretty well too. All these factors have contributed to the growth of Indian economy.

Industry Structure and Development - Overview :

Indian economy is going through a period of rapid 'financial liberalisation'. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. The segment consisting of NBFCs, such as equipment leasing/hire purchase finance, loan and investment companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy. These NBFCs provide a variety of services including fund-based and fee-based activities and cater to retail and non-retail markets and niche segments. They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, and attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sectors.

With virtually all finance company business lines coming under greater competitive pressure, defining Strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nationwide branch network and have a comparatively lower Tier-I and Tier- II capital base.

We witness that NBFC sector, in India are facing stiff competition from different banks and financial Institutions. The cost of funds of banks is lower as compared to NBFC's. Not only this, they have a verywide network and huge capital base which makes them more attractive then NBFC'. However as the market is volatile in nature, the long term growth of capital market calls for a matter of concern.

Opportunities, threats, risks and concerns :

Being a Financial company, Niharika India Ltd. is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the company.

Your Company has operations in finance and equity investments. The independent finance industry issues debt and lends the proceeds to individuals (consumer finance companies) and corporations (commercial finance companies) on both a secured and unsecured basis. Unlike the commercial banks, whose deposit taking ability adds significantly to funding availability, finance companies rely almost exclusively on institutional borrowings and access to the public debt markets for funding. Consequently, the ability to access the short, medium and long-term markets at competitive rates is critical to their ongoing viability.

Your company faces tough competition from Nationalized, Foreign and Private Sector Banks due to their inability to grant loan at a considerably low rate of interest.

The company has its own specific risks that are particular to its business including default risk, fluctuation of interest rates, economic cycles etc. Moreover existing banks are moving into retail sector and regional banks like Assamese banks are coming into play, which poses major concern for your company. The volatility in the market is a matter of concern. However economic parameters being strong will upsurge the economy. Your company has a well-defined and prudent business practice and a comprehensive Risk Management Policy to manage this risk.

Future Outlook :

Your Company is currently engaged in NBFC activities & Financial Management Services. The Company intends to continue focusing on NBFC activities including financing, Inter-corporate Investments & Capital Market activities. At the same time the company has plans to expand its business by offering a wide array of financial products and services.

With a dedicated team of people, the Company expects to establish growth ahead of market in the coming years. It would definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mode than the previous few years and with our efforts we can look forward to a prosperous year for the Company.

Internal Control Systems and their adequacy :

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently.

The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

Financial and Operational Performance :

Please refer Directors Report for financial performance.

Material Development in Human Resources/industrial relations front number of people employed :

The Company has been able to maintain its existing resources by keeping pace with the changing business environment and by ensuring staff continuity. The Company has a team of able and experienced industry professionals and employees. The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The relations remain cordial throughout the year between employees and the management.

Cautionary Statement :

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

DISCLOSURES UNDER REGULATION 34(3) READ WITH CLAUSE B OF SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LODR, 2015)

Sl. No.	Particulars	2018-19	2017-18	Reason for Change in Key Financial Ratios
a)	Debtors Turnover	0.21	2.58	The ratio has drastically decreased on account of fall in sales and no change in debtors. This implies that the company is not efficiently collecting cash from its debtors or the debtors are not of good quality.
b)	Inventory Turnover	0.002	0.02	This ratios has also drastically fallen. This is a result of fall in sales and is indicative that the company is not managing its inventories properly.
c)	Interest Coverage Ratio	0.35	0.04	The ratio has increased but it is still very low for the profit before interest and taxes to cover the interest expenses.
d)	Current Ratio	1.17	1.17	No change in ratio
e)	Debt Equity Ratio	2.65	2.59	No significant change in ratio
f)	Operating Profit Margin	-49%	-4.03%	The change in ratio is only on account of decrease in sales.
g)	Net Profit Margin	-271%	-7%	This is due to heavy net loss sustained.
h)	Return on Net Worth	-0.02	-0.004	The fall in this ratio is indicative of inefficient deployment of shareholder's fund.

