



**SIDH MANAGEMENT CORPORATE SERVICES LTD.**

CIN: L65999DLI985PLC019846

**ANNUAL REPORT  
2015-16**



# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### CORPORATE INFORMATION

<b>Board of Directors</b>	::	Mr. Umesh Kumar Thaker	Whole-Time Director
	::	Mr. Abhishek Kumar Jain	Director
	::	Mr. Dhanpat Kumar Bothra	Director
	::	Mr. Biswajit Barua	Director
	::	Mrs. Bela Garg	Woman Director
	::	Mrs. Sunita Hanuman Singhi	Director
<b>Registered Office</b>	::	E – 253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi – 110 092 Tel/Fax: 011-2272 7486 Email: info@sidhmanagement.in	
<b>Bankers</b>	::	HDFC Bank	
<b>Statutory Auditors</b>	::	M/s.S. R. Ghedia & Associates Chartered Accountants, Mumbai	
<b>Internal Auditors</b>	::	M/s.Mohindra Arora & Co Chartered Accountants, Mumbai	
<b>Secretarial Auditors</b>	::	M/s.Veenit Pal & Associates, Company Secretaries, Mumbai	
<b>Registrar &amp; Transfer Agent</b>	::	Adroit Corporate Services Private Limited. 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059 Tel : 022-42270400 Fax : 022-28503748, Email : adroits@vsnl.net, Website : www.adroitcorporates.com	

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> (Thirty-Two) Annual General Meeting of SIDH MANAGEMENT CORPORATE SERVICES LIMITED will be held on Thursday, 29<sup>th</sup> September, 2016 at 10.00 A.M. at its Registered office of the Company at E - 253, Saraswati Kunj Apartments , 25, I. P. Extension, Patparganj, New Delhi - 110 092 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements containing the audited Balance Sheet as at March 31<sup>st</sup>, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31<sup>st</sup>, 2016 and the Reports of the Boards of Directors and Auditors thereon.
2. To ratify the appointment of Statutory 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the appointment of M/s. S. R. Ghedia & Associates, Chartered Accountants (Firm Registration No. 118560W), approved by the Shareholders in the 31<sup>st</sup> Annual General Meeting until 36<sup>th</sup> Annual General Meeting, be and is hereby ratified as Statutory Auditors of the Company for the Financial year 2016-2017, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next AGM (33<sup>rd</sup> AGM) of the Company to be held in the year 2017 and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

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**By Order of the Board  
For Sidh Management Corporate Services Limited**

**(Umesh Kumar Thaker)  
(Whole-time Director)  
(DIN: 00054631)**

#### Regd Office:

E - 253, Saraswati Kunj Apartments,  
25, I. P. Extension, Patparganj,  
New Delhi - 110 092

CIN : L65999DL1985PLC019846  
Email : info@sidhmanagement.in

Date : 23/08/2016

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### NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of him/ herself and such 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 commencement of AGM. The Instrument of Proxy in Form MGT 11 to be used in this AGM is enclosed.

Pursuant to Section 105 of the Companies Act, 2013 (the Act) read with clause 6 of the Secretarial Standard- 2, issued by the Institute of Company Secretaries of India, a person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than Ten (10%) of the total share capital of the Company carrying voting rights. 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. Corporate Members/ Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Register of Members and Share Transfer Books shall remain closed from 26/09/2016 to 29/09/2016 (Both days inclusive).
5. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.
6. Members who hold shares in dematerialized form are requested to write their DP ID/Client ID Number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership in the Meeting and requested to bring their copy of Annual Report to the Meeting.
7. Members are requested to contact the Company's Registrars and Share Transfer Agents, Adroit Corporate Service Private Limited, Mumbai for all their queries, transfer requests, or any other matter relating to their shareholding in the Company and quote their Registered Folio Numbers / Client ID Nos. in all correspondences with the Company / with the Registrars.
8. Members are requested to kindly notify immediately change, if any, in their address to the Company or its Registrars and Transfer Agents in case they still hold the Equity Shares in physical form.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Transfer Agents, M/s. Adroit Corporate Service Private Limited, Mumbai.
10. The Equity Shares of the Company is compulsorily required to be held under DEMAT mode for trading on the Stock Exchanges, where such Equity Shares are listed. These can be held in electronic form with any Depository Participant (DP) with whom the members have their Depository Account. All the Members, holding Equity Shares of the Company in the physical form, are advised to get the same dematerialized. The Members may contact the Registrars and Share Transfer Agents of the Company at their address mentioned above in case of any query /difficulty in the matter or at the Registered Office of the Company.
11. Members who wish to obtain information concerning the Accounts of the Company may send their queries at least 7 days before the date of Meeting, to the Whole Time Director, at the registered office of the Company.
12. Electronic copy of the Annual Report for the Financial year 2015-16 is being sent to all the members who hold shares in dematerialised mode and whose e-mail IDs are registered with their respective DPs. unless any Member has requested for a physical copy of the same. For those members who have not registered their e-mail address, physical copies of the said Annual Report is being sent in the permitted mode.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

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13. To promote green initiative, members are requested to register their e-mail addresses for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
14. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
16. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto.
17. In compliance with the Listing Regulation and in terms of Section 108 & 109 of the Companies Act, 2013 and relevant rules, the Company had not provided to its members, E-voting facility as well as Postal ballot facility as to exercise their right to vote the meeting due to technical grounds. The Company had only provided the facility for voting to all members during attendance at the meeting.

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**By Order of the Board**  
**For Sidh Management Corporate Services Limited**

**(Umesh Kumar Thaker)**  
**(Whole-time Director)**  
**(DIN: 00054631)**

**Regd Office:**

**E - 253, Saraswati Kunj Apartments,  
25, I. P. Extension, Patparganj,  
New Delhi - 110 092**

**CIN : L65999DL1985PLC019846**

**Email : info@sidhmanagement.in**

**Date : 23/08/2016**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting 32<sup>nd</sup> (Thirty-Two) Annual Report together with the Audited Statement of Accounts and the Auditors Report of your Company for the year ended 31<sup>st</sup> March, 2016.

#### **Financial Results:**

The Financial highlights for the year under review are given below:

**(Amt in Rs.)**

Particulars	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Income	105,71,636	53,87,400
Less: Expenses	103,08,861	50,29,138
<b>Profit before Taxation</b>	<b>2,62,775</b>	<b>3,58,262</b>
Less: Taxation	4,971	3,09,990
<b>Profit after Taxation</b>	<b>2,57,804</b>	<b>48,272</b>

#### **Performance:**

The total income for the financial year under review was Rs. 105,71,360/- against Rs. 53,87,400/- in 2015. The Net Profit generated by the Company was Rs.2,57,804/- as compared to the previous year of Rs.48,272/-.

#### **Operations:**

The Company has been continuously focusing on its existing line of business to improve its profitability in near future.

#### **Dividend:**

Due to growing requirement of fund for the future business activities, your directors have decided not to recommend any dividend for the year under review.

#### **Transfer to Reserve:**

There has been no transfer to Reserves during the Financial Year 2015-2016.

#### **Public Deposits:**

During the year under review, the Company has neither invited nor accepted any deposits from public.

#### **Change in the Nature of Business:**

There is no change in the nature of business of the Company during the year under review.

#### **Compliance with the Accounting Standards:**

The Company prepares its accounts and other financial statements in accordance with the relevant accounting principles and also complies with the accounting standards issued by The Institute of Chartered Accountants of India.

#### **Listing of Shares:**

The Equity Shares of your Company are listed with The Delhi Stock Exchange Limited. Listing fees has not been paid, since the Company has applied to Dissemination Board of BSE.

The Company has been complied for listing of 997000 Equity Shares (FCW) during the year 2013-14 with The Delhi Stock Exchange Limited.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

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### DIRECTORS' REPORT (contd....)

#### **De-Recognized /Non Operational Stock Exchange:**

The Delhi Stock Exchange Limited has declared De-recognized /Non-operational Stock Exchange vide circulars dated 30/05/2012 and 22/05/2014 issued by Securities Exchange Board of India. In this context, the Company has applied prefer to opt for Dissemination Board of BSE with whom DSE proposes to enter into an agreement, in terms of guidelines circulated by SEBI shall proceed with compulsory de- recognition and exit of the stock exchange in terms of specified conditions. As per agreement, BSE will provide a web- enabled information disseminating platform named Dissemination Board. So there has been no trading in the equity shares of the Company on any Stock Exchange. The Company is under process to comply the requisite compliance with Dissemination Board of BSE within due course.

The Company is making ensure due compliance with the requirements stipulated under Regulation 27 of the Listing Regulations aligned with Companies Act, 2013.

#### **Directors and Key Managerial Personnel:**

As on March 31, 2016, the Board of Directors of your Company comprised of Six (6) Directors one of whom is the Whole-time Director. The remaining Five (5) directors are Non-Executive and independent directors.

The composition of the Board is in consonance with Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the applicable provisions of Companies Act, 2013.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 Mr. Dhanpat Kumar Bothra, Mr. Biswajit Barua, Mrs. Bela Garg and Mrs. Sunita Hanuman. Singhi as Non-Executive Independent Directors of the Company.

Mr. Abhishek Kumar Jain is being act as Non-Executive Director.

Pursuant to the Provision of Section 203 of the Company Act, 2013 the Key Managerial Personnel of the Company is Mr. Umesh Kumar Thaker as a Whole -Time Director.

At the Annual General Meeting of the Company held on 26/09/2015, the Members had approved the terms of appointment of Mr. Dhanpat Kumar Bothra as Independent Director for a term of five years from 26/09/2015 to 25/09/2020.

None of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

During the year, the Non-executive Director of the company had no pecuniary relationship or transaction with company other than the sitting fees, for the purpose of attending meetings of the Company.

#### **Company Secretary and CFO:**

The Board does not have CFO and Company Secretary, as required compliances of the Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 aligned with companies Act, 2013 during the year under review. The Board is under process to appoint CFO and Company Secretary. Further, your directors have complied with all the legal compliances/formalities as required under different statute, through whole time practicing Company secretary.

#### **Policy on Directors' Appointment and Remuneration:**

The Company's policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, which forms the part of the Directors Report.

#### **Remuneration of the Key Managerial Personnel:**

Mr. Umesh Kumar Thaker (Whole Time Director) has received remuneration of Rs. 240,000/-during financial year 2015-2016.



# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

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### DIRECTORS' REPORT (contd....)

#### **Disclosure under Section 197(12) of the Companies Act, 2013:**

The Company has not employed any employees whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **Declaration of Independent Directors:**

All the Independent Directors have given declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the relevant rules aligned with Listing Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors. There has been no change in the circumstances which may affect their status as Non-Executive Independent Director during the year.

#### **Directors Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of Directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. the directors have 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 31<sup>st</sup> March, 2016 and of the profits of the company for the year ended on that date;
- iii. the directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Audit Committee:**

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details pertaining composition of Audit Committee are included in the Corporate Governance Report.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

#### **Nomination and Remuneration Committee and Policy:**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed Listing Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The details of the Composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report. The Board has framed a policy for selection and appointment of Directors, Senior Management and their Remuneration. The policy provides for determining qualifications, positive attributes, and independence of a Director.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### **DIRECTORS' REPORT (contd....)**

#### **No of Meeting of the Board:**

Seven meeting of the Board were held during the year, for detail of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

#### **Statement concerning development and Implementation of Risk Management Policy of the Company:**

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor risk management plan for the company. The Committee is responsible for reviewing the risk management and ensuing its effectiveness. The Audit Committee has additional oversight in the area of financial risks control. Major risk identified by the business and function are systematically addressed through mitigating actions on a continuing basis.

