

KLM NIDHI LIMITED

4th Floor KLM Tower, Muvattupuzha Road,
Kothamangalam, 686691

NOTICE

Notice is hereby given that the 05th Annual General Meeting of the members of KLM Nidhi Limited will be held at 4th Floor KLM Tower, Muvattupuzha Road, Kothamangalam, 686691 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2019 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in the place of Mr. Nalpat Sebastian Jose (DIN: 01832314), who retire by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for reappointment.
3. To appoint a director in the place of Mr. James Arambankudyil Joseph (DIN: 06566906), who retire by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for reappointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s.TAS & Co, Chartered Accountant, Chartered Accountants (FRN: - S200024), as the Statutory Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors.”

For KLM Nidhi Limited

Place: Kothamangalam

Josekutty Xavier
Managing Director
DIN: 02073994

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
3. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
4. Members/Proxies must bring the original attendance slip sent herewith duly filled in, signed and hand it over at the entrance of the meeting hall.
5. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company.

Route Map



DIRECTORS' REPORT

Dear Member,

Your Directors are delighted to present the Annual Report and Audited Accounts for the financial year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

Particulars	Rs. in Lakh 2018-19	2017-18
Revenue from Operations and Other Income	16,88,91,265	14,01,09,330
Total Expenses	15,84,95,684	13,43,25,372
Profit/(Loss)before tax	1,05,27,156	52,46,742
Less: Current Tax	42,17,055	37,57,354
Less: Deferred Tax	-2,19,253	-91779
Profit/(Loss) after tax	65,29,355	15,81,167
Balance b/f from the previous year	-	-
Balance c/f to Balance Sheet	65,29,355	15,81,167
Balance c/f to Reserve	65,29,355	15,81,167

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business during the financial year.

SHARE CAPITAL

As on 31st March 2019, the Authorized share capital of the Company is Rs.10, 00, 00,000/- (Rupees Ten Crore Only). The total issued, subscribed and paid up share capital of the Company as on the date of the report is Rs.4, 47, 47,660/- (Rupees Four Crore Forty-SevenLakh Forty-SevenThousand Six Hundred and Sixty Only).

During the Financial Year 2018-19, Company has allotted 71902 shares

DIRECTORS

During the financial year under review the designation of Mr. James Arambankudyil Joseph regularized to Director as on 28th September 2018. There were no other changes in the Board of Directors of the Company for the period under review. The Directors on the Board as on the date of this report are Mr. Josekutty Xavier (Managing Director), Mr. Shibu Thekkumpurathu Varghese (Director), Mr. Nalpat Sebastian Jose (Director), Mr. Konuparambil Ouseph Ittoop (Director) and Mr. James Arambankudyil Joseph (Director).

MEETINGS HELD DURING FINANCIAL YEAR 2018-19

The Board of Directors of the Company duly met 10(Ten) times during the year 2018-19.

Details of Meetings held during the Financial Year ended 31st March 2019:

QUARTER	BOARD MEETINGS	GENERAL MEETINGS
April to June	3	0
July to September	3	1
October to December	2	0
January to March	2	1
TOTAL NUMBER OF MEETINGS HELD	10	2

Details of Meetings Attended by each Director for the Financial Year ended 31st March 2019:

DIRECTORS	DIN	NUMBER OF BOARD MEETINGS ATTENDED	NUMBER OF GENERAL MEETING ATTENDED
Josekutty Xavier	02073994	10	2
Shibu Thekkumpurathu Varghese	02079917	10	2
Nalpat Sebastian Jose	01832314	10	2
Konuparambil Ouseph Ittoop	00531506	10	2
James Arambankudiyil Joseph	06566906	10	2

EXTRACT OF ANNUAL RETURN:

The extract of the annual return in Form MGT-9 is annexed (as Annexure – I) and forms part of this report.

DEPOSITS:

Being a Nidhi Company, the Company has accepted deposits during the year under review. Details of which is as follows

Sl.No.	Particulars	Amount In Rs
a)	Amount accepted during the year	1,118,526,476
b)	Amount remained unpaid or unclaimed as at the end of the year	792,386,373
c)	whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:	No
	i) at the beginning of the year	0
	ii) maximum during the year	0
	iii) at the end of the year	0
d)	Details of deposits which are not in compliance with the requirements of Chapter V of the Act	NA

DIVIDEND:

The company has distributed Rs. 35,79,812.80 (Rs 0.08 per share) as Interim Dividend for the for the Financial Year 2018-19 and paid Dividend Tax of Rs. 7,32,808.74

AUDITORS:

At the AGM held on 26.11.2015, M/s. TAS & Co. Chartered Accountants LLP Chartered Accountants was appointed as the Statutory Auditors of the Company to hold office for a period of five years commencing from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting subject to ratification by every members every year. The Board has proposed to ratify the re-appointment M/s. TAS & Co. Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company from the Conclusion of the 5th Annual General Meeting till the conclusion of the 6th Annual General Meeting to be held in the year 2019.

The Company has received a letter from M/s. TAS & Co. Chartered Accountants LLP, Chartered Accountants to the effect that their appointment as Auditors, if made, would be within the limits under Section 141 of the Companies Act, 2013.

EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION, ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR:

Qualifications made by the auditor in his report and your director's replay for the same are follows.

Qualification in Auditors Certificate

Qualification: 1. The Company has not complied the provisions of rule 16 of Nidhi Rules, (As per the explanations received from the company, the penal interest on defaulted loans resulted the interest rate to exceed limit as required by rule 16 th of Nidhi rules.)

Directors Reply: As per the provisions of rule 16 of Nidhi rules our Company can change interest up to 20% on loans. We are not availing interest above this limit, but we change penal interest on customers who defaults payments as per the terms of our loan.