INDEPENDENT AUDITORS' REPORT

**To the Members of
NIHARIKA INDIA LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **NIHARIKA INDIA LTD.** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the statement of Profit and Loss, and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the 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 ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are

required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

Management's responsibility for the Financial Statements

The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 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 also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 paragraphs 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (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 and the returns .

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations, received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March, 2019 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**”.
- (g) With respect to the other matters to be included in the Auditor's Report, as per notification number G.S.R. 463(E) dated 5th June, 2015 issued by Ministry of Corporate Affairs, section 197(16) of the Act regarding the Managerial remuneration :

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

- (h) 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company at the end of the year.

Place : Kolkata
Dated : 27th May, 2019

For **Jain Sonu & Associates**
Chartered Accountants
Firm Regd. No. 324386E
Sonu Jain
Partner
Membership No. 060015

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**(Referred to Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)**

- i. The Company does not have any Fixed Assets during the year, so clause is not applicable to it.
- ii. The Company had no Inventories during the year, thus paragraph 3(ii) of the Order is not applicable to it.
- iii. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities, as applicable.
- iv. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Companies Act, 2013 and Rules framed there under.
- v. As per the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013
- vi. (a) According to the information and explanations given to us and on the basis of our examination of the books of account of the Company, Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Value added Tax, Service Tax, Tax deducted at source and any other statutory dues have been regularly deposited during the year by the Company with appropriate authorities. There are no arrear outstanding statutory dues at the last day of the financial year for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us and on the basis of our examination of the books of account of the Company, there is no disputed statutory liability with respect to Income Tax.
- vii. Based on our audit procedure and as per the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders during the year.
- viii. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- ix. According to the information and explanation given to us by the management and based on our examination of the records of the company, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the year.
- x. In our opinion, the managerial remuneration has been provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xi. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177

and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiii. According to the information and explanations give to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xiv. 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 to the Company.
- xv. The Company is a Non- Banking Financial Institution without accepting Public Deposits registered under section 45-IA of the Reserve Bank of India Act 1934 having valid Certificate of Registration.

Place : Kolkata
Dated : 27th May, 2019

For **Jain Sonu & Associates**
Chartered Accountants
Firm Regd. No. 324386E
Sonu Jain
Partner
Membership No. 060015

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

(Referred to Paragraph 3(g) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date)

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

We have audited the internal financial controls over financial reporting of NIHARIKA INDIA LIMITED (“the Company”) as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 judgment, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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 31 March, 2019, 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.

Place : Kolkata

Dated : 27th May, 2019

For Jain Sonu & Associates

Chartered Accountants

Firm Regd. No. 324386E

Sonu Jain

Partner

Membership No. 060015

BALANCE SHEET AS AT 31ST MARCH, 2019

<u>Particulars</u>	<u>Note No.</u>	<u>As at</u> <u>March 31, 2019</u>		<u>As at</u> <u>March 31, 2018</u>	
		<u>Rs.</u>	<u>P.</u>	<u>Rs.</u>	<u>P.</u>
EQUITY AND LIABILITIES					
Shareholder's Funds					
Share Capital	2	57,052,550.00		57,052,550.00	
Reserves and Surplus	3	36,868,347.93		38,291,484.47	
Current Liabilities					
Short Term Borrowings	4	12,804,010.00		12,000,000.00	
Trade Payables	5	471,729.00		46,729.00	
Other Current Liabilities	6	235,655,953.47		234,801,587.47	
	Total	342,852,590.40		342,192,350.94	
ASSETS					
Non-Current Assets					
Long Terms Loans and Advances	7	52,401,333.32		52,401,333.32	
Current Assets					
Current Investments	8	3,780,767.60		4,434,991.60	
Inventories	9	282,202,535.06		282,727,535.06	
Trade Receivables	10	2,484,300.00		2,484,300.00	
Cash and Cash Equivalents	11	1,983,654.42		144,190.96	
	Total	342,852,590.40		342,192,350.94	
Significant Accounting Policies	1				
The accompanying notes are an integral part of the Financial Statements.	2-28				