#### **Extract of Annual Return:**

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2016 made under the provisions of Section 92 (3) of the Act in Form MGT-9 is annexed herewith as "Annexure-A".

#### **Details of Policy developed and implemented by the Company on its Corporate Social Responsibility initiatives:**

Since the Company does not qualify any of the criteria as laid down in Section 135(1) of the Companies Act, 2013 with regard to Corporate Social Responsibility, provisions of Section 135 are not applicable to the Company.

#### **Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

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

The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate Meeting.

#### **Vigil Mechanism / Whistle Blower Policy:**

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Listing Regulation, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee.

#### **Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013:**

The Company has complied with the provisions of Section 186 of the Companies Act, 2013, in respect of investments made and long term loans and advances given to other parties, outstanding at the year- end, details of which are given in the Financial Statements.

#### **Particulars of Contracts or Arrangements made with Related Parties:**

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review and hence enclosing of FORM AOC-2 is not required. The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring such type of transactions.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### DIRECTORS' REPORT (contd....)

#### **Corporate Governance:**

A separate report on Corporate Governance in terms of Regulation 34(3) read with clause C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with certificate from M/s. S. R. Ghedia & Associates, Statutory Auditors, regarding compliance with the conditions of Corporate Governance is given in a separate section and forms part of the Annual Report.

#### **Management Discussion and Analysis Report:**

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis Report for the year under review is given in a separate section and forms part of the Annual Report.

#### **Subsidiaries, Joint Ventures and Associate Companies:**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

#### **Conservation of energy, technology absorption, foreign exchange earnings and outgo:**

The provisions of Section 134(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts), 2014 do not apply to our Company.

Conservation of Energy	:	NIL
Technology Absorption	:	NIL
Foreign exchange earnings and out go	:	NIL

#### **Material Changes and Commitments, If any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

#### **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

#### **HRD Initiatives:**

The Company strongly believes that the growth of the organization can be sustained through the continuous development of its people who contribute to the business success. Today the Company is proud of its performance driven team. It is the strategy of the leadership team and the execution skills of our people that will take the organization to greater heights.

Today HR has become a critical catalyst for continuous transformation during a phase of rapid growth and transition from a midsized Company to a large corporation, in line with the Company's vision. The Company continues to maintain excellent employee relation while ensuring development of its human resources through appropriated training and further educational programs.

#### **Shares:**

The Authorized Share Capital and the paid up Equity Share Capital have remained unchanged during the year under review.

The Company has not issued any shares with differential rights as to dividend, voting or otherwise or convertible debentures.

- a. The Company has not bought back any of its securities during the year under review.
- b. The Company has not issued any Sweat Equity Shares during the year under review.
- c. No Bonus Shares were issued during the year under review.
- d. The Company has not provided any Stock Option Scheme to the employees.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### DIRECTORS' REPORT (contd....)

#### **Auditors & Auditors Observations:**

The matter related to Auditors and their Reports are as under:

#### **1. Statutory Auditor and their Report:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s.S. R. Ghedia & Associates, Chartered Accountants (Firm Registration No. 118560W), were appointed as statutory auditors of the Company from the conclusion of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company held on 26<sup>th</sup> September, 2015 till the conclusion of the 36<sup>th</sup> Annual General Meeting to be held in the year 2020, subject to ratification of their appointment at every Annual General Meeting.

Members are requested to consider the re-appointment.

The Board recommends the re-appointment of M/s. S. R. Ghedia & Associates, Chartered Accountants (Firm Registration No. 118560W) as the Statutory Auditors of the Company for the Financial year 2016-2017.

#### **Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Auditors in their Reports:**

The Report given by the Statutory Auditors for the Financial Statements for the year ended 31<sup>st</sup> March, 2016 read with explanatory notes thereon do not call for any explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. There were no qualifications, reservations or adverse remarks in the Auditors' Report.

#### **2. Secretarial Auditor & his Report:**

M/s Vineet Pal & Associates, Practicing Company Secretary was appointed to conduct Secretarial Audit of the Company for the financial year 2015-16 as required under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The report of the Secretarial Auditors in Form MR-3 is enclosed for the financial year 2015-16 forms part of the annual report as "**Annexure-B**" to the Boards Report.

The report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company also has proper board processes and compliance mechanism.

#### **Reply to the observations in the Secretarial Audit Report**

*The compliances/regularisation of the observations made by the Secretarial Auditor will be done in the forthcoming period and appointment the Chief Financial Officer and Company Secretary will be done very soon.*

#### **3. Internal Auditor:**

The Board has appointed M/s. Mohindra Arora & Co., Chartered Accountants as Internal Auditors of the Company for Financial Year 2015-2016 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

The Suggestions made by the Internal Auditor in their Report were properly implemented.

#### **Internal Control Systems & their Adequacy:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has developed well-defined internal control mechanisms and comprehensive internal audit programme with the activities of the entire organization under its ambit.

Based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

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### DIRECTORS' REPORT (contd....)

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report, which part of this report.

### 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 requirements 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 2015-16.

No of complaints received	:	Nil
No of complaints disposed off	:	Nil

### Code of Conduct:

As prescribed under Listing Regulation, a declaration signed by the Whole Time Director affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2015-16 forms part of the Corporate Governance Report.

### Acknowledgement:

The Directors wish to place on record their appreciation for the contributions made by the employees at all levels, whose continued commitment and dedication helped the company achieve better results. The Directors also wish to thank customers, bankers, Central and State Governments for their continued support. Finally your directors would like to express their sincere & whole-hearted gratitude to all of you for your faith in us and your Co-operation & never failing support.

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**By Order of the Board**  
**For Sidh Management Corporate Services Limited**

**Place : New Delhi**  
**Date : 23/08/2016**

**(Umesh Kumar Thaker)**  
**(Whole-time Director)**  
**DIN: 00054631**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

Annexure to the Directors' Report

### Annexure-A

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2016

of

**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

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

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L65999DL1985PLC019846
ii)	Registration Date [DDMMYY]	16/01/1985
iii)	Name of the Company	Sidh Management Corporate Services Limited
iv)	Category / Sub-Category of the Company	Company limited by Shares Indian Non-Government Company
v)	Address of the Registered Office and Contact details	E- 253, Saraswati Kunj Apartments 25, I.P. Extension Patparganj, New Delhi- 110092 Tel - 011- 22727486
vi)	Whether listed Company (Yes / No)	Yes, De- recognized DSE (Transfer to Dissemination Board of BSE )
vii)	Name, Address and Contact details of Registrar & Transfer Agents, if any	Adroit Corporate Services Private Limited. 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059 Tel: 022-42270400, Fax: 022-28503748, Email: adroits@vsnl.net, Website: www.adroitcorporates.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:-

Sr. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Trading Activities	N.A	93.89

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
NONE					

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

Annexure to the Directors' Report

### Annexure-A (contd....)

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

##### (i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31/03/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	334200	111300	445500	21.04%	334200	111300	445500	21.04%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
f-i) Director	107000	0	107000	5.05%	107000	0	107000	5.05%	0.00%
f-ii) Director Relatives	8000	117500	125500	5.93%	8000	117500	125500	5.93%	0.00%
<b>Sub-total (A) (1):-</b>	<b>449200</b>	<b>228800</b>	<b>678000</b>	<b>32.02%</b>	<b>449200</b>	<b>228800</b>	<b>678000</b>	<b>32.02%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a)NRIs - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b)Other- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c)Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d)Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Other....	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Total shareholding of Promoter (A)(1)+(A)(2)</b>	<b>449200</b>	<b>228800</b>	<b>678000</b>	<b>32.02%</b>	<b>449200</b>	<b>228800</b>	<b>678000</b>	<b>32.02%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

Annexure to the Directors' Report

### Annexure-A (contd....)

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	206011	1064499	1270510	60.00%	206011	1064499	1270510	60.00%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh (Previous year Rs.1 lakh)	14990	67500	82490	3.90%	14990	67500	82490	3.90%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh (Previous year Rs.1 lakh)	0	86500	86500	4.09%	0	86500	86500	4.08%	0.00%
c) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Trusts	0	0	0	0.00%	0	0	0	0.00%	0.00%
HUFs	0	0	0	0.00%	0	0	0	0.00%	0.00%
NRIs ( Non Repat )	0	0	0	0.00%	0	0	0	0.00%	0.00%
NRIs ( Repat )	0	0	0	0.00%	0	0	0	0.00%	0.00%
Clearing Members	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>221001</b>	<b>1218499</b>	<b>1439500</b>	<b>67.98%</b>	<b>221001</b>	<b>1218499</b>	<b>1439500</b>	<b>67.98%</b>	<b>0.00%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>221001</b>	<b>1218499</b>	<b>1439500</b>	<b>67.98%</b>	<b>221001</b>	<b>1218499</b>	<b>1439500</b>	<b>67.98%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Grand Total (A+B+C)-</b>	<b>670201</b>	<b>1447299</b>	<b>2117500</b>	<b>100%</b>	<b>670201</b>	<b>1447299</b>	<b>2117500</b>	<b>100%</b>	<b>0.00%</b>

### (ii) Shareholding of Promoters:

Sr. No	Shareholder's 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	Abhishek Kumar Jain	56000	2.64%	0.00%	56000	2.64%	0.00%	0.00%
2	Umesh Kumar Thaker	51000	2.41%	0.00%	51000	2.41%	0.00%	0.00%
3	B D Jain	44000	2.08%	0.00%	44000	2.08%	0.00%	0.00%
4	Manjula Jain	81500	3.85%	0.00%	81500	3.85%	0.00%	0.00%
5	Champion Tie-up Services Private Limited	86000	4.06%	0.00%	86000	4.06%	0.00%	0.00%
6	Nigania Promoters Private Limited	90000	4.25%	0.00%	90000	4.25%	0.00%	0.00%
7	Pramukhsoft Technologies Private Limited	85500	4.04%	0.00%	85500	4.04%	0.00%	0.00%
8	Rajasthan Horticulture Private Limited	83000	3.92%	0.00%	83000	3.92%	0.00%	0.00%
9	Sunil Exports Private Limited	101000	4.77%	0.00%	101000	4.77%	0.00%	0.00%
	<b>Total</b>	<b>678000</b>	<b>32.02%</b>	<b>0.00%</b>	<b>678000</b>	<b>32.02%</b>	<b>0.00%</b>	<b>0.00%</b>

**Note:** Promoters shareholdings have been aggregated on the basis of their PAN though having holdings in multiple folios.



# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

Annexure to the Directors' Report

### Annexure-A (contd....)

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

There is no change in promoter's shareholding during F.Y.2015-16.