Qualification: 2. The company has declared dividend without complying the rule 18 (c) of Nidhi Rules because of para 1 above.

Directors Reply: Rule 18 (c) of Nidhi Rules says that a nidhi cannot declare Dividend if it violated any provisions of Nidhi rules. Auditors qualified this in the sense that our Company violated rule 16. As per the above explanation to qualification 1 there is no violation in rule 16 the said qualification under rule 18 (c) is not applicable.

HOLDING AND SUBSIDIARY COMPANY:

The Company is neither a holding company of any other company nor it is a subsidiary of any other company as at 31st March 2019.

JOINT VENTURE AND ASSOCIATES

The Company is neither having Joint Venture or Associates.

RISK MANAGEMENT POLICY:

The Company has laid down procedures to inform Board Members about the risk assessment and minimization and has implemented the Risk Management plan and continuously monitors it.

CONTRACTS / ARRANGEMENTS WITH RELATED PARTIES:

The company entered following transactions with related parties during the year under review

Sl.No.	Particulars	Amount	Justification
1.	Remmuneration to Director		
	Josekutty Xavier	12,00,000	Mr Josekutty Xavier is Managing director of the Company and the Directors had taken approval for giving salary to him from members at their AGM conducted on 28/09/2017
1.	Deposit from Directors		
	Ittoop Konuparamban	1,00,00,000	Our Company is a Nidhi Company, hence the deposit collected from these directors are not fall under deposit from directors. The interest provided for these deposits are same as deposit from other members
	Josekutty Xavier	9,00,000	

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS OUTGO:

A. Details of Conservation of Energy: Nil

- (i) Steps taken or impact on conservation of energy
- (ii) Steps taken by the company for utilizing alternate sources of energy
- (iii) Capital investment on energy conservation equipment

B. Technology Absorption: Nil

- i) Efforts made towards technology absorption:
- (ii) Benefits derived as a result of the above efforts:
- (iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):
 - (a) Details of technology imported:
 - (b) Year of import:
 - (c) Whether the technology been fully absorbed:
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:

- (iv) Expenditure incurred on Research and Development:

The Company has not incurred any cost towards undertaking R&D Activity during the period under review.

C. Foreign Exchange Earnings and Outgo:

Foreign Exchange earned in terms of actual inflows during the year: NIL

Foreign Exchange outgo during the year in terms of actual outflows: NIL

MATERIAL ORDERS:

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROLS:

The Company has adequate internal financial controls with reference to the financial statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not granted any loans, provided guarantee and made investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES:

The Company is not a listed company and hence disclosure of information under this head is not required to be provided.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors' confirm:

- a) that in the preparation of the Annual Accounts the applicable Accounting Standards have been followed along with proper explanation in relation to material departures.
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the loss of the company for that year.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) that the Directors have prepared the annual Accounts on a going concern basis.
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

FRAUD REPORTED BY AUDITOR

The Auditor has not reported any fraud under Section 143(12).

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19(01/04/2018-31/03/2019).

No. of Complaints received: NIL

No. of Complaints disposed off: NIL

SECRETARIAL STANDARDS

The company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) during the financial year under review.

ACKNOWLEDGEMENT:

Your Directors take this opportunity in placing on record the valuable contribution and continued support received from the Customers, Business associates and the Shareholders. The Directors are also grateful to the Company's stakeholders and partners including its bankers, lawyers, professional consultants and all the suppliers, for their consistent and constant support.

For and on behalf of the Board of Directors of M/s. KLM Nidhi Limited

Josekutty Xavier
Managing Director.
DIN: 02073994

James Arambankudiyil Joseph
Director
DIN: 06566906

ANNEXURES TO THE BOARD'S REPORT
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2019

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

I. Registration & Other Details:

i	CIN	U65900KL2014PLC036119
ii	Registration Date	07/02/2014
iii	Name of the Company	KLM NIDHI LIMITED
iv	Category/Sub-category of the Company	Public Company
v	Address of the Registered office & contact details	KLM Tower, Muvattupuzha Road, Kothamangalam, Kerala, 686691 admindvn@klmgroun.in
vi	Whether listed company	NA
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NA

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No	Name and Description of the main products/Services	NIC Code of the Product/ service	% to total turnover of the company
1.	Accepting deposits from members and granting loans to members	65	100%

III. Particulars of Holding, Subsidiary and Associate Companies – Nil

IV. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

I) Category-wise Shareholding:

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		11,80,610	11,80,610	26.81		12,00,610	12,00,610	26.83	0.02
b) Central/State									
c) Bodies Corp									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (1)		11,80,610	11,80,610	26.81		12,00,610	12,00,610	26.83	0.02
(2) Foreign									
a) NRIs - Individuals									
b) Bodies Corp.									
c) Banks / FI Any Other....									
Sub-total (A)(2)									
Total shareholding of Promoter (A) = (A)(1) + (A)(2)		11,80,610	11,80,610	26.81		12,00,610	12,00,610	26.83	0.02
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital									
f) Insurance Co									
g) FIIs									
h) FVCF									
i) Others (specify)									
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0
2. Non- Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals		32,22,254	32,22,254	73.19		32,74,156	32,74,156	73.17	(0.02)
c) Others (specify)									
Sub-total (B)(2)		32,22,254	32,22,254	73.19		32,74,156	32,74,156	73.17	(0.02)
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		44,02,864	44,02,864	100		44,74,766	44,74,766	100	

(ii) Shareholding of Promoters:

Sl No	Shareholder's Name	Share holding at the beginning of the year		Share holding at the end of the year		
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the during company	% change in share holding the year
1	Shibu T V	510610	11.60	510610	11.41	(0.19)
2	Josekutty Xavier	85000	1.93	85000	1.90	(.3)
3	Aliyamma Varghese	200000	4.54	200000	4.47	(.07)
4	Biji Shibu	335000	7.61	335000	7.49	(0.12)
5	P J George	5000	0.11	5000	0.11	0
6	Sherly George	4850	0.11	4850	0.11	0
7	Bindu Peeyus	40150	0.91	60150	1.34	0.43

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Shibu T V						
	At the beginning of the year			510,610	11.60	510,610	11.60
	Changes during the year	-	-	-	-	-	-
	At the end of the year			510,610	11.60	510,610	11.41
2	Josekutty Xavier						
	At the beginning of the year			85,000	1.96	85,000	1.96
	Changes during the year	-	-	-	-	-	-
	At the end of the year			85,000	1.96	85,000	1.90
3	Aliyamma Varghese						
	At the beginning of the year			200000	4.54	200000	4.54
	Changes during the year	-	-	-	-	-	-
	At the end of the year			200000	4.54	200000	4.47
4	Biji Shibu						
	At the beginning of the year			335,000	7.61	335,000	7.61
	Changes during the year	-	-	-	-	-	-
	At the end of the year			335,000	7.61	335,000	7.49

5	P J George						
	At the beginning of the year			5,000	0.12	5,000	0.12
	Changes during the year	-	-	-	-	-	-
	At the end of the year			5,000	0.12	5,000	0.12
6	Sherly George						
	At the beginning of the year			4,850	0.11	4,850	0.11
	Changes during the year	-	-	-	-	-	-
	At the end of the year			4,850	0.11	4,850	0.11
7	Bindu Peeyus						
	At the beginning of the year			40,150	0.91	40,150	0.91
	Changes during the year		Allotment	20,000	0.43	60,150	1.34
	At the end of the year			60,150	0.91	60,150	1.34

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

1. PAUL PUNNOOSE				
	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of	No. of shares the company	% of total shares of the company
At the beginning of the year	200,010	4.54	200,010	4.54
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc) : Transfer of shares on 31.03.2018	-	-	-	-
At the end of the year	200,010	4.47	200,010	4.47

2. XAVIER JOSE				
	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	1,77,000	4.02	177,000	4.02
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
At the end of the year	177,000	3.96	177,000	3.96

3. PRINCY JOSEKUTTY				
	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	161,000	3.66	161,000	3.66
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
At the end of the year	161,000	3.60	161,000	3.60

4. KURIACHAN M K				
	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total	No. of shares shares of the company	% of total shares of the company
At the beginning of the year	150,000	3.41	150,000	3.41
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
At the end of the year	150,000	3.35	150,000	3.35

5. ANOOP XAVIER				
	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	100,010	2.27	100,010	2.27
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc): Allotment of shares on 23.08.2016	-	-	-	-
At the end of the year	100,010	2.23	100,010	2.23

6. SHIBU T V / ELEN ELU SHIBU				
	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	100,000	2.27	100,000	2.27
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
At the end of the year	100,000	2.23	100,000	2.23

7. REJI KURIAKOSE				
	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares	No. of shares of the company	% of total shares of the company
At the beginning of the year	100,000	2.27	100,000	2.27
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
At the end of the year	100,000	2.23	100,000	2.23

8. Baby Mathew Somatheeram				
	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	100,000	2.27	100,000	2.27
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
At the end of the year	100,000	2.23	100,000	2.23

9. Philomina James				
	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	100,000	2.27	100,000	2.27
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
At the end of the year	100,000	2.23	100,000	2.23

10. George Jacob				
	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	100,000	2.27	100,000	2.27
Date wise Increase / Decrease in Promoters Shareholding beginning during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
At the end of the year	100,000	2.23	100,000	2.23

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name of the KMP and Directors	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	JOSEKUTTYXAVIER	At the beginning of the year	85,000	1.93	85,000	1.93
		Changes during the year: (Allotment)	-	-	-	-
		At the end of the year	85,000	1.90	85,000	1.90
2.	SHIBU THEKKUMPURATHU VARGHESE	At the beginning of the year	510,610	11.60	510,610	11.60
		Changes during the year:	-	-	-	-
		At the end of the year	510,610	11.41	510,610	11.41
3.	KONUPARAMBIL OUSEPH ITTOOP	At the beginning of the year	300,010	6.81	300,010	6.81
		Changes during the year: Transfer	-	-	-	-
		At the end of the year	300,010	6.70	300,010	6.70
4.	NALPAT SEBASTIAN JOSE	At the beginning of the year	100,100	2.27	100,100	2.27
		Changes during the year: (Allotment)	-	-	-	-
		At the end of the year	100,100	2.24	100,100	2.24
5.	JAMES JOSEPH ARAMBANKUDIYIL	At the beginning of the year	40000	0.91	40000	0.91
		Changes during the year: (Allotment)	-	-	-	-
		At the end of the year	40000	0.89	40000	0.89

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	NIL	77,77,19,658	77,77,19,658
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	77,77,19,658	77,77,19,658
Change in Indebtedness during the financial year				
□ Addition	1675070	NIL	1,13,87,14,469	1,14,03,89,539
□ Reduction			(1,08,47,50,248)	(1,08,47,50,248)
Net Change	1675070	NIL	5,39,64,221	5,56,39,291
Indebtedness at the end of the financial year				
i) Principal Amount	1675070	NIL	79,23,86,373	79,40,61,443
ii) Interest due but not paid				
iii) Interest accrued but not due			3,92,97,506	3,92,97,506
Total (i+ii+iii)	1675070	NIL	83,16,83,879	83,33,58,949