<p>As per our Report of even date annexed</p> <p>For Jain Sonu & Associates Chartered Accountants Firm Regd. No. 324386E Sonu Jain Partner Kolkata, 27th May, 2019</p>	<p>For and on behalf of the Board</p> <p>Susanta Dolui Managing Director DIN No. 02956881</p> <p>Soumen Mukherjee Chief Financial Officer</p> <p>CS Sudhir Kumar Kothari Company Secretary</p> <p>Jayanta Barik Director DIN No. 03567709</p>
Membership No. 060015	

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

<u>Particulars</u>	<u>Note No.</u>	<u>For the year ended</u> <u>March 31, 2019</u>		<u>For the year ended</u> <u>March 31, 2018</u>	
		<u>Rs.</u>	<u>P.</u>	<u>Rs.</u>	<u>P.</u>
Revenue :					
Revenue from Operations		525,000.00		6,397,876.03	
Other Income	12	1,218,756.00		474,966.00	
Total Revenue		1,743,756.00		6,872,842.03	
Expenses :					
Cost of Share Purchase		—		—	
Changes in Inventories of Stock-in-Trade	13	525,000.00		6,397,876.03	
Employee Benefits Expense	14	258,000.00		258,000.00	
Finance Costs	15	2,186,670.47		449,806.00	
Other Administrative Expenses	16	197,222.07		196,916.00	
Total Expenses		3,166,892.54		7,302,598.03	
Profit/(Loss) before Exceptional Item, Extra Ordinary Item and Tax		(1,423,136.54)		(429,756.00)	
Extra Ordinary Item		—		—	
Profit/(Loss) before Tax		(1,423,136.54)		(429,756.00)	
Tax Expense					
Current Tax Expense		—		—	
Profit/(Loss) after tax		(1,423,136.54)		(429,756.00)	
Earning per Equity Share :					
Basic & Diluted (in Rs)	22	(0.25)		(0.08)	
Face Value per Equity Share		Rs. 10/-		Rs. 10/-	

The accompanying notes are an integral part of the Financial Statements.

2-28

As per our Report of even date annexed	For and on behalf of the Board
For Jain Sonu & Associates Chartered Accountants Firm Regd. No. 324386E Sonu Jain Partner Kolkata, 27th May, 2019	Susanta Dolui Managing Director DIN No. 02956881 Jayanta Barik Director DIN No. 03567709
Membership No. 060015	Soumen Mukherjee Chief Financial Officer CS Sudhir Kumar Kothari Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

DESCRIPTION	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Rs.	P.	Rs.	P.
A. Cash Flow from Operating Activities				
Net Profit/(Loss) Before Tax & Extraordinary Items	(1,423,136.54)		(429,756.00)	
Adjustment for :				
Interest Paid	2,170,664.00		449,113.00	
Operating Profit/(Loss) before Working Capital Changes	747,527.46		19,357.00	
Changes in Working Capital :				
Short Term Borrowing	804,010.00		—	
Inventories	525,000.00		6,397,876.03	
Trade Payables	425,000.00		(198,033.00)	
Current Investment	654,224.00		—	
Other Current Liabilities	854,366.00		(5,742,059.03)	
Net Cash from Operating Activities (A)	4,010,127.46		477,141.00	
B. Cash Flow from Investing Activities				
Long Term Loan and Advances repaid	—		—	
Net Cash Flow from Investing Activities (B)	—		—	
C. Cash Flow from Financing Activities				
Interest Paid	(2,170,664.00)		(449,113.00)	
(C)	(2,170,664.00)		(449,113.00)	
Net Increase in Cash and Cash Equivalents (A+B+C)	1,839,463.46		28,028.00	
Cash and Cash Equivalents (Opening Balance)	144,190.96		116,162.96	
Cash and Cash Equivalents (Closing Balance)	1,983,654.42		144,190.96	