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

Sr. No	Name	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Krepton Traders Private Limited	At the beginning of the year	106000	5.01%	106000	5.01%
		Changes during the year	No Changes during the year			
		At the End of the year	106000	5.01%	106000	5.01%
2	Pragya Builders Private Limited	At the beginning of the year	100000	4.72%	100000	4.72%
		Changes during the year	No Changes during the year			
		At the End of the year	100000	4.72%	100000	4.72%
3	Pragya Holding Private Limited	At the beginning of the year	100000	4.72%	100000	4.72%
		Changes during the year	No Changes during the year			
		At the End of the year	100000	4.72%	100000	4.72%
4	Preksha Builders Private Limited	At the beginning of the year	100000	4.72%	100000	4.72%
		Changes during the year	No Changes during the year			
		At the End of the year	100000	4.72%	100000	4.72%
5	GFC Securities & Finance Limited	At the beginning of the year	100000	4.72%	100000	4.72%
		Changes during the year	No Changes during the year			
		At the End of the year	100000	4.72%	100000	4.72%
6	Newtech Corporate Services Private Limited	At the beginning of the year	100000	4.72%	100000	4.72%
		Changes during the year	No Changes during the year			
		At the End of the year	100000	4.72%	100000	4.72%
7	Adhita Trading Company Private Limited	At the beginning of the year	50000	2.36%	50000	2.36%
		Changes during the year	No Changes during the year			
		At the End of the year	50000	2.36%	50000	2.36%
8	Arav Trading Company Private Limited	At the beginning of the year	50000	2.36%	50000	2.36%
		Changes during the year	No Changes during the year			
		At the End of the year	50000	2.36%	50000	2.36%
9	M D Jain Consultancy Private Limited	At the beginning of the year	50000	2.36%	50000	2.36%
		Changes during the year	No Changes during the year			
		At the End of the year	50000	2.36%	50000	2.36%
10	M & P E Commerce Private Limited	At the beginning of the year	50000	2.36%	50000	2.36%
		Changes during the year	No Changes during the year			
		At the End of the year	50000	2.36%	50000	2.36%

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

Annexure to the Directors' Report

### Annexure-A (contd....)

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Name of the Directors /KMP	For Each of the Directors and KMP	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	Mr. Umesh Kumar Thaker (Whole Time Director)	At the beginning of the year	51000	2.41%	51000	2.41%
		Changes during the year	No Changes during the year			
		At the End of the year	51000	2.41%	51000	2.86%
2	Mr. Abhishek Kumar Jain (Director)	At the beginning of the year	56000	2.64%	56000	2.64%
		Changes during the year	No Changes during the year			
		At the End of the year	56000	2.64%	56000	2.64%
3	Mr. Dhanpat Kumar Bothra (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
4	Mrs. Bela Garg (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
5	Mr. Biswajit Barua (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-
6	Mrs. Sunita Hanuman Singhi (Director)	At the beginning of the year	-	-	-	-
		Changes during the year	No Changes during the year			
		At the End of the year	-	-	-	-

**V INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

The Company was not having any secured loans/unsecured loans and deposits during the financial year 2015-16.

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

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

Name of WTD: Mr. Umesh Kumar Thaker		
Sr. No	Particulars of Remuneration	Amount (in Rs.)
1	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,80,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	60,000/-
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	0
2	Stock Option	0
3	Sweat Equity	0
4	Commission - as % of profit - others, specify...	0
5	Others, please specify	0
<b>Total (A)</b>		<b>2,40,000/-</b>
<b>Ceiling as per the Act</b>		<b>As per Schedule V of the Companies Act, 2013</b>

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

Annexure to the Directors' Report

### Annexure-A (contd....)

**B. Remuneration to other directors:**

Sr. No	Particulars of Remuneration	Name of Directors					Total Amount (In Rs)
		Mr. Abhishek Kumar Jain	Mr. Dhanpat Kumar Bothra	Mrs. Bela Garg	Mr. Biswajit Barua	Mrs. Sunita Hanuman Singhi	
1	<b>Independent Directors</b>						
	Fee for attending Board Committee Meetings	0	7500	6500	8000	6000	<b>28000</b>
	Commission	0	0	0	0	0	<b>0</b>
	Others, please specify	0	0	0	0	0	<b>0</b>
	<b>Total (1)</b>	<b>0</b>	<b>7500</b>	<b>6500</b>	<b>8000</b>	<b>6000</b>	<b>28000</b>
2	<b>Other Non-Executive Directors</b>						
	Fee for attending Board Committee Meetings	6500	0	0	0	0	<b>6500</b>
	Commission	0	0	0	0	0	<b>0</b>
	Others, please specify	0	0	0	0	0	<b>0</b>
	<b>Total (2)</b>	<b>6500</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6500</b>
	<b>Total (1+2)</b>	<b>6500</b>	<b>7500</b>	<b>6500</b>	<b>8000</b>	<b>6000</b>	<b>34500</b>
	<b>Total Managerial Remuneration</b>	<b>34500</b>					
	<b>Overall Ceiling as per the Act</b>	<i>(Sitting Fees paid is within the limits specified under the Companies Act,2013)</i>					

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD : NIL**

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

Annexure-B

**FORM MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and**  
**Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
**Sidh Management Corporate Services Limited**  
CIN: L65999DL1985PLC019846  
E - 253, Saraswati Kunj Apartments,  
25, I. P. Extension, Patparganj,  
New Delhi - 110 092

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sidh Management Corporate Services Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2016 ("Audit Period") 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations (as amended from time to time) 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 erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15 2015 ;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 (effective 28<sup>th</sup> October, 2014) **(Not applicable to the Company during the Audit Period)**;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
  - f) The Securities and Exchange Board of India (Registrar 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 (Delisting of Equity Shares) Regulations, 2009 **(Not applicable during the Audit Period)**;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during Audit Period)**;
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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(vi) Other Laws applicable to the Company namely:

The Directors of the Company informed and certified that there are no other laws that are specifically applicable to the company based on the nature of business. However, they have represented that the company has complied with the provisions of other laws as applicable to it.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by 'The Institute of Company Secretaries of India' effective from 01<sup>st</sup> July, 2015; and
- b) The erstwhile Listing Agreements entered into by the Company with The Delhi Stock Exchange Limited.

During the period under review the Company has generally complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no material non-compliances that have come to my knowledge except to the extent as mentioned below:

- *During the Audit Period, the Company has not appointed the Company Secretary and Chief Financial Officer as Key Managerial Person, pursuant to Section 203 of the Act and Rules made there under. The Management represented that the compliance with the said Section and Rules will be done after the Audit Period.*
- *The Company has not provided the facility of electronic voting during the period Annual General meeting pursuant to Section 108 of the Act and Rules made there under.*
- *The Company has not maintained or created functional website as per the requirement of Companies Act, 2013 and Rules made there under along with Listing Agreement.*

*The Management represented that the compliances/regularisation of the above observations will be done in the forthcoming period and appointment the Chief Financial Officer and Company Secretary will be done very soon.*

### **I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. 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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

**I further report that**, 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 that pertain to the business operations of the Company.

I further report that during the audit period, the company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This Report is to be read with my letter of even date which is annexed as Appendix-1 and forms and integral part of this report

---

**For Veenit Pal & Associates**  
**Company Secretaries**

**Veenit Pal**  
**(Proprietor)**

**ACS : 25565**  
**CP : 13149**

**Place : Mumbai**  
**Date : 19/08/2016**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### Appendix -1 (Forming Part of Secretarial Audit Report)

To,  
The Members,  
**Sidh Management Corporate Services Limited**  
CIN: L65999DL1985PLC019846  
E – 253, Saraswati Kunj Apartments,  
25, I. P. Extension, Patparganj,  
New Delhi – 110 092

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My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules, regulations, norms and standards and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure 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.

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**For Veenit Pal & Associates**  
**Company Secretaries**

**Veenit Pal**  
**(Proprietor)**

**ACS : 25565**  
**CP : 13149**

**Place : Mumbai**  
**Date : 19/08/2016**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### CORPORATE GOVERNANCE

#### **Company's Philosophy on Code of Governance:**

Your company continues to practice transparency in its dealings with emphasis on integrity and compliance of regulatory provisions. It attaches great importance to practice of good Corporate Governance for meeting the interests and aspirations of the stakeholders.

The SEBI on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the aim to consolidate and streamline the provisions of the Listing agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective 01.12.2015.

Accordingly, Your company has implemented the mandatory requirements regarding corporate governance as mentioned in listing agreement and Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, details of which are given below;

#### **Board of Directors:**

The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors and Independent Directors who are eminent persons with professional expertise and valuable experience in their respective areas of specialization and bring wide range of skills and experience to the Board.

The Non-Executive Independent Directors constitute more than half of the total numbers of Directors for strength.

The Board of the Company comprises six Directors – one whole time Director and five Non-Executive Directors including Independent Directors.

The current strength of the Board includes Woman Director as required under applicable legislation.

The Chairman of the Board is a Non-Executive Director.

The Directors have disclosed to the Company about the committee positions they occupy in other companies and have notified changes as and when they take place.

None of the Directors is related to any other Director of the Company within the meaning of Section 2(77) of the Companies Act, 2013 and rules thereof.

As per the declarations received by the Company, none of the Directors are disqualified under Section 164 (2) of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, none of the Independent Director is serving more than seven listed companies.

The Company has issued a letter of appointment to all the Independent Directors of the Company.

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other normal business.

The Board Meetings are pre scheduled and a tentative annual calendar of the Board is circulated to the Directors in advance to facilitate the Directors to plan their schedules. The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings.

The Board reviews the performance of the Company.

The Company adheres to highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### CORPORATE GOVERNANCE (contd....)

The important decisions taken at the Board/ Board Committee meetings are communicated to the concerned department. During the financial year 2015-16, the meetings of the Board of Directors were held on 29/05/2015, 13/08/2015, 26/08/2015, 14/11/2015, 28/01/2016, 13/02/2016 and 30/03/2016.

The attendance of the Directors at the Board meetings, Annual General Meetings, as also number of directorship in Indian public Limited Companies and Membership of the committees of the Boards of such Companies which are as under:

Name of Director	Category	No. of Board Meeting Attended	Attendance at Last AGM	No. of other Directorships@	No. of Committee Membership#
Mr. Abhishek Kumar Jain	Non-Executive Director	7	Yes	5	4
Mr. Umesh Kumar Thaker	Whole time Director	7	Yes	3	2
Mr. Dhanpat Kumar Bothra	Non-Executive Independent Director	7	Yes	2	-
Mr. Biswajit Barua	Non-Executive Independent Director	7	Yes	2	-
Mrs. Bela Garg	Non-Executive Independent Director	7	Yes	2	2
Mrs. Sunita Hanuman Singhi	Non-Executive Independent Director	7	Yes	1	-

@ Directorship in Private Limited is not considered.

## Only Audit Committee and Stakeholders relationship Committee in Listed Companies have been considered for the committee positions.

Presently, the Board does not have Company Secretary and CFO. Effective steps have been taken by the company for recruitment of Company Secretary and CFO.

The Board periodically reviews the compliance report of all laws applicable to the Company.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all Companies in which they are Directors.

#### **Meeting of Independent Director:**

As stipulated by the Code of Independent Directors under listing Regulation of the SEBI (Listing obligation and disclosure Requirements) Regulation, 2015 aligned with Companies Act, 2013, a separate Meeting of the Independent Directors of the Company was held on 30/03/2016 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed and discuss the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties, as per the requirement of the Companies Act 2013 along with applicable Rules and requirements of the Listing agreement and confirmed to the management and the Board. The Board also carried out evaluation of its various Committees and the Directors expressed their satisfaction with the evaluation process.

Below-mentioned table gives the composition and attendance record of the Independent Directors Meeting:

Name Of Director	Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Dhanpat Kumar Bothra	Non-Executive Independent	1	1
Mrs. Bela Garg	Non-Executive Independent	1	1
Mr. Biswajit Barua	Non-Executive Independent , Chairman	1	1
Mrs. Sunita Hanuman Singhi	Non-Executive Independent	1	1



# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### CORPORATE GOVERNANCE (contd....)