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Josekutty Xavier	Total Amount
	Gross salary	12,00,000	12,00,000
	(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	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
	Stock Option	Nil	Nil
	Sweat Equity	Nil	Nil
	Commission - as % of profit - Others, specify...	Nil	Nil
	Others, please specify	Nil	Nil
	Total (A)	12,00,000	12,00,000
	Ceiling as per the Act	21,60,000	21,60,000

B. Remuneration to other directors:

Sl. no	Particulars of Remuneration	Name of Directors					Total Amount
1.	Independent Directors * Fee for attending board / Committee meetings * Commission * Others, please specify						
		NIL	NIL	NIL	NIL		NIL
	Total (1)	00	00	00	00		00
25 2.	Other Non-Executive Directors Fee for attending board / committee meetings Commission Others, please specify						
		NIL	NIL	NIL	NIL		NIL
	Total (2)	00	00	00	00		00
	Total (B) = (1 + 2)	00	00	00	00		00
	Total Managerial Remuneration	00	00	00	00		00
	Overall Ceiling as per the Act	00	00	00	00		00

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

Sl.No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	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				
	Stock Option	NIL	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL	NIL
	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

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		NIL	NIL	NIL	NIL	NIL
Punishment		NIL	NIL	NIL	NIL	NIL
Compounding		NIL	NIL	NIL	NIL	NIL
B. DIRECTORS						
Penalty		NIL	NIL	NIL	NIL	NIL
Punishment		NIL	NIL	NIL	NIL	NIL
Compounding		NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT						
Penalty		NIL	NIL	NIL	NIL	NIL
Punishment		NIL	NIL	NIL	NIL	NIL
Compounding		NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors of M/s. KLM Nidhi Limited

Josekutty Xavier
Managing Director.
DIN: 02073994

James Arambankudiyil
Director
DIN: 06566906

INDEPENDENT AUDITORS' REPORT TO MEMBERS

KLM NIDHI LIMITED

Report on the Audit of Financial Statements Opinion

We have audited the accompanying financial statements of **KLM NIDHI LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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 cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion except:

1. Qualifications mentioned in the certificate as per Nidhi Rules 2014.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Auditors 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
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by
- 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
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant

ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 Requirement

1. This Report include, a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013. The same is given in the Annexure A
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) In on our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) The matter described in the Basis for Opinion paragraph above, may have a qualified opinion on the functioning of the Company.
 - f) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164 (2) of the Act.
 - g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Opinion paragraph above.
 - h) 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".
 - i) On the basis of matters specified in Related party disclosures as on March 31, 2019, the remuneration paid by the company to its managing director is in accordance with the provisions

of this section.

- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of our information and according to the explanations given to us:
 - i. Company 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.

PLACE: Ernakulam

DATE:27/07/2019

The Annexure A referred to in paragraph 1 of our Report of even date to the members of KLM NIDHI LIMITED, Regd office: KLM Tower, Muvattupuzha Road, Kothamangalam, Kerala-686691 CIN U65900KL2014PLC036119 on the accounts of the company for the period ended 31st March, 2019.

In terms of Companies (Auditor's Report) Order 2016, issued by Central Government of India, in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that:

- 1) (i) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets, which however requires to be updated.
(ii) Fixed assets have been physically verified by the management at regular intervals and no material discrepancies between the book has been noticed. In our opinion, the frequency of verification is reasonable.
(iii) Title deeds of Immovable Properties are held in the name of the Company.
- 2) The Company has no inventory and hence Para 3(ii) of the Companies (Auditors Report) order, 2016 is not applicable to the company.
- 3) The Company has not granted loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
- 4) In our opinion and according to the information's and explanations given to us, in respect of Loans, Investments, guarantees and security, the provisions of Sec 185 and 186 of the Companies Act, 2013 have been complied with.
- 5) According to the information and explanations given to us, the Company has accepted deposits from the public. The provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been duly complied , except those mentioned in the "Basis of opinion" paragraph of this report.
- 6) The company has not defaulted in repayment of dues to a financial institution, bank or debenture holder.
- 7) Being a Nidhi company, maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013.
- 8) The company is regular in depositing undisputed statutory dues with appropriate authorities.
 - a. According to the information and explanations given to us, company is regular in depositing undisputed statutory dues including Income Tax, GST with the appropriate authorities wherever applicable. It is further informed that there are no undisputed arrears of outstanding Statutory dues at the end of the last day of the Financial Year concerned for a Period of more than six months from the date they become applicable.

- b. According to records of company, there are no statutory dues which have not been deposited on account of any dispute.
- 9) The Company has not taken Term loans. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- 10) The Company is a Public Company and hence the provisions of Section 197 of the Companies Act 2013, are applicable. Thus, Paragraph 3 (xi) of the order is not applicable.
- 11) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.
- 12) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or Private placement of shares or fully or partly paid convertible Debentures during the year. Accordingly, paragraph (xiv) of the order is not applicable.
- 13) According to the information's 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 Section 188 of the Companies Act, 2013 and the details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) 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 to them. Accordingly, paragraph (xv) of the order is not applicable.

PLACE: Ernakulam

DATE:27/07/2019

Annexure B to the Independent Auditors' Report

The Annexure B referred to in our report to the members of **KLM NIDHI LIMITED** (the Company') for the year ended on March 31, 2019.

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

We have audited the internal financial controls over financial reporting of **KLM NIDHI LIMITED CIN U65900KL2014PLC036119**, Regd office: KLM Tower, Muvattupuzha Road, Kothamangalam, Kerala-686691 as of March 31, 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 (the 'Standards') issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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, the Company has, in all material respects, an adequate internal financial control over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 issued by the ICAI.