As per our Report of even date annexed

For **Jain Sonu & Associates**

Chartered Accountants

Firm Regd. No. 324386E

Sonu Jain

Partner

Kolkata, 27th May, 2019

Membership No. 060015

For and on behalf of the Board

Susanta Dolui

Managing Director

DIN No. 02956881

Soumen Mukherjee

Chief Financial Officer

CS Sudhir Kumar Kothari

Company Secretary

Jayanta Barik

Director

DIN No. 03567709

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**1. SIGNIFICANT ACCOUNTING POLICIES****A. BASIS OF ACCOUNTING :**

- (a) These Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.
- (b) Items of Income & Expenditure are accounted for on accrual basis except Dividend which is accounted for on cash basis.

B. INVESTMENT :

Investments being long term are carried at cost. Temporary Diminution, if any, in the value of such investment is not recognised. Cost is calculated on FIFO basis.

C. TAXATION :

Income Tax Expenses comprises of current tax and deferred tax charges or mat credit. Provision for current tax is made on the basis of assessable income at the tax rate applicable to the relevant year. The deferred tax charge or credit is recognised using current tax rates. When there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Others deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets / liabilities are reviewed as at each balance sheet date based on development during the year to reassess realisation/liabilities.

D. RETIREMENT BENEFITS :

Provision for retirement benefits has not been made as no employee has put in the qualifying period of service for entitlement of the benefits.

E. CONTINGENT LIABILITIES :

Contingent liabilities are generally not provided for in the books of account and are separately shown in the notes on accounts.

<u>Particulars</u>	<u>31st March, 2019</u>		<u>31st March, 2018</u>	
	<u>Rs.</u>	<u>P.</u>	<u>Rs.</u>	<u>P.</u>
2. SHARE CAPITAL				
AUTHORISED				
57,50,000 Equity Shares of Rs. 10/- each	57,500,000.00		57,500,000.00	
	57,500,000.00		57,500,000.00	
ISSUED, SUBSCRIBED & PAID UP CAPITAL				
5,00,000 Equity Shares of Rs. 10/- each fully paid up in cash	5,000,000.00		5,000,000.00	
52,05,255 Equity Shares of Rs. 10/- each fully paid up issued for consideration other than cash to the shareholders of amalgamated Companies.	52,052,550.00		52,052,550.00	
Total	57,052,550.00		57,052,550.00	

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)**(i) Reconciliation of shares outstanding at the beginning and at the end of the reporting period :**

Equity Shares	As at 31.03.2019		As at 31.03.2018	
	Nos.	Rs.	Nos.	Rs.
At the beginning of the year	5,705,255	57,052,550.00	5,705,255	57,052,550.00
Issued during the year	—	—	—	—
Outstanding at the end of the year	5,705,255	57,052,550.00	5,705,255	57,052,550.00

(ii) Terms / Rights attached to Equity Shares

The Company has only one class of shares having a par value at Rs. 10/- per share. Each holder of Equity shares is entitled to one vote per share.

(iii) Shareholders Holding more than 5% Shares in the Company :

Name of the Company	As at 31.03.2019		As at 31.03.2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mrinmoyee Vinimay Pvt. Ltd.	530,000	9.29	530,000	9.29
Sawaria Trading Pvt. Ltd.	507,850	8.90	507,850	8.90
Lower Vyapar Pvt. Ltd.	367,800	6.45	367,800	6.45
Anushree Tradelink Pvt. Ltd.	300,000	5.26	300,000	5.26

Particulars	31st March, 2019		31st March, 2018	
	Rs.	P.	Rs.	P.
3. RESERVES & SURPLUS				
Amalgamation Reserve	52,277,579.69		52,277,579.69	
Reserve Fund :				
Opening Balance	243,119.00		243,119.00	
Add : Transferred from surplus in Statement of Profit & Loss	—		—	
	243,119.00		243,119.00	
Surplus / (Deficit) in Statement of Profit & Loss :				
Opening Balance	(14,229,214.22)		(13,799,458.22)	
Add : Profit / (Loss) for the period	(1,423,136.54)		(429,756.00)	
	(15,652,350.76)		(14,229,214.22)	
Total	36,868,347.93		38,291,484.47	