#### **Code of Conduct:**

In compliance with Listing Regulations 26(3) of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 the company has framed and adopted the Code of Conduct and ethics. The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

#### **Code for prevention of Insider Trading practices:**

In compliance with SEBI regulation on prevention of insider trading, the company has framed and implemented a code of prevention of Insider Trading in accordance with the code prescribed by SEBI (Prohibition of Insider Trading) Regulation, 2015. The code lays down guidelines which advise them on procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations. The Code is applicable to all Directors, Senior Management and Designated employees. Mr. Umesh Kumar Thaker Whole Time Director is responsible for implementation of the Code.

#### **Audit Committee:**

The Audit Committee comprises of four members of the committee, who are Non-Executive and Independent Directors namely Mr. Dhanpat Kumar Bothra, Mr. Abhishek Kumar Jain, Mrs. Bela Garg and Mrs. Sunita Hanuman Singhi. The Committee appointed Mr. Dhanpat Kumar Bothra as Chairman of the Audit Committee, who has wide knowledge of finance and accounting etc. All other members are financially literate and possess necessary expertise in finance/ accounting and related experience.

The Whole Time Director attended the meetings of the Audit Committee.

The Audit Committee met four times during the financial year 2015-16 and not more than 120 days has elapsed between two such Meetings. The Meetings were held on 27/05/2015, 12/08/2015, 13/11/2015 and 12/02/2016.

The representatives of the Statutory Auditors and the Internal Auditors were invited and attended the meetings of the Audit Committee.

The Chairman of the Audit Committee was present at the 31<sup>st</sup> Annual General Meeting of the Company.

The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors.

The terms of reference of the Audit Committee covers the matters specified under Regulation 18 of the Listing Regulations (LODR) Regulation, 2015 and Section 177 of the Act. This Committee has the following powers, roles and terms of reference:

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- To Review of the quarterly, half yearly and annual financial results of the Company before submission to the Board;
- To Review with the management and statutory auditors, the annual financial statements before submission to the Board;
- To Review the company's financial and risk management policies;
- Recommendation for appointment, remuneration and terms of the Statutory Auditors and internal auditor;
- To review the functioning of the Whistle Blower mechanism, in case, the same exists;
- Review of related party transaction;
- Compliances with accounting standards and change in accounting policies and practices;
- Approval for appointment of CFO;
- Discussion with internal auditors of any significant findings and follow up there on;
- To review the functioning of whistle blower mechanism;
- To carry out any other function as is mentioned in the terms of reference of the audit committee as amended from time to time of Listing Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### CORPORATE GOVERNANCE (contd....)

The present composition of Audit committee and the attendance at the meeting are as follows:

Name Of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Dhanpat Kumar Bothra	Non-Executive Independent (Chairman)	4	4
Mr. Abhishek Kumar Jain	Non-Executive	4	4
Mr. Biswajit Barua	Non-Executive Independent	4	4
Mrs. Bela Garg	Non-Executive Independent	4	4

#### **Nomination and Remuneration Committee:**

The Nomination and remuneration committee of the company is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of four Directors are Non -Executive and Independent Directors namely Mr. Dhanpat Kumar Bothra. Mr. Abhishek Kumar Jain, Mr. Biswajit Barua and Mrs. Sunita Hanuman Singhi. Mr. Biswajit Barua elected Chairman of the Nomination and Remuneration Committee. During the year, the Company has not paid any remuneration to the Non-Executive/ Independent Directors, other than Sitting Fees. There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors/ Independent Directors. The remuneration paid to Whole time Director is decided by the Board of Directors within the limits lay down under the provisions of the Companies Act, 2013

During the financial year 2015-16, one meeting of the Nomination and Remuneration Committee was held on 18<sup>th</sup> February, 2016 and all the members of the Committee were present in each meeting Below-mentioned table gives the composition and attendance record of the Nomination and Remuneration committee:

Name Of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Dhanpat Kumar Bothra	Non-Executive Independent	1	1
Mr. Abhishek Kumar Jain	Non-Executive	1	1
Mr. Biswajit Barua	Non-Executive Independent , Chairman	1	1
Mrs. Sunita Hanuman Singhi	Non-Executive Independent	1	1

#### **Brief about remuneration policy:**

Your Company has formulated a policy on Nomination and Remuneration of Directors and Key Managerial Personnel and the major points relating to Remuneration policy are as under:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To recommend/review remuneration of the Executive and Non-Executive Director and Whole-time Director(s) based on their performance and defined assessment criteria;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### CORPORATE GOVERNANCE (contd....)

#### **Remuneration of Director:**

The sitting fees for attending each meeting of Board Meeting for Non-Executive/ Independent Directors is decided by the Nomination and remuneration committee. There is no pecuniary relationship or transaction of the Company with its Non-Executive Directors/ Independent Directors other than payment of sitting fees per meeting to them for attending Board & Committee meeting.

The detail of remuneration of Mr. Umesh Kumar Thaker (Whole-time Director) is as under:

Name of Director	Salary cum Allowances	Stock Options & Other Benefits	Service Contract Tenure
Mr. Umesh Kumar Thaker	Rs. 2,40,000/-	Nil	3 Year

#### **Stakeholders Relationship Committee:**

The stakeholders relationship committee of the company is constituted in line with the provisions of Listing Regulations 20 of SEBI (LODR) Regulation 2015, read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises of four members of the committee, who are Non-Executive and Independent Directors namely Mr. Dhanpat Kumar Bothra, Mr. Abhishek Kumar Jain, Mr. Biswajit Barua and Mrs. Sunita Hanuman Singhi. Mr. Biswajit Barua elected Chairman of the Stakeholders Relationship Committee. The committee has been constituted to consider and resolves the grievances of the security holders of the Company, including complaints related to transfer of shares, non-receipt of annual report etc. The details of transfer / transmission of shares are placed before the meeting of the Board of Directors on a regular basis. The Committee oversees the performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. The Committee supervises the mechanism for redressal of investor grievances and ensures cordial relations. The Committee met two times during the year. The Company has designated an exclusive email info@sidhmanagement.in for the investors to register their grievances, if any. There was no complaint pending or unattended as on 31<sup>st</sup> March, 2016. The Company has registered SCORES with SEBI. However, it is maintaining by RTA of the Company.

The Committee met two times during the year on 20/08/2015 and 18/02/2016.

The composition of the Stakeholders Relationship Committee and details of meeting attended by its members are given below:

Name of Director	Executive / Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Dhanpat Kumar Bothra	Non-Executive Independent	2	2
Mr. Abhishek Kumar Jain	Non-Executive	2	1
Mr. Biswajit Barua	Non-Executive Independent, Chairman	2	2
Mrs.Sunita Hanuman Singhi	Non-Executive Independent	2	2

#### **Dematerialisation of Shares:**

As on 31st March, 2016, the total equity shares of Company are held both in physical dematerialized form. The dematerialization of equity shares are under process. In order to facilitate the investors to have an easy access to demat system, the Company has joined with both depositories viz. National Security Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) through the Company's Registrar & Share Transfer Agent, M/s Adroit Corporate Services (P) Ltd

#### **Share Transfer System:**

The shares of the Company, being in the compulsory demat list, are transferable through the depository system. Shares in physical & dematerialized form are processed through M/s. Adroit Corporate Services Private Limited, Mumbai. Shares lodged for transfer at the Registrar's address are normally processed and approved by share transfer cum Stake Holder's Grievance Committee on fortnight basis. All requests for dematerialization of Shares are processed and the confirmation is given to the Depositories within 15 days. Grievance received from members & other miscellaneous correspondence on change of address etc. is processed by the Registrar within 30 days.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### CORPORATE GOVERNANCE (contd....)

#### **Income Tax Pan Mandatory for Transfer of Securities:**

As per Regulation 40(7) read with Schedule VII of the Listing Regulations, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the listed entity for registration of transfer of securities.

#### **Risk Management Committee:**

The Risk Management Committee of the Board has been constituted in the manner prescribed in Listing Regulation 21 of the SEBI (LODR) Regulations 2015.

The Committee is responsible to lay down the procedures to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

During the year, one Meeting of the Risk Management Committee was held on 18/02/2016. The Composition of the Risk Management Committee and details of the Meetings attended by its members are given below:

Name Of Director	Non-Executive / Independent	No. of Meetings held during the period	
		Held	Attended
Mr. Biswajit Barua	Non-Executive Independent , Chairman	1	1
Mrs. Sunita Hanuman Singhi	Non-Executive Independent	1	1
Mrs. Bela Garg	Non-Executive Independent	1	1

#### **Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

The performance evaluation of the Independent Directors was carried out by the entire Board.

The performance evaluation of the Chairman and the Non independent Directors was carried out by the Independent Directors.

The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee.

The Directors expressed their satisfaction with the evaluation process.

#### **General Body Meeting:**

The last three Annual General Meetings were held at the registered office as per details given below:

Year	Date	Day	Time
2014 - 2015	26/09/2015	Saturday	10.00 A. M.
2013 - 2014	30/09/2014	Tuesday	10.00 A. M.
2012 - 2013	27/09/2013	Friday	10.00 A. M.

During the year under review, no Special Resolution was passed by the Members through Postal Ballots.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### CORPORATE GOVERNANCE (contd....)

#### **Disclosure:**

The Company has complied with all requirements of the Listing Regulation entered into with the Stock Exchange as well as the regulations and guidelines of SEBI. Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

There are no significant transactions with the related parties namely, Promoters / Directors or the management their Associates or relatives etc. that may have a conflicting with the interest of the company.

The Company has not raised any proceeds from public issue, rights issue, and preferential issue and also not issued any GDRs /ADRs /Warrants/ Equity share or any Convertible instruments or any other instruments during the year under review.

The guidelines/ Accounting standards lay down by the Institute of Chartered Accountants of India and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of financial statements of the company in all material respects.

The Company does not have any subsidiary.

The company has already been communicated with concern dept. regarding change of name and alteration of object clauses of the Company.

The Company has complied with all mandatory requirements of SEBI Listing Regulation (LODR) 2015. The non – mandatory requirements, to the extent followed by the company have been stated in this report.

The Board of Directors has adopted the Vigil Mechanism / Whistle Blower Policy. The Policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee, any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company. Committee.

#### **De-Recognized /Non Operational Stock Exchange:**

The Delhi Stock Exchange Limited has declared De-recognized /Non-operational Stock Exchange vide circulars dated 30/05/2012 and 22/05/2014 issued by Securities Exchange Board of India. In this context, the Company has applied prefer to opt for Dissemination Board of BSE with whom DSE proposes to enter into an agreement, in terms of guidelines circulated by SEBI shall proceed with compulsory de- recognition and exit of the stock exchange in terms of specified conditions. As per agreement, BSE will provide a web- enabled information disseminating platform named Dissemination Board. So there has been no trading in the equity shares of the Company on any Stock Exchange. The Company is under process to comply the requisite compliance with Dissemination Board of BSE within due course.

The Company is making ensure due compliance with the requirements stipulated under Regulation 27 of the Listing Regulations aligned with Companies Act, 2013.

#### **Secretarial Audit:**

A qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited and the Central Depository Services Limited and the total issued and Listed Equity Share Capital. The Secretarial Audit report confirms that the total Issued / Paid up Capital is in agreement with the total number of shares in physical form and the total number of dematerialized share held with NSDL and CDSL.

#### **Means of Communication:**

The quarterly /half yearly and audited financial results of the Company are published in leading English/Hindi (Regional) newspapers. The quarterly results as well as the proceedings of the AGM / EGM are submitted to DSE immediately after conclusion of the respective Meeting.