PLACE: Ernakulam

DATE: 27/07/2019

CERTIFICATE

In pursuant to Rule 22 of NIDHI Rules 2014, we certify that M/s. KLM NIDHI LIMITED (“Company”) Regd office: KLM Tower, Muvattupuzha Road, Kothamangalam, Kerala-686691 CIN U65900KL2014PLC036119 has complied with the provisions of the Nidhi Rules 2014 except the following:

1. The Company has not complied the provisions of Rule 16 of Nidhi Rules, (As per the explanation received from the company, the penal interest on defaulted loans resulted the interest rate to exceed limit as required by rule 16 of Nidhi Rules.)
2. The Company has declared dividend without complying the Rule 18(c) of Nidhi Rules because of para 1 above.

PLACE: Ernakulam

DATE: 27/07/2019

KLM NIDHI LIMITED

CIN: U65900KL2014PLC036119

Regd office: KLM Tower, Muvattupuzha Road, Kothamangalam, Kerala-686691

BALANCE SHEET AS AT 31st MARCH 2019**Amount in Rs**

PARTICULARS	Note no:	As at	
		31-Mar-19	31-Mar-18
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	44,747,660	44,028,640
(b) Reserves and surplus	4	11,309,236	9,088,544
(2) Non-current liabilities			
(a) Long-term borrowings	5	20,984,586	1,267,560
(3) Current liabilities			
(a) Short-term borrowings	6	773,076,857	776,452,098
(b) Other current liabilities	7	66,472,439	46,676,608
(c) Short term provisions	8	16,908,393	11,680,103
TOTAL		933,499,171	889,193,553
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		15,201,097	4,744,990
(ii) Intangible assets		612,392	476,306
(b) Non-current investments	10	111,511,143	90,564,557
(c) Deferred tax asset (net)		351,745	132,492
(d) Long-term loans and advances	11	17,961,642	22,619,695
(e) Other non current assets	12	-	61,545
(2) Current assets			
(a) Current investments	13	3,903,809	685,000
(b) Cash and cash equivalents	14	17,701,160	20,114,386
(c) Short term loans and advances	15	719,149,043	731,143,809
(d) Other current assets	16	47,107,140	18,650,774
TOTAL		933,499,171	889,193,553
Summary of Accounting policies and notes on accounts		1,2,22,23 & 24	

For and on behalf of the Board

As per our report of even date attached

Place: ERNAKULAM
Date: 27/07/2019

JOSEKUTTY XAVIER
Managing Director
DIN:02073994

JAMES ARAMBANKUDYIL JOSEPH
Director
DIN:06566906

KLM NIDHI LIMITED

CIN: U65900KL2014PLC036119

Regd office: KLM Tower, Muvattupuzha Road, Kothamangalam, Kerala- 686691

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019

Amount in Rs

PARTICULARS	Note	For the year ended	
		31-Mar-19	31-Mar-18
I Revenue from operations	17	161,312,263	133,988,415
II Other income	18	7,579,002	6,120,915
III Total Revenue		168,891,265	140,109,330
IV Expenses			
Finance cost	19	114,547,581	113,692,552
Employee benefits expense	20	17,778,595	7,231,867
Depreciation and amortization expense		1,799,794	430,176
Other expenses	21	24,369,713	12,970,777
Total expenses		158,495,684	134,325,372
V Profit before exceptional, extraordinary and prior period items and tax (III- IV)		10,395,581	5,783,958
VI Exceptional items		-	-
VII Profit before extraordinary and prior period items and tax		10,395,581	5,783,958
VIII Extraordinary Items		-	-
IX Profit before prior period items and tax			
X Prior Period items		131,575	537,216
XI Profit before tax (VII-VIII)		10,527,156	5,246,742
XII Tax expense:			
(1) Current tax		4,217,055	3,757,354
(2) Deferred Tax		(219,253)	(91,779)
XIII Profit (Loss) for the period (IX-X)		6,529,355	1,581,167
XIV Earnings per equity share:			
Basic (in ‘)		1.459	0.359
Diluted (in ‘)		1.479	0.359
Summary of Accounting policies and notes on accounts		1,2,22,23 & 24	
For and on behalf of the Board		As per our report of even date attached	
Place: ERNAKULAM	JOSEKUTTY XAVIER Managing Director	JAMES ARAMBANKUDYIL JOSEPH Director	
Date: 27/07/2019	DIN:02073994	DIN:06566906	