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)

<u>Particulars</u>	31st March, 2019		31st March, 2018	
	Rs.	P.	Rs.	P.
4. SHORT TERM BORROWINGS				
Loans and Advances :				
Unsecured	12,804,010.00		12,000,000.00	
Total	12,804,010.00		12,000,000.00	
5. TRADE PAYABLES				
Sundry Creditors	471,729.00		46,729.00	
Total	471,729.00		46,729.00	
6. OTHER CURRENT LIABILITIES				
Other Payables				
Listing Fees Payable	287,163.50		287,163.50	
Other Dues Payable	96,836.00		70,500.00	
Advances Received	235,260,153.97		234,432,123.97	
Audit Fees Payable	11,800.00		11,800.00	
Total	235,655,953.47		234,801,587.47	
7. LONG TERM LOANS & ADVANCES				
Capital Advances				
Unsecured, Considered Good	1,123,398.16		1,123,398.16	
Other Loans & Advances				
Unsecured, Considered Good				
Body Corporates	5,143,899.16		5,143,899.16	
Others	46,134,036.00		46,134,036.00	
Total	52,401,333.32		52,401,333.32	

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)

<u>Particulars</u>	31st March, 2019		31st March, 2018	
	Rs.	P.	Rs.	P.
8. CURRENT INVESTMENTS				
Investment in Quoted Equity Shares				
Amit Commercial Co. Ltd.	338,400.00		338,400.00	
Anil Special Steel India Ltd.	912,197.27		912,197.27	
Magadh Traders Ltd.	94,992.00		94,992.00	
Manglam India Ltd.	43,032.00		43,032.00	
Shalimar Wire Industries Ltd.	1,938,392.16		1,938,392.16	
Silicon Valley Infotech Ltd	650.00		650.00	
Sumangla Investment Co. Ltd.	9,900.00		9,900.00	
Universal Media Network Ltd.	122,093.77		122,093.77	
Investment in Mutual Fund				
Reliance Liquid Fund - Treasury Plan	17,810.40		17,810.40	
Investment in Unquoted Equity Shares				
Amber Viacom Pvt. Ltd.	215,300.00		215,300.00	
Bhumi Commotrade Pvt. Ltd.	68,000.00		68,000.00	
Satya Sons Services Ltd.	20,000.00		20,000.00	
Shalimar Industries Ltd.	—		654,224.00	
Total	3,780,767.60		4,434,991.60	
Aggregate Amount of Quoted Investments	3,477,467.60		3,477,467.60	
Aggregate Market Value of Quoted Investments	—		1,020,166.95	
Aggregate Amount of Unquoted Investments	303,300.00		957,524.00	
9. INVENTORIES				
Unquoted Shares	282,202,535.06		282,727,535.06	
Total	282,202,535.06		282,727,535.06	
10. TRADE RECEIVABLES				
Trade Receivables (Considered Good)				
Due for more than 6 months	2,484,300.00		2,484,300.00	
others	—		—	
Total	2,484,300.00		2,484,300.00	

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)

<u>Particulars</u>	31st March, 2019		31st March, 2018	
	Rs.	P.	Rs.	P.
11. CASH & CASH EQUIVALENTS				
Cash on Hand				
Cash Balance	34,979.06		31,219.06	
Balance with Banks				
In Current Account	1,948,675.36		112,971.90	
Total	1,983,654.42		144,190.96	
12. OTHER INCOMES				
Sundry Balance written back		—	474,966.00	
Long Term Capital Gain	1,218,756.00		—	
Total	1,218,756.00		474,966.00	
13. CHANGES IN INVENTORIES OF STOCK-IN-TRADE				
Opening Stock	282,727,535.06		289,125,411.09	
Less : Closing Stock	282,202,535.06		282,727,535.06	
Total	525,000.00		6,397,876.03	
14. EMPLOYEE BENEFIT EXPENSE				
Salaries & Wages	198,000.00		198,000.00	
Director's Remuneration	60,000.00		60,000.00	
Total	258,000.00		258,000.00	
15. FINANCE COSTS				
Bank Charges	16,006.47		693.00	
Interest Paid	2,170,664.00		449,113.00	
Total	2,186,670.47		449,806.00	