The Company is in compliance with the provisions of the Listing Regulation (LODR) Regulation, 2015 pertaining to the intimation of notice of Board Meeting, publication of notice and results, outcome of the Meeting etc.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### CORPORATE GOVERNANCE (contd....)

#### **Management Discussion and Analysis Report:**

The Management Discussion and Analysis Report, as required under the Listing Regulations, is given in a separate section and forms part of the Annual Report.

#### **General Share Holder Information:**

1.	Compliance Officer	:	Mr. Umesh Kumar Thaker E-253, Saraswati Kunj Apartments, 25, I. P. Extension, Patpargunj, New Delhi - 110 092
2.	Annual General Meeting.	:	
a.	Date & Time	:	Thursday, 29 <sup>th</sup> September, 2015 at 10.00 A.M.
b.	Venue	:	E-253, Saraswati Kunj Apartments, 25, I. P. Extension, Patpargunj, New Delhi - 110 092
c.	Financial Calendar	:	1 <sup>st</sup> April to 31 <sup>st</sup> March
	Quarterly Results	:	Ist Qtr -within 45 days from the end of Ist Qtr 2 <sup>nd</sup> Qtr -within 45 days from the end of 2 <sup>nd</sup> Qtr 3 <sup>rd</sup> Qtr -within 45 days from the end of 3 <sup>rd</sup> Qtr 4 <sup>th</sup> Qtr -within 60 days from the end of financial year
d.	Date of Book Closure	:	26/09/2016 to 29/09/2016
e.	Listing on Stock	:	The Delhi Stock Exchange Limited. Listing fees has not been paid, since the Company has applied to Dissemination Board of BSE.
f.	Stock Code	:	4830
g.	Demat ISIN in NSDL & CDSL for equity shares	:	INE482E01014
h.	Registrar and share Transfer Agent	:	Adroit Corporate Services (P) Limited. 17-20, Jaferbhoy Industrial Estate, 1 <sup>st</sup> Floor, Makwana Road, Marol Naka, Mumbai - 400059 Tel : 022-42270400 Fax : 022-28503748, Email : adroits@vsnl.net, Website : www.adroitcorporates.com
i.	No dividend has been recommended by the Board of Directors for the FY 2015-16		
j.	The Shares of the Company have not been trading in The Delhi Stock exchange Limited, as such Market Price data- high, low & Volume at DSE during each month in last financial year 2015-16 is not given.		

#### **Whole Time Director Certification:**

The Whole Time Director has given appropriate certification to the Board as required Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### CORPORATE GOVERNANCE (contd....)

#### Distribution of Shareholdings:

#### Categories of shareholders as on 31/03/2016:

Category	No. of Shareholders	No. of Shares	% of Equity Capital
Promoters	18	6,78,000	32.02
Other Bodies Corporate	59	12,70,510	60.00
Individual / Others	400	1,68,990	7.98
<b>Total</b>	<b>477</b>	<b>21,17,500</b>	<b>100.00</b>

#### Distribution of shareholdings as on 31/03/2016:

No. of Equity Share held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 - 500	392	82.18	45,710	2.16
501 - 1000	1	0.21	1,000	0.05
1001 - 2000	2	0.42	3,300	0.16
2001 - 3000	1	0.21	2490	0.12
3001 - 4000	0	0.00	0	0.00
4001 - 5000	0	0.00	0	0.00
5001 - 10000	11	2.31	1,00,000	4.72
10001 - above	70	14.68	19,65,000	92.80
<b>Total</b>	<b>477</b>	<b>100.00</b>	<b>21,17,500</b>	<b>100.00</b>

**Note:** Categories of Shareholders /Distribution of Shareholdings as given above are on folio no(s) wise and not have been aggregated on the basis of their PAN, though having holdings in multiple folios.

#### Declaration of Code of conduct

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel in compliance with listing regulations 26(3) of SEBI (Listing obligations and disclosures Requirements) Regulation, 2015, aligned with Companies Act, 2013. I hereby confirm that the Board and the senior management personnel of the Company have complied with the code of conduct in respect of the financial year ended 31/03/2016.

**By Order of the Board**  
**For Sidh Management Corporate Services Limited**

Place : New Delhi  
Date : 23/08/2016

(Umesh Kumar Thaker)  
(Whole-time Director)  
DIN: 00054631

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### WHOLE TIME DIRECTOR CERTIFICATION

#### To the Board of Directors of Sidh Management Corporate Services Limited

We have reviewed the financial statements and the cash flow statement of **Sidh Management Corporate Services Limited** for the year ended 31st March, 2016 and that to the best of our knowledge and belief, we state that:

- (1)
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (3) 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.  
  
We have not come across and are not aware of any reportable deficiencies in the design or operation of such internal controls.
- (4) We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

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**For Sidh Management Corporate Services Limited**

**Place** : New Delhi  
**Date** : 23/08/2016

**(Umesh Kumar Thaker)**  
**(Whole-time Director)**  
**(DIN: 00054631)**



# **SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

## **32<sup>nd</sup> Annual Report (2015-16)**

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### **AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

**To,  
The Members,  
Sidh Management Corporate Services Limited**

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We have examined the compliance of conditions of Corporate Governance by **Sidh Management Corporate Services Limited** ("the Company") for the year ended on 31<sup>st</sup> March, 2016, as stipulated in Clause No.49 of the Listing Agreement entered with the stock exchange(s) for the period 1<sup>st</sup> April 2015 to 30<sup>th</sup> November 2015 and as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1<sup>st</sup> December 2015 to 31<sup>st</sup> March 2016.

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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent possible and as applicable to it.

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.

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**For S.R.Ghedia & Associates  
(Chartered Accountants)  
(Firm Regn No: 118560W)**

**Suman Jain  
(Partner)  
M.No: 101849**

**Place : Mumbai  
Date : 23/08/2016**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, the Management Discussion & Analysis Report for the year under review is given below;

#### **Market Environment:**

India has a diversified Trading Sector, which is undergoing rapid expansion. The sector comprises all sizes of entities. India's Trading sector has always served the country's economy as well as its gross domestic product (GDP).

#### **Business Segment:**

During the year, the Company is into the business of Trading activities. The company operates mainly in Indian Market. The Company adherence to strong business ethics and transparent corporate policies.

#### **Future Prospects:**

Trading Sector plays a vital role in India's economy. The Trading Sector in India is expected to generate better momentum in the next few years due to increased investments, reduced costs and time, improved management and better incentives would contribute to the trading sector's.

#### **Internal Financial Control and their Adequacy:**

The Company has in place well-defined internal control mechanisms and comprehensive internal audit programmes with the activities of the entire organization under its ambit.

#### **Risk and Concerns:**

Uncertainties in business offer opportunities and downside risks. Consequently, the Company recognizes the importance of well-structured system to identify and manage the different elements of risk.

Pressure on margins, high manpower and infrastructure cost, availability of substitutes, higher overheads, are some factors which could impact adversely especially as we strive to tap into the competitive markets.

#### **Human Resources:**

Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status.

#### **Cautionary Statement:**

Statements made in the 'Management Discussion and Analysis Report' describing the Companies' objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement important factors that influence the Company's operations, include global and domestic supply and demand conditions.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### INDEPENDENT AUDITORS' REPORT

To  
The Members of  
Sidh Management Corporate Services Limited

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#### **Report on the Financial Statements:**

We have audited the accompanying financial statements of Sidh Management Corporate Services Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility 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 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.

#### **Auditor's Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion:**

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 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 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### INDEPENDENT AUDITORS' REPORT (contd....)

#### 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.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid 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 31<sup>st</sup> March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016, 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 in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations 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.

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**For S.R.Ghedia & Associates**  
**Chartered Accountants**  
**(Firm Regn No: 118560W)**

**Suman Jain**  
**(Partner)**  
**M.No.: 101849**

**Place :: Mumbai**  
**Date :: 28/05/2016**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### "ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

*(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date)*

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- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) As explained to us, Fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
  - (c) According to the information and explanations given to us, there are no immovable properties owned by the Company under Fixed Assets. Accordingly, paragraph 3 (i) (c) of the Order is not applicable to the Company.
  - (ii) As explained to us, Inventories have been physically verified by the Management at reasonable intervals. No material discrepancies were noticed on such physical verification.
  - (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the requirement of clause 3 (iii) (a) to (C) of paragraph 3 of the Order is not applicable to the Company.
  - (iv) According to the information and explanations given to us, the Company has not directly or indirectly advanced loan to the persons covered under Section 185 of the Companies Act, 2013 or given guarantees or securities in connection with the loan taken by such persons. The Company has complied with the provisions of Section 186 of the Companies Act, 2013, in respect of investments made and long term loans and advances given to other parties, outstanding at the year- end, except that such long term loans and advances are given interest free.
  - (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder.
  - (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the company.
  - (vii) In respect of its statutory dues:
    - (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues ,were outstanding as 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable.
    - (b) According to the records of the Company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
  - (viii) The Company has not raised loans from financial institutions or banks or government or by issue of debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
  - (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
  - (x) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### "ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT (contd....)

- (xi) According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our Opinion, the company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, during the year under review, the Company has not entered into any transaction with Related Parties that require approval under Section 177 and Section 188 of the Companies Act, 2013 and the rules made thereunder. Accordingly, paragraph 3(xiii) of the Order is not applicable to the Company.
- (xiv) During the year under review the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them and covered under section 192 of the Companies Act, 2013. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45- IA of the Reserve Bank of India Act, 1934.

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**For S.R.Ghedia & Associates**  
**Chartered Accountants**  
**(Firm Regn No: 118560W)**

**Suman Jain**  
**(Partner)**  
**M.No.: 101849**

**Place :: Mumbai**  
**Date :: 28/05/2016**

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### "ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

*(Referred to in paragraph 2(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date)*

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

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We have audited the internal financial controls over financial reporting of Sidh Management Corporate Services Limited ("the Company") as of 31<sup>st</sup> March, 2016 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 (the "Guidance Note") 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.

#### **Auditor's 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 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 Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### "ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT (contd....)

#### **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 controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2016, 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.