KLM NIDHI LIMITED

CIN: U65900KL2014PLC036119

Regd office: KLM Tower, Muvattupuzha Road, Kothamangalam, Kerala-686691

CASH FLOW STATEMENT FOR THE YEAR 2018-19 *Amount in Rs*

PARTICULARS	For the year	
	2018-19	2017-18
Cash flows from operating activities		
Net profit before taxation	10,527,156	5,246,742
Add : Depreciation	1,799,793	430,176
Add : Preliminary expense written off	61,545	61,545
Operating profit before working capital changes	12,388,494	5,738,464
Less : Increase in current investment	3,218,809	685,000
Add: Decrease in loans and advances	11,994,766	25,852,464
Less: Increase in current assets	28,456,366	9,816,772
Add: Increase in short term borrowings	3,375,241	776,452,098
Less: Decrease in other current liabilities	(19,795,830)	9,182,083
Less: Decrease in Short term provision	(5,228,290)	7,421,654
Cash generated from operations	14,356,964	833,778,534
Less : Income Tax paid	4,217,055	3,757,354
Net cash flow from operating activities (A)	10,139,909	830,021,180
Cash flows from investing activities		
Investment in fixed deposit	20,946,586	3,288,694
Purchase of fixed assets	12,391,986	5,080,472
Loans & Advance	(4,658,053)	4,636,454
Net cash used in investing activities (B)	(28,680,519)	(13,005,621)
Cash flows from financing activities		
Share capital	719,020	31,640
Long term borrowings	19,717,026	(860,582,560)
Payment of dividend	4,308,662	-
Net cash used in financing activities (C)	16,127,384	(860,550,920)
Net increase in cash & cash equivalents (A+B+C)	(2,413,226)	(43,535,361)
Cash & cash equivalents at beginning of the Year	20,114,386	63,649,747
Cash & cash equivalents at end of the Year	17,701,160	20,114,386
For and on behalf of the Board As per our report of even date attached		
Place: Ernakulam	JOSEKUTTY XAVIER Managing Director	JAMES ARAMBANKUDYIL JOSEPH Director
Date: 27/07/2019	DIN:02073994	DIN:06566906

KLM NIDHI LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate Information

KLM NIDHI LIMITED was incorporated on 07 February, 2014. Corporate Identification Number (CIN) is U65900KL2014PLC036119, Registration Number is 036119. The registered address: KLM Tower Muvattupuzha Road Kothamangalam Ernakulam.

2. Summary of Significant accounting policies

2.1 Basis of Preparation & Presentation of financial statements.

The financial statements of the company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material aspects with Accounting Standards notified under The Companies (Accounts) Rules, 2014 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The Accounting Policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in Accounting Policy mentioned below.

During the year ended 31 March 2019, The Company has complied with Schedule III notified under the Companies Act 2013, for preparation and presentation of its financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.2 Tangible Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The cost includes purchase consideration, financing costs till commencement of commercial production and other directly attributable costs incurred to bring an Asset to its working condition for its intended use. Subsidy received towards specific assets is reduced from the cost of fixed assets. Fixed assets taken on Finance Lease are capitalized.

2.3 Depreciation on fixed assets

Depreciation on fixed assets is calculated on Straight Line Method as based on the useful lives prescribed under Schedule II to the Companies Act, 2013. The company has used the following life to provide depreciation on its fixed assets.

Asset	Useful Life
Furniture & Fittings	10 yrs
Computer	3 yrs
Plant and Machinery	15 yrs
Software	3 yrs
Electrical fittings	10 yrs
Vehicle	6 yrs

Pursuant to the enactment of Companies Act, 2013, the company has applied the estimated useful lives as specified in schedule II. Accordingly, the unamortized carrying value is being depreciated/amortized over the revised/remaining useful lives.

2.4 Foreign currency transaction.

The company has no foreign currency transaction during the year.

2.5 Revenue Recognition

Income has been accounted on Accrual Basis.

2.6 Employee Benefits

No provision has been made for Bonus, Gratuity and Provident Fund contribution since they are not applicable to the company for the current year.

2.7 Taxes on Income

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Deferred tax charge or credit reflects the tax effects of timing difference between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized, only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realized.

Deferred Tax Assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.8 Segment Reporting

Since the company operates in single segment, no further disclosure is required to be given as per the notified AS-17 'Segment Reporting'.

2.9 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.10 CSR Expense

Gross amount required to be sent by the company during the year is 2% of the Net profit i.e. '1,30,587 and the amount spent by the company towards CSR expenses amountto ' 1,80,750.

NOTES FORMING PART OF FINANCIAL STATEMENTS OF KLM NIDHI LIMITED 2018-19

3. Share capital

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Authorised 1,00,00,000 Equity Shares of Rs.10/- each 48,00,000 Equity Shares of Rs.10/- each	100,000,000	48,000,000
(b) Issued, subscribed And paid up 44,74,766 Equity Shares of Rs.10/- each 44,02,864 Equity Shares of Rs.10/- each	44,747,660	44,028,640
Total	44,747,660	44,028,640

Reconciliation of number of shares

Particulars	As at 31-03-2019		As at 31-03-2018	
	Number	Amount	Number	Amount
Balance as at the beginning of the year	4,402,864	44,028,640	4,399,700	43,997,000
Add: Shares issued during the year	71,902	719,020	3,164.00	31,640.00
Add: Bonus shares issued during the year				
Balance as at the end of the year	4,474,766	44,747,660	4,402,864	44,028,640

Details of shareholders holding more than 5% shares in the company (as on 31.3.2019)

Particulars	31-03-2019		31-03-2018	
	No.of shares	% holding in the class	No.of shares	% holding in the class
Equity shares of Rs.10/- each fully paid-up				
Shibu Thekkumpurathu Varghese	510610	11.41%	510610	11.60%
Biji Shibu	335000	7.49%	335000	7.61%
Ittop Konuparambil	300000	6.70%	300000	6.81%

4. RESERVES & SURPLUS

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Statutory reserve		
Opening balance	-	-
Statutory reserve with respect to dividend [A]	3,579,812	-
	3,579,812	-
(b) Surplus in statement of profit and loss		
Balance as at the beginning of the year	9,088,544	7,507,377
Profit for the year	6,529,355	1,581,167
Less: appropriations		
Dividend	(3,579,812)	0
DDT	(728,850)	0
Transfer to statutory reserve [B]	(3,579,812)	0
	7,729,424	9,088,544
Total [A]+[B]	11,309,236	9,088,544

5. Long term borrowings

Particulars	As at 3/31/2019	As at 31-03-2018
(a)Secured Kotak Mahindra Prme Ltd, Security-vehicle Tenure of 4yrs, Interest rate @ 9.24%	1273065	0
(b)Unsecured Fixed deposits	0	743000
Recurring deposit #	19711521	524560
Total	20,984,586	1,267,560