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)

<u>Particulars</u>	31st March, 2019		31st March, 2018	
	Rs.	P.	Rs.	P.
16. OTHER EXPENSES				
Advertisement	10,474.00		12,367.00	
Audit Fees	11,800.00		11,800.00	
Commission Paid	41,796.00		41,796.00	
Computer Maintenance	—		4,189.00	
Custodian Charges	24,692.07		23,411.00	
Filing Fees	6,000.00		13,800.00	
Internal Audit Fees	7,500.00		7,500.00	
Interest on Late TDS Paid	701.00		—	
Travelling & Conveyance	11,203.00		8,651.00	
Miscellaneous Expenses	9,641.00		9,356.00	
Postage & Telegram	13,191.00		9,456.00	
Printing & Stationery	15,485.00		9,388.00	
Professional Charges	16,950.00		24,600.00	
Repairs & Maintenance	—		9,100.00	
Share Transfer Charges	23,600.00		11,502.00	
Software Expenses	4,189.00		—	
Total	197,222.07		196,916.00	

17. Contingent Liabilities and Commitments

- a) Contingent Liabilities and Commitments not provided for in respect of :

Disputed amounts of Taxes and Duties and other claims
not acknowledged as debts

Rs. NIL (Rs. NIL)

- b) Commitments :

Estimated amounts of contracts remaining to be executed
on Capital Account not provided for (Net of Advances)

Rs. NIL (Rs. NIL)

- 18.** There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2019. 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.

- 19.** Earning/Expenditure in Foreign Currency :

Rs. NIL (Rs. NIL).

- 20.** In terms of AS 17 of the ICAI Segment information has not been given as the entire business activities of Investments & Finance is considered as one business segment.

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)

21. In accordance with the requirements of Accounting Standard - 18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India the name of the related party as identified and certified by the management is given below :

a) Related Party Disclosures :

List of Related Parties with whom transaction have taken place and Relationships :

Key Management Personnel & Relatives :**Remuneration**

Mr. Susanta Dolui (Joined on 18.4.19)	-	Managing Director	(DIN : 02956881)	
Mr. Shyam Sundar Chatterjee (Resigned on 18.4.19)	-	Managing Director	(DIN : 00200263)	60,000.00
Mrs. Krishna Banerjee	-	Director	(DIN : 06997186)	—
Mr. Soumen Mukherjee	-	CFO	(PAN : AMEPM1764B)	90,000.00
Mr. Jayanta Barik	-	Director	(DIN : 03567709)	—
Mr. Bikash Adhikary	-	Director	(DIN : 07478898)	—

b) Enterprises over which above person has significant influence :

Turnkey Infrastructures Pvt. Ltd.

Kanupriya Commercial Pvt Ltd

Manglam India Ltd

Modem Vyapaar Pvt Ltd

Silicon Valley Infotech Ltd

c) The transaction with the party mentioned in 'b' above :

Name of Party	Purchase	Sale	Credit	Debit
Kanupriya Commercial Pvt Ltd	-	-	425,000.00	-
Manglam India Ltd	-	-	150,000.00	-
Modem Vyapaar Pvt Ltd	-	-	130,205.00	82,200.00
Silicon Valley Infotech Ltd	-	-	600.00	600.00
Turnkey Infrastructures Pvt. Ltd.	-	525,000.00	1,115,000.00	-

22. Earnings Per Share :-

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard - 20 'Earnings Per Share' issued by the Institute of Chartered Accountants of India.