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**For S.R.Ghedia & Associates**  
**Chartered Accountants**  
**(Firm Regn No: 118560W)**

**Suman Jain**  
**(Partner)**  
**M.No.: 101849**

**Place :: Mumbai**  
**Date :: 28/05/2016**



# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### Balance Sheet as at 31st March, 2016

Particulars		Note No.	As at 31st March, 2016 Amt in Rs.	As at 31st March, 2015 Amt in Rs.
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	2	211,75,000	211,75,000
	(b) Reserves and Surplus	3	331,90,882	329,33,078
			<b>543,65,882</b>	<b>541,08,078</b>
<b>2</b>	<b>Non-Current Liabilities</b>			
	(a) Deferred Tax Liabilities	4	2,15,070	3,40,099
			<b>2,15,070</b>	<b>3,40,099</b>
<b>3</b>	<b>Current liabilities</b>			
	(a) Other Current Liabilities	5	56,715	28,090
	(b) Short-Term Provisions	6	2,66,677	1,36,677
			<b>3,23,392</b>	<b>1,64,767</b>
<b>TOTAL</b>			<b>549,04,344</b>	<b>546,12,945</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	7	33,50,231	55,33,571
	(b) Non-Current Investments	8	315,07,768	158,92,879
	(c) Long-Term Loans and Advances	9	123,64,500	59,45,500
	(d) Other Non Current Assets	10	69,16,309	69,29,309
			<b>541,38,808</b>	<b>343,01,259</b>
<b>2</b>	<b>Current assets</b>			
	(a) Trade Receivables	11	-	32,37,074
	(b) Cash and Cash Equivalents	12	7,09,094	4,60,613
	(c) Short Term Loans & Advances	13	-	165,64,500
	(e) Other Current Assets	14	56,442	49,500
			<b>7,65,536</b>	<b>203,11,687</b>
<b>TOTAL</b>			<b>549,04,344</b>	<b>546,12,945</b>
Significant Accounting Policies		1		
Notes to the Financial Statements		2 to 22		
As per our report of even date attached For S. R. Ghedia & Associates Chartered Accountants (Firm Regn No : 118560W)		For and on behalf of the Board of Directors For Sidh Management Corporate Services Limited		
Suman Jain (Partner) M.No. 101849		Umesh Kumar Thaker (Whole Time Director) (DIN:00054631)		Abhishek Kumar Jain (Director) (DIN:00054582)
Place	:: Mumbai			
Date	:: 28/05/2016			

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

<b>Statement of Profit and Loss for the year ended 31st March, 2016</b>				
Particulars		Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
			Amt in Rs.	Amt in Rs.
<b>I</b>	Revenue from Operations (Gross)	15	105,02,221	47,75,710
<b>II</b>	Other income	16	69,415	6,11,690
<b>III</b>	<b>Total revenue (I+II)</b>		<b>105,71,636</b>	<b>53,87,400</b>
<b>IV.</b>	<b>Expenses</b>			
	Purchases of Stock-in-trade	17	68,10,269	32,76,096
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	18	-	-
	Employee Benefits Expenses	19	4,50,206	4,05,474
	Depreciation and Amortization Expenses	20	21,83,340	4,92,499
	Other Expenses	21	8,65,046	8,55,069
	<b>Total Expenses</b>		<b>103,08,861</b>	<b>50,29,138</b>
<b>V</b>	<b>Profit before tax (III-IV)</b>		<b>2,62,775</b>	<b>3,58,262</b>
<b>VI</b>	<b>Tax Expenses:</b>			
	(1) Current Tax		1,30,000	68,267
	(2) Deferred tax		-1,25,029	2,41,723
			<b>4,971</b>	<b>3,09,990</b>
<b>VII</b>	<b>Profit for the Period(V-VI)</b>		<b>2,57,804</b>	<b>48,272</b>
<b>VIII</b>	<b>Earnings per Equity Share of Rs.10/- each):</b>			
	(a) Basic		0.12	0.02
	(b) Diluted		0.12	0.02
<b>Significant Accounting Policies</b>		1		
<b>Notes to the Financial Statements</b>		2 to 22		
<b>As per our report of even date attached</b>		<b>For and on behalf of the Board of Directors</b>		
<b>For S. R. Ghedia &amp; Associates</b>		<b>For Sidh Management Corporate Services Limited</b>		
<b>Chartered Accountants</b>				
<b>(Firm Regn No : 118560W)</b>				
 <b>Suman Jain</b>		<b>Umesh Kumar Thaker</b>		
<b>(Partner)</b>		<b>(Whole Time Director)</b>		
<b>M.No. 101849</b>		<b>(DIN:00054631)</b>		
		<b>Abhishek Kumar Jain</b>		
		<b>(Director)</b>		
		<b>(DIN:00054582)</b>		
<b>Place :: Mumbai</b>				
<b>Date :: 28/05/2016</b>				

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### Cash Flow Statement for the year ended 31st March, 2016

PARTICULARS		For the year ended 31st March, 2016	For the year ended 31st March, 2015
		Amt in Rs.	Amt in Rs.
<b>(A)</b>	<b>Cash Flow From Operating Activities</b>		
	Net Profit before Tax	2,62,775	3,58,262
	<b>Adjustments for ::-</b>		
	Other income	69,415	6,11,690
	Depreciation/amortization	21,83,340	4,92,499
	Deferred Revenue Expenses W/off	13,000	13,000
	<b>Operating Profit Before Working Capital Changes</b>	<b>23,89,700</b>	<b>2,52,071</b>
	<b>Adjustments for ::-</b>		
	Trade Receivables	32,37,072	-9,60,963
	Long Term Loans & Advances	-64,19,000	-4,45,500
	Short Term Loans & Advances	165,64,500	-22,69,050
	Other Current Liabilities	28,625	4,494
	Other Current Assets	-6,942	-49,500
	<b>Cash Generated From Operations</b>	<b>157,93,955</b>	<b>-34,68,448</b>
	Payment of Tax	-	-
	<b>Net Cash In Flow/Out Flow From Operating Activities (A)</b>	<b>157,93,955</b>	<b>-34,68,448</b>
<b>(B)</b>	<b>Cash Flow From Investing Activities</b>		
	Purchases of Fixed Assets	-	-54,58,306
	Purchases of Investments	-156,14,889	-18,97,879
	Other income	69,415	6,11,690
	<b>Net Cash Out Flow From Investing Activities (B)</b>	<b>-155,45,474</b>	<b>-67,44,495</b>
<b>(C)</b>	<b>Cash Flow From Financing Activities</b>		
	Money received against issue of warrants	-	99,71,010
	<b>Net Cash In Flow from Financing Activities (C)</b>	<b>-</b>	<b>99,71,010</b>
	<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>2,48,481</b>	<b>-2,41,933</b>
	Cash & Cash Equivalents as at the beginning of the year	4,60,613	7,02,546
	Cash & Cash Equivalents as at the end of the year	7,09,094	4,60,613

As per our report of even date attached  
For S. R. Ghedia & Associates  
Chartered Accountants  
(Firm Regn No : 118560W)

For and on behalf of the Board of Directors  
For Sidh Management Corporate Services Limited

Suman Jain  
(Partner)  
M.No. 101849

Umesh Kumar Thaker  
(Whole Time Director)  
(DIN:00054631)

Abhishek Kumar Jain  
(Director)  
(DIN:00054582)

Place :: Mumbai  
Date :: 28/05/2016

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### Notes to the Financial Statements for year ended 31st March, 2016

Note: - 1

#### SIGNIFICANT ACCOUNTING POLICIES

##### **A. Basis for preparation of Accounts:**

- The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the applicable mandatory 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 Act"), as applicable.
- The financial statements have been prepared on accrual basis under the historical cost convention and ongoing concern concept, unless otherwise stated.
- The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
- Based on the nature of the activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.
- All Expenses, Revenue from Operations and Other Income are accounted for on Accrual basis.

##### **B. Use of Estimates:**

The preparation of the financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made which affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

##### **C. Tangible Fixed Assets and Depreciation on Tangible Fixed Assets:**

- Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment in value, if any. Costs comprised acquisition price or construction cost and other attributable costs, if any for bringing the assets to its intended use.
- Depreciation on Fixed Assets is provided block-wise on written down value method (WDV) on pro rata basis as per rates prescribed in Schedule II to the Companies Act, 2013.

##### **D. Inventories:**

- Finished Goods / Stock-In Trade are valued at lower of cost or net realizable value.
- Cost comprises all costs of purchases and other cost incurred in bringing the inventory to its present location and condition. Cost is determined on First in First out basis.

##### **E. Investments:**

- Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.
- Long Term Investments are valued at Cost unless stated otherwise. Provision for diminution in the value of Long Term Investments is made only, if such a decline is, in the opinion of management, other than temporary.
- Current Investments are carried at lower of cost and fair value.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### Notes to the Financial Statements for year ended 31st March, 2016

Note: - 1

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **F. Provision for Current and Deferred Tax:**

Tax expense comprises Current tax and deferred tax.

- Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961, after considering allowances and exemptions.
- Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance sheet, if there is convincing evidence that the Company will pay normal tax in future and the resultant asset can be measured reliably.
- Deferred tax resulting from "timing difference" between taxable and accounting income for the reporting year that originate in one year and are capable of reversal in one or more subsequent years, is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.
- Deferred tax assets are recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

##### **G. Employee Benefits:**

- All employee benefits falling due wholly within twelve months of rendering the service are recognized in the period in which employee renders the related service and charged to the Statement of Profit & Loss.
- Since numbers of employee employed by the company for any part of the year or throughout the year were within the prescribed threshold limit of the relevant statute relating to Employees, hence, the provisions of Employees' Provident Funds and Miscellaneous Provisions Act, Payment of Bonus Act, Employees' State Insurance Act, Payment of Gratuity Act, 1972 and all other allied Labor Acts or laws or any other rules and regulations relating to Employees are not applicable to the company.
- The employees employed by the Company during the year under review or part of the year have not completed continuous service period of 5 years and there is not any un-availed/unutilized leave of any employees working with the company at the year end. As such they are not entitled for Gratuity, Leave encashment and Other Retirement benefits. Accordingly, no provision is required to be made in respect of the retirement benefits. Also, No such payment of any retirement benefits have been made during the year.

##### **H. Cash Flow Statement:**

Cash flows are reported using the indirect method set out in Accounting Standard-3 (AS-3) on Cash Flow Statements, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand and balances in Current Accounts with Banks.

##### **I. Impairment of Assets:**

- An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets.
- An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.
- In the opinion of the management, there is no impairment of assets as on Balance Sheet date.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### Notes to the Financial Statements for year ended 31st March, 2016

Note: - 1

#### SIGNIFICANT ACCOUNTING POLICIES

##### **J. Provisions, Contingent Liabilities and Contingent Assets:**

- Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.
- In the opinion of the management, there are no contingent liabilities as on Balance Sheet date and nor any events occurred after the Balance Sheet date that affects the financial position of the Company.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

<b>Notes to the Financial Statements for year ended 31st March,2016</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
	Amt in Rs.	Amt in Rs.
<b>NOTE :-2</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
25,00,000 (P.Y .25,00,000)Equity Shares of Rs. 10/- each	250,00,000	250,00,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
21,17,500 (P.Y 21,17,500 )Equity Shares of Rs.10/- each fully paid-up.	211,75,000	211,75,000
<b>TOTAL</b>	<b>211,75,000</b>	<b>211,75,000</b>
<b>Notes to Share Capital</b>		
<b>(i) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period :</b>		
<b>Equity shares outstanding at the Beginning of the year</b>		
-Number of shares	21,17,500	17,85,133
-Amount	211,75,000	178,51,330
<b>Equity shares issued during the year (Upon Conversion of Fully Convertible Warrants)</b>		
-Number of shares	-	3,32,267
-Amount	-	33,22,670
<b>Equity shares outstanding at the End of the year</b>		
-Number of shares	21,17,500	21,17,500
-Amount	211,75,000	211,75,000
<b>(ii) Terms / rights attached to Equity shares</b>		
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is entitled to one vote per share. The Company has not declared any dividends for the year ended 31st March,2016.		
In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the company , after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the share holders.		
<b>(iii)Name of the Shareholders holding more than 5% shares in the Company :-</b>		
<b>Krepton Traders Pvt Ltd</b>		
In Nos.	1,06,000	1,06,000
% Holdings	5.01%	5.01%