Long term borrowings shows only those recurring deposits which gets matured after a period of 1 year

6. Short term borrowings

Particulars	As at 3/31/2019	As at31-03-2018
(a)Secured Current maturities of long-term borrowings Kotak Mahindra Prme Ltd, Security-vehicle Tenure of 4yrs, Interest rate @ 9.24%	402005	0
(b)Unsecured Fixed deposits *	696250453	722649741
Recurring deposi	1780700	20494500
Saving deposit	74643699	33307857
Total	773,076,857	776,452,098

* All the fixed deposits mature within 1 year and thus all are short term borrowings

7. Other current liabilities

Particulars	As at 3/31/2019	As at31-03-2018
(a)Employee benefit expenses payable PF payable	176,776	90,197
ESI payable	83,825	17,384
Salary payable	-	372,787
(b)Others Audit fee payable	354,000	454,300
Marketing expense payable	1,078,776	26,212
Interest payable	59,886,677	45,624,582
GST payable	550,444	91,146
Dividend payable	3,579,812	-
Dividend distribution tax payable	728,850	-
Other advances	33,278	-
Total	66,472,439	46,676,608

8. Short term provisions

Particulars	As at31-03-2019	As at31-03-2018
TDS payable	280,653	873,462
Income tax payable	4,217,055	3,757,354
Provision for sub-standard asset	4,027,508	6,389,287
Provision for doubtful asset	8,383,178	660,000
Total	16,908,393	11,680,103

10. Non-current investments

Particulars	As at 31-03-2019	As at 31-03-2018
Fixed deposit statutory	111,511,143	90,564,557
Total	111,511,143	90,564,557

11. Long term loans & advances

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Secured		
Loan against property	17,961,642	18,185,570
Loan against deposit	-	4,434,125
Total	17,961,642	22,619,695

12. Other non current assets

Particulars	As at 31-03-2019	As at 31-03-2018
Preliminary expenses	61,545	123,090
Less: w/off during the year	(61,545)	(61,545)
Total	-	61,545

13. Current investments

Particulars	As at 31-03-2019	As at 31-03-2018
Rent deposit	2,576,000	685,000
Federal bank	1,327,809	-
Total	3,903,809	685,000

14. Cash and cash equivalents

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Balance with banks- current accounts	12,765,891	18,646,447
(b) Cash in hand	4,935,269	1,467,939
Total	17,701,160	20,114,386

15. Short term loans & advances

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Current maturities of long term Loans		
Loan against property	312,035,674	314,819,018
Loan against deposit	8,716,952	537,000
(b) Other loans & advances		
Gold loan	343,158,453	415,787,791
Term loan	55,237,964	-
Total	719,149,043	731,143,809

16. Other current assets

Particulars	As at 31-03-2019	As at 31-03-2018
Interest receivable	38,322,801	10,559,782
Advance account	763,919	3,566,271
GST input tax credit	1,375,933	338,914
Interest receivable on FD	2,961,520	3,449,432
Advance tax	3,000,000	-
TDS/ TCS receivable	682,968	736,374
Total	47,107,140	18,650,774

17. Revenue from operations

Particulars	As at 31-03-2019	As at 31-03-2018
(a)Income from loans		
Loan interest	159,524,173	132,934,071
Processing charge	1,788,090	1,054,344
Total	161,312,263	133,988,415

18. Other income

Particulars	As at 31-03-2019	As at 31-03-2018
Other income	1,246,867	198,375
Interest on FD statutory	6,332,135	5,922,540
Total	7,579,002	6,120,915

18. Other income

Particulars	As at 31-03-2019	As at 31-03-2018
Other income	1,246,867	198,375
Interest on FD statutory	6,332,135	5,922,540
Total	7,579,002	6,120,915

19. Finance cost

Particulars	As at 31-03-2019	As at 31-03-2018
Bank charges	82,845	58,776
Interest on deposits	114,464,736	113,633,776
Total	114,547,581	113,692,552

20. Employee benefits expenses

Particulars	As at 31-03-2019	As at 31-03-2018
Salaries and allowances	16,186,491	7,067,313
ESI	618,650	82,993
Provident fund	973,454	81,561
Total	17,778,595	7,231,867

21. Other expenses

Particulars	As at 31-03-2019	As at 31-03-2018
(a)Administrative and general expenses		
Travelling allowances	7,344,611	220,545
Provision for NPA	5,361,398	7,049,287
Rent	2,004,591	653,578
Marketing expenses	1,600,394	943,022
Legal charges	1,271,720	195,047
Printing & stationery	1,010,251	459,859
Office expenses	781,404	374,305
Professional charges	386,200	764,500
ROC filing charges	563,075	57,530
Celebration expenses	338,275	42,709
Electricity charge	333,098	355,942
Telephone	298,673	290,167
Insurance	287,666	66,341
Advertisement	245,807	173,240

Internet charges	210,651	64,823
Collection expense	204,894	26,749
Vehicle fuel	189,373	-
CSR expense	180,750	-
Vehicle expenses	172,632	113,410
Postage and telegram	153,664	50,799
Bad-debts	142,763	-
Business promotion expense	126,678	-
Meeting expenses	107,993	48,218
Customer meet expense	102,772	39,940
Computer maintenance	54,978	49,211
File maintenance expenses	45,000	-
Repairs and maintenance	43,832	11,983
Interest on vehicle loan	52,548	-
Rates and taxes	46,141	35,634
Directors sitting fee	10,000	-
Training expenses	50,609	-
Subscription fee	22,369	-
Staff welfare expenses	70,400	97,025
News paper & periodicals	23,002	18,295
Inaugural expenses	75,865	96,590
Kerala employee welfare fund	13,660	-
Fuel expenses	19,898	156,182
Preliminary expenses written off	61,545	61,545
Other expenses	33,532	-
(b)Payment to auditors		
As auditor-Audit fee	327,000	454,300
Total	24,369,713	12,970,777