	<u>31.03.2019</u>	<u>31.03.2018</u>
I. Computation for Basic & Diluted earnings per Share		
a) Net Profit / (Loss) for Equity Shareholders	(1,423,136.54)	(429,756.00)
b) Weighted Average No. of Share of Rs. 10/- each	5,705,255	5,705,255
II. Earning Per Share (Weighted Average)		
Basic	(0.25)	(0.08)
Diluted	(0.25)	(0.23)

NOTE ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)

23. As availability of future taxable income is not certain on consideration of prudence, provision for deferred tax assets have not been made in terms of Accounting Standard (AS) - 22.
24. Information pursuant to paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 are given in Annexure - II.
25. Balances of Sundry Debtors / Sundry Creditors, Loans given to / received from Body Corporates & Others are subject to confirmation.
26. Figures in brackets represents previous years figures.
27. Previous Years figures have been regrouped, rearranged and recasted wherever considered necessary.
28. The Company has given Loans and advances of Rs. 5,24,01,333/- which are outstanding since long time. The management is of the opinion that there is Dispute with the concern entities hence the amount will be treated as NPA and hence no provision for Interest is required for Loans and advances.

As per our Report of even date annexed

For **Jain Sonu & Associates**

Chartered Accountants

Firm Regd. No. 324386E

Sonu Jain

Partner

Membership No. 060015

Kolkata, 27th May, 2019

For and on behalf of the Board

Susanta Dolui

Managing Director

DIN No. 02956881

Jayanta Barik

Director

DIN No. 03567709

Soumen Mukherjee
Chief Financial Officer

CS Sudhir Kumar Kothari
Company Secretary

Particulars	Amount Outstanding
4. Break-up of Investments :	
Current Investments :	
1. Quoted :	
(i) Shares : (a) Equity	34.77
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	0.18
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
2. Un-Quoted :	
(i) Shares : (a) Equity	3.03
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
Long Term Investments :	
1. Quoted :	
(i) Shares (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL
2. Un-Quoted :	
(i) Shares (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

5. Borrower group-wise classification of assets financed as in (2) and (3) above :

Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	524.01	524.01
Total	NIL	524.01	524.01

6. Investor group-wise classification of all investments (Current and Long Term) in shares and securities (both quoted and unquoted) :

Please see Note 3 below

Category	Market Value/Break-up or Fair Value or NAV	Book Value (Net of Provisions)
1. Related Parties**		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	2,822.02	2,822.02
Total	2,822.02	2,822.02

** As per Accounting Standard of ICAI (Please see Note 3).

7. Other Information :

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
(i) Net Non-Performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

Notes :

- As defined in paragraph 2(1)(xii) of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

**E-MAIL REGISTRATION FORM
FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM**

To,
Maheshwari Datamatics Pvt. Ltd.
Unit : Niharika India Limited
23, R. N. Mukherjee Road, 5th Floor
Kolkata - 700 001
Phone : 033-2243 5029/2248 2248

Dear Sirs,

Re : Registration of email ID for receiving communications in electronic form

I/We am/are shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto. Balance Sheets, Directors Report, Auditor's Report etc. through email. Please register my e-mail ID, set out below, in your records for sending communication through e-mail :

Folio No. :

Name of 1st Registered Holder :

Name of Joint Holder(s) :

Address :

Pin Code :

E-mail ID (to be registered) :

Contact Tel. Nos.: Mobile :

Landline :

PAN No. :

Date :

Signature :

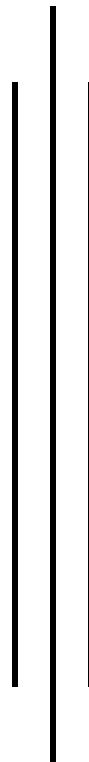
Important Notes :

1. On registration, all the communication will be sent to the e-mail ID registered in the folio.
2. The form is also available on the website of the Company www.niharikaIndia.com
3. Any change in e-mail ID, from time to time, may please be registered in the records of the Company.

FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

Members holding share in demat form may register the e-mails with their respective depository participant.

NIHARIKA INDIA LIMITED



33rd
Annual Report
2018-2019