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

<b>Notes to the Financial Statements for year ended 31st March,2016</b>		
Particulars	As at 31st March, 2016	As at 31st March, 2015
	Amt in Rs.	Amt in Rs.
<b>NOTE :-3</b>		
<b>RESERVES AND SURPLUS</b>		
<b>Securities Premium Reserve</b>		
Balance as per last Balance Sheet	299,10,000	199,38,990
Addition During the year	-	99,71,010
	<b>299,10,000</b>	<b>299,10,000</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as per last Balance Sheet	30,23,078	31,50,065
Add :: Profit for the year	2,57,804	48,272
Less :: Additional Depreciation on account of transitional provision of Schedule II to the Companies Act, 2013	-	1,75,259
	<b>32,80,882</b>	<b>30,23,078</b>
<b>TOTAL</b>	<b>331,90,882</b>	<b>329,33,078</b>
<b>NOTE :-4</b>		
<b>DEFERRED TAX LIABILITIES</b>		
Difference between book and tax Depreciation	2,15,070	3,40,099
<b>TOTAL</b>	<b>2,15,070</b>	<b>3,40,099</b>
<b>NOTE :-5</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Audit Fees Payable	56,715	28,090
<b>TOTAL</b>	<b>56,715</b>	<b>28,090</b>
<b>NOTE :-6</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation	2,66,677	1,36,677
<b>TOTAL</b>	<b>2,66,677</b>	<b>1,36,677</b>



# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### Notes to the Financial Statements for year ended 31st March,2016

NOTE :-7

FIXED ASSETS

TANGIBLE ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As At	As At	As At	As At	For the Year	Transition	As At	As At	As At
	1st April,2015	Additions/ Deductions	31st March,2016	1st April,2015		Adjustment	31st March,2016	31st March,2016	31st March,2015
Computers -End User Devices	27,47,320	-	27,47,320	20,74,634	4,20,166	-	24,94,800	2,52,520	6,72,686
Computers -Servers & Networks	27,74,500	-	27,74,500	1,43,392	10,34,025	-	11,77,417	15,97,083	26,31,108
Furniture & Fixtures	23,84,185	-	23,84,185	8,94,969	4,01,155	-	12,96,124	10,88,061	14,89,216
Office Equipments	11,72,895	-	11,72,895	4,32,334	3,27,994	-	7,60,328	4,12,567	7,40,561
<b>TOTAL</b>	<b>90,78,900</b>	<b>-</b>	<b>90,78,900</b>	<b>35,45,329</b>	<b>21,83,340</b>	<b>-</b>	<b>57,28,669</b>	<b>33,50,231</b>	<b>55,33,571</b>
Previous Year	36,20,594	54,58,306	90,78,900	28,77,571	4,92,499	1,75,259	35,45,329	55,33,571	-

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### Notes to the Financial Statements for year ended 31st March, 2016

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Amt in Rs.	Amt in Rs.
<b>NOTE :-8</b>		
<b>NON-CURRENT INVESTMENTS</b>		
<b>Trade investments (Long Term, Valued at cost unless stated otherwise)</b>		
<b>Quoted Investment in Equity instruments of other Companies</b>		
2,119,000(P.Y: 2,119,000) Equity shares of Mavens Biotech Ltd of Re. 1/- each, fully paid-up	105,95,000	105,95,000
6,800,000 (P.Y: 6,800,000) Equity shares of Adinath Bio-Labs Ltd of Re. 1/- each, fully paid-up	34,00,000	34,00,000
1,20,800(P.Y.:NIL) Equity Shares of Golden Crest Education & Services Ltd of Rs.10/- each fully paid up.	42,00,000	-
2,000 (P.Y: NIL) Equity shares of Amtek Auto Industries Ltd of Rs. 2/- each, fully paid-up	60,491	
1,000 (P.Y: 1000) Equity shares of Andrew Yule & Company Ltd of Rs. 2/- each, fully paid-up	28,917	28,917
400 (P.Y: 200) Equity shares of Dewan Housing Finance Corporation Ltd of Rs. 10/- each, fully paid-up*	1,00,610	1,00,610
5,000 (P.Y: NIL) Equity shares of Bajaj Electricals Ltd of Rs. 2/- each, fully paid-up	13,74,373	-
1,000 (P.Y: NIL) Equity shares of Dish TV India Ltd of Re. 1/- each, fully paid-up	1,17,918	-
2,000 (P.Y: NIL) Equity shares of Elecon Engineering Co. Ltd of Rs. 2/- each, fully paid-up	1,32,412	-
5,400 (P.Y: 4,400) Equity shares of Escorts Ltd of Rs. 10/- each, fully paid-up	8,33,047	5,80,412
2,000 (P.Y: NIL) Equity shares of Everest Industries Ltd of Rs. 10/- each, fully paid-up	7,98,291	-
500(P.Y: 1,000) Equity shares of Fortis Healthcare Ltd of Rs. 10/- each, fully paid-up	71,086	1,42,171
10,000(P.Y: NIL) Equity shares of Garware Wallropes Ltd of Rs. 10/- each, fully paid-up	31,09,390	-
1,000(P.Y: NIL) Equity shares of Gokaldas Exports Ltd of Rs. 5/- each, fully paid-up	99,399	-
2,000 (P.Y: 2,000) Equity shares of Himachal Futuristic Communications Ltd of Re. 1/- each, fully paid-up	46,047	46,047
2,000(P.Y: NIL) Equity shares of Hotel Leelaventure Ltd of Re. 10/- each, fully paid-up	42,037	-
1,500(P.Y: NIL) Equity shares of IDFC Bank Ltd of Re. 10/- each, fully paid-up	1,13,363	-
750(P.Y: NIL) Equity shares of IDFC Ltd of Re. 10/- each, fully paid-up	1,13,363	-
1000(P.Y: NIL) Equity shares of Inox Leisure Ltd of Rs. 10/- each, fully paid-up	2,47,597	-
1000(P.Y: NIL) Equity shares of Intellect Design Arena Ltd of Rs. 5/- each, fully paid-up	2,76,276	-
1000(P.Y: NIL) Equity shares of Jamna Auto Industries Ltd of Rs. 5/- each, fully paid-up	1,47,722	-
3,000 (P.Y: 3000) Equity shares of Lycos Internet Ltd of Rs. 2/- each, fully paid-up	89,302	89,302
1,000 (P.Y: NIL) Equity shares of Mangalam Cement Ltd of Rs. 10/- each, fully paid-up	2,69,730	-
1,000 (P.Y: NIL) Equity shares of Pipava Defence & Offshore Ltd of Rs. 10/- each, fully paid-up	81,481	-
7,480 (P.Y: 800) Equity shares of Premier Explosive Ltd of Re. 10/- each, fully paid-up	26,37,831	1,94,039
10,005 (P.Y: NIL) Equity shares of Roselabs Finance Ltd of Rs. 10/- each, fully paid-up	5,23,295	-
300 (P.Y: NIL) Equity shares of Ruby Mills Ltd of Rs. 5/- each, fully paid-up	1,18,857	-
500 (P.Y: 500) Equity shares of Sintex Industries Ltd of Re. 1/- each, fully paid-up	66,841	66,841
1,000 (P.Y: NIL) Equity shares of SmartLink Network System Ltd of Rs. 2/- each, fully paid-up	1,11,238	-
1000 (P.Y: 1,000) Equity shares of Snowman Logistic Ltd of Re. 10/- each, fully paid-up	1,26,236	1,26,236
1,941 (P.Y: 1941) Equity shares of TCPL Packaging Ltd of Rs. 10/- each, fully paid-up	5,23,304	5,23,304
1,000 (P.Y: NIL) Equity shares of Tata Steel Ltd of Rs. 10/- each, fully paid-up	2,75,155	-
1,000 (P.Y: NIL) Equity shares of Tamilnadu Newsprint Ltd of Rs. 10/- each, fully paid-up	2,21,161	-
1,000 (P.Y: NIL) Equity shares of Titagarh Wagons Ltd of Rs. 2/- each, fully paid-up	1,61,404	-
1,000 (P.Y: NIL) Equity shares of TV 18 Broadcast Ltd of Rs. 2/- each, fully paid-up	78,278	-
1,000 (P.Y: NIL) Equity shares of TV Today Network Ltd of Rs. 5/- each, fully paid-up	3,16,316	-
<b>TOTAL</b>	<b>315,07,768</b>	<b>158,92,879</b>
Aggregate amount of Quoted Investment		
- Cost	315,07,768	158,92,879
- Market Value	N.A	N.A
*200 Bonus Shares included		

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

<b>Notes to the Financial Statements for year ended 31st March,2016</b>		
Particulars	As at 31st March, 2016 Amt in Rs.	As at 31st March, 2015 Amt in Rs.
<b>NOTE :-9</b>		
<b>LONG TERM LOANS AND ADVANCES (Unsecured, Considered good for recovery by the Management)</b>		
Others	123,64,500	59,45,500
<b>TOTAL</b>	<b>123,64,500</b>	<b>59,45,500</b>
<b>NOTE :-10</b>		
<b>OTHER NON CURRENT ASSETS</b>		
<b>Miscellaneous Expenditure (To the Extent not written off or Adjusted)</b>		
Deferred Revenue Expenditure	26,000	39,000
Less : Written off 1/5 th during the year	13,000	13,000
	<b>13,000</b>	<b>26,000</b>
<b>INVENTORIES (As taken, Valued &amp; Certified by the Management)</b>		
Finished Goods /Stock -In Trade(At lower of Cost or Net realizable value)	69,03,309	69,03,309
<b>TOTAL</b>	<b>69,16,309</b>	<b>69,29,309</b>
<b>TRADE RECEIVABLES (Unsecured, Considered good)</b>		
Others	-	32,37,074
<b>TOTAL</b>	<b>-</b>	<b>32,37,074</b>
<b>NOTE :-12</b>		
<b>CASH AND CASH EQUIVALENTS (As Certified by the Management)</b>		
Balance with Banks -In Current Accounts	5,86,671	84,833
Cash on Hand	1,22,423	3,75,780
<b>TOTAL</b>	<b>7,09,094</b>	<b>4,60,613</b>
<b>NOTE :-13</b>		
<b>SHORT TERM LOANS AND ADVANCES (Unsecured, Considered good)</b>		
Others		165,64,500
<b>TOTAL</b>	<b>-</b>	<b>165,64,500</b>
<b>NOTE :-14</b>		
<b>Other Currents Assets (Unsecured, Considered good)</b>		
TDS Receivables	56,442	49,500
<b>TOTAL</b>	<b>56,442</b>	<b>49,500</b>

**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**  
**32<sup>nd</sup> Annual Report (2015-16)**

<b>Notes to the Financial Statements for year ended 31st March,2016</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Amt in Rs.	Amt in Rs.
<b>NOTE :-15</b>		
<b>REVENUE FROM OPERATION(GROSS)</b>		
(a) Sale of Traded Products	98,61,000	41,46,649
(b) Consultancy Services	-	5,00,950
(c) Profit/(Loss) on Trading in F& O	-40,716	-4,808
(d) Profit on Trading in Shares	5,62,926	1,32,919
(e)Dividend Income	1,19,011	
<b>TOTAL</b>	<b>105,02,221</b>	<b>47,75,710</b>
<b>NOTE :-16</b>		
<b>OTHER INCOME</b>		
Interest Income	69,415	4,95,000
Miscellaneous Income	-	1,16,690
<b>TOTAL</b>	<b>69,415</b>	<b>6,11,690</b>
<b>NOTE :-17</b>		
<b>PURCHASES OF STOCK-IN TRADE/FINISHED GOODS</b>		
Purchase of Stock -in Trade /Finished Goods	68,10,269	32,76,096
<b>TOTAL</b>	<b>68,10,269</b>	<b>32,76,096</b>
<b>NOTE :-18</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK -IN PROGRESS AND STOCK -IN TRADE</b>		
<b>Inventories at the end of the year</b>		
Finished Goods /Stock -In Trade	69,03,309	69,03,309
	<b>69,03,309</b>	<b>69,03,309</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods /Stock -In Trade	69,03,309	69,03,309
	<b>69,03,309</b>	<b>69,03,309</b>
<b>Net</b>	-	-
<b>NOTE :-19</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and Wages	4,26,000	3,85,000
Staff Welfare Expenses	24,206	20,474
<b>TOTAL</b>	<b>4,50,206</b>	<b>4,05,474</b>