22. Related Party Disclosures

As per Accounting standard 18, the disclosures of transaction with the related parties as defined in the Accounting Standards are given below:

I. List of related parties where control exists and related parties whom transaction have taken place and relationships.

Sl No	Name of related party	Relationship
1	ITOP KUNUPARAMBAN	Director
2	JOSEKUTTY XAVIER	Managing Director

II. Transaction during the year

Sl No	Particulars	Amount
1	Remuneration to Director	
	JOSEKUTTY XAVIER	12,00,000
2	Deposit from Directors	
	ITOP KUNUPARAMBAN	1,00,00,000
	JOSEKUTTY XAVIER	9,00,000

- Related parties have been identified on the basis of the declaration received by the management and other records available.

23. Prior Period items

Prior period items denote excess provision for Audit Fee for the year ended 31/03/2019, which amounts to Rs. 1,31,575.

24. Additional Information to the Statement of Profit and Loss

Particulars	As at	
	March 31, 2019	March 31, 2018
(a) Value of Imports calculated on C.I.F basis by the company during the Financial Year in respect of -		
I. Raw Materials	0.00	0.00
II. Components and Spare Parts;	0.00	0.00
III. Capital Goods	0.00	0.00
(b) Expenditure in Foreign currency during the financial year on account of Royalty, Know how, professional and consultation fees, interest and other matters	0.00	0.00
(d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related	0.00	0.00
(e) Earnings in foreign exchange classified under the following heads namely :-		
I. Export of goods calculated on F.O.B basis	0.00	0.00
II. Know-how, professional and consultation fees;	0.00	0.00
III. Interest and Dividend ;	0.00	0.00
IV. Other Income, indicating the nature thereof	0.00	0.00
TOTAL	0.00	0.00

9 (i). Tangible assets*Amount in Rs*

	Gross				Depreciation			Net	
	April 1 2018	Additions	Deductions	March 31. 2019	April 1 2018	During Period	Deductions	Total	March 31. 2019
Computer	1,220,927	1,492,245	-	2,713,172	360,225	604,888	-	965,113	1,748,060
Plant & Machinery	2,817,358	6,957,450	-	9,774,808	85,751	423,489	-	509,240	9,265,568
Furniture & Fittings	839,314	861,210	-	1,700,524	65,124	130,853	-	195,977	1,504,547
Electrical Fittings	392,359	389,769	-	782,128	13,869	62,750	-	76,618	705,510
Vehicle	-	2,107,212	-	2,107,212	-	129,800	-	129,800	1,977,412
Total	5,269,958	11,807,886	-	17,077,844	524,969	1,351,780	-	1,876,749	15,201,097
									4,744,990

9 (i). Tangible assets

	Gross				Amortisation			Net	
	April 1 2018	Additions	Deductions	March 31. 2019	April 1 2018	During Period	Total	March 31. 2019	March 31. 2018
Software	540,486	584,100	-	1,124,586	64,180	448,014	512,195	612,392	476,306
Total	540,486	584,100	-	1,124,586	64,180	448,014	512,195	612,392	476,306

Dear Sir/Madam

Pursuant to the green initiative in the Corporate Governance initiated by the Ministry of Corporate Affairs, our company has proposed to send the Notice / Annual Report / documents through electronic mode to the shareholders.

This, you will appreciate, would facilitate fast, secured communication and contribute towards improved environment.

Shareholders, who are holding the shares in Physical Form, are requested to send the following details to our Company for sending the future communication through Email

Name of the Shareholder	
Folio Number	
Email ID	
Mobile Number	
PAN	

In case you wish to get the Hard copies of Notices/Documents/Reports, you need not send the above details. Company will send the Notices/Documents/Reports to the Registered address of the shareholders.

KLM NIDHI LTD

CIN U659000KL2014PLCO36119
KLM TOWER, MUVATTUPUZHA ROAD,
KOTHAMANGALAM, KERALA -686691
PHONE NO 0485-2838249, 2838270
EMAIL -nidhi@klmgroun.in

ATTENDANCE SLIP

Folio No.:		Representing no. of Shares:
Attending as Share Holder/ Proxy:		

I hereby record my presence at the 5th Annual General Meeting of the Company to be held at the Registered Office of the Company and at any adjournment thereof.

Name of the Share Holder/ Proxy
(IN BLOCK LETTERS)

.....
Signature of the Share Holder/ Proxy

Notes: Please fill the admission slip and hand it over at the entrance of the hall.
Please strike out whichever is not applicable.

KLM NIDHI LTD

CIN U659000KL2014PLCO36119

KLM TOWER, MUVATTUPUZHA ROAD, KOTHAMANGALAM, KERALA - 686691

PHONE NO 0485-2838249, 2838270

EMAIL - nidhi@klmgroup.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]-

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./ Client ID	

I/ We being the member(s) of, shares of the above named company, hereby appoint:

1 Name	
Address	
E-mail ID	
Signature	

Or failing him

2 Name	
Address	
E-mail ID	
Signature	

Or failing him

3 Name	
Address	
E-mail ID	
Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifth Annual General Meeting of the Company to be held the Registered Office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resl. No	Particulars	Tick
1	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2019 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.	

Signed this.....day of.....2019.

Signature of Share Holder:

Affix
Re. 1/-
Revenue
Stamp

Signature of Proxy holder(s):

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