**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**  
**32<sup>nd</sup> Annual Report (2015-16)**

<b>Notes to the Financial Statements for year ended 31st March,2016</b>		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Amt in Rs.	Amt in Rs.
<b>NOTE :-20</b>		
<b>DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation and amortization for the year on tangible assets	21,83,340	4,92,499
<b>TOTAL</b>	<b>21,83,340</b>	<b>4,92,499</b>
<b>NOTE :-21</b>		
<b>OTHER EXPENSES</b>		
Advertisement Expenses	19,500	68,744
AGM Expenses	28,500	25,500
Auditors Remuneration	28,625	28,090
Bank Charges	115	169
Conveyance & Travelling	22,617	29,263
Demat Trading Expenses	25,550	3,428
Director Remuneration	2,40,000	1,40,000
Director Sitting Fees	34,500	20,000
Filing Fees	11,400	15,600
General Expenses	99,737	41,244
Listing Fees	-	22,472
Professional Fees	69,809	1,37,508
Postage & Courier	19,528	10,337
Printing & Stationary	33,291	52,208
Preliminary Expenses W/off	13,000	13,000
R&T and Dmat Service Charges	44,992	59,705
Rent & Service Charges	1,32,000	1,26,000
Selling & Distribution Expenses	24,840	51,000
Telephone Expenses	17,042	10,801
<b>TOTAL</b>	<b>8,65,046</b>	<b>8,55,069</b>

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

### Notes to the Financial Statements for year ended 31st March, 2016

Note: - 22

#### OTHER NOTES TO THE ACCOUNTS

- During the financial year 2015-16, there are not any transactions with any suppliers /parties who are covered under 'The Micro Small and Medium Enterprises Development Act, 2006'.
- There were no contracts or arrangements made with related parties during the year under review.
- The Key Managerial Personnel is the Whole Time Director/Compliance Officer whose name is mentioned in the Corporate Governance Report.
- Pursuant to the enactment the Companies Act, 2013 being effective from 01st April, 2014, the Company has re-assessed the useful lives of its fixed assets and depreciation has been charged accordingly in accordance with the provisions of Schedule II of the Act. As a result, an amount of Rs.1,75,259/- has been adjusted against the opening balance of retained earning being the carrying value of fixed assets whose lives are over as at the said date, in accordance with the Schedule II of the Companies Act, 2013 as at 31.03.2015.

#### • **Payment to Auditors (Including Service Tax)**

Particulars	2015-16	2014-15
(A) Statutory Audit & Tax Audit Fees	22,900	22,472
(B) Certification Fees	5,725	5,618
<b>Total</b>	<b>28,625</b>	<b>28,090</b>

- Additional Information as required under paragraph 5 of Part II of Schedule III to the Companies Act, 2013 to the extent either "NIL" or "Not Applicable" has not been furnished except payment to the Auditors.
- In compliance with the Accounting Standard AS-22 relating to "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India, the Company had provided for Deferred tax liability arising out of timing difference. During the year under report, there has been reversal of the said deferred tax liability to the extent of Rs.1,25,029/- on account of difference between Book and Tax Depreciation. Accordingly, the said item has been credited to the Statement of Profit & Loss of the year under report.
- The Company has one reportable business segments i.e. Trading Activities. The Company operates mainly in Indian market and there are no reportable geographical segments.
- Earnings per share is computed by dividing the net profit or loss for the year attributable to the equity shareholders by the number of equity shares outstanding during the year, as under:

Particulars	2015-16	2014-15
Net Profit for the year attributable to the equity shareholders (Rs.)	2,57,804	48,272
Number of equity shares outstanding (in Nos.)	21,17,500	21,17,500
Basic and diluted earnings per share (Face value of Re.10/- each (Rs.))	0.12	0.02

- In the Opinion of the Board, all the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount stated in the Balance Sheet and all the known liabilities have been provided for, unless otherwise stated elsewhere in other notes.
- Certain Debit and Credit Balances are being subject to confirmation.

# SIDH MANAGEMENT CORPORATE SERVICES LIMITED

## 32<sup>nd</sup> Annual Report (2015-16)

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### Notes to the Financial Statements for year ended 31st March, 2016

Note: - 22

#### OTHER NOTES TO THE ACCOUNTS

- The figures appearing in the Financial Statements have been rounded off to nearest rupee.
- Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current

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#### Notes referred to above form an integral part of Financial Statements

As per our report of even date attached  
For S.R.Ghedia & Associates  
(Chartered Accountants)  
(Firm Regn No: 118560W)

For and on behalf of the Board of Directors  
For Sidh Management Corporate Services Limited

Suman Jain  
(Partner)  
M.No.101849

Umesh Kumar Thaker  
(Whole Time Director)  
(DIN: 00054631)

Abhishek Kumar Jain  
(Director)  
(DIN: 00054582)

Place : Mumbai  
Date : 28/05/2016

**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

**CIN: L65999DL1985PLC019846**

**Regd. Office: E-253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi – 110 092**

**Email:info@sidhmanagement.in**

**ATTENDANCE SLIP**

<b>DP Id*/Client Id*/Folio No.</b>		<b>No. of Shares</b>	
------------------------------------	--	----------------------	--

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

**NAME AND ADDRESS OF THE MEMBER(S)**

I/We hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting to be held on Thursday, 29<sup>th</sup> September, 2016 at 10.00 A.M.at E – 253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi – 110 092.

\_\_\_\_\_  
Member's / Proxy's name In Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

**Form No. MGT-11**

**FORM OF PROXY**

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

**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

**CIN: L65999DL1985PLC019846**

**Regd. Office: E-253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi – 110 092**

**Email:info@sidhmanagement.in**

<b>Name of the Member(s):</b>		<b>DP Id*/Client Id*/Folio No.</b>	
<b>Registered address:</b>			
<b>E-mail ID:</b>			

I/We, being the member(s) of \_\_\_\_\_ shares of Sidh Management Corporate Services Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
- 4)

as my / our proxy to attend and vote (on a poll) for me/us on my/our behalf at the **32<sup>nd</sup> Annual General Meeting** of the Company to be held on Thursday, 29<sup>th</sup> September, 2016 at 10.00 A.M.at E – 253, Saraswati Kunj Apartments, 25, I. P. Extension, Patparganj, New Delhi – 110 092 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature of the proxy holder

\_\_\_\_\_  
Signature of the Shareholder

Affix  
a revenue  
stamp

\*\*I /We direct my/our proxy to vote on the Resolutions in the manner as indicated in the box below:

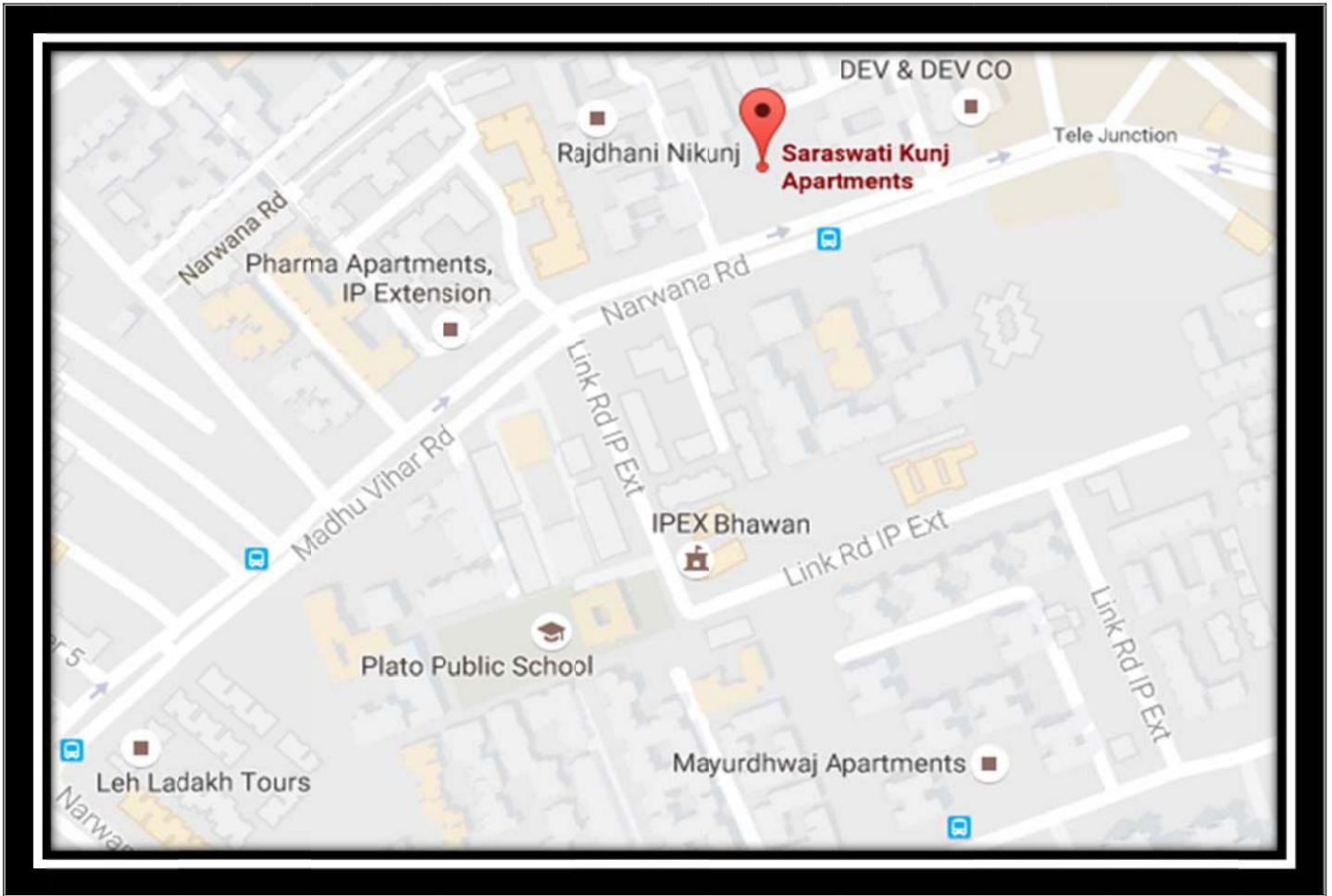
<b>Resolutions</b>	<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>		
1. Adoption of Audited Financial Statement for the year ended 31/03/2016 together with the reports of Board of Directors and Auditors Report thereon		
2. Ratification of Appointment of Statutory Auditors and fixing their Remuneration		

**\*Applicable for investor holding shares in electronic form**

**Note::**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions and Notes, please refer to the Notice the 32<sup>nd</sup> Annual General Meeting.
- (3) \*\*This is only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of Shareholder (s) in above box before submission.
- (5) The proxy should carry its identity proof.





# ROUTE MAP TO VENUE OF AGM

To,

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**SIDH MANAGEMENT CORPORATE SERVICES LIMITED**

**Regd.Off:** E-253, Saraswati Kunj Apartments,  
25, I. P. Extension, Patparganj,  
New Delhi - 110 092