

NICE PROJECTS PRIVATE LIMITED

C-56A, KALKAJI, NEW DELHI-110019

CIN: U45201DL2004PTC126075, E-mail: rcindia.in@gmail.com, Ph. 011-41604304

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of the NICE PROJECTS PRIVATE LIMITED shall be held at 10:15 A.M. on 29th September, 2016 at the Registered Office of the Company i.e. C-56A, KALKAJI, NEW DELHI - 110019 to transact the following businesses:

ORDINARY BUSINESS:

1. To Consider and adopt:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

RESOLVED THAT the Audited Balance Sheet & Statement of Profit and Loss for the financial year ended March 31, 2016 along with the Auditor's Report and the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

2. To declare the final dividend on equity shares for the financial year ended March 31, 2016.

3. Ratification of Auditor:

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Rajiv Shukla & Co., Chartered Accountants, (Firm Registration No. 022159N), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of the next AGM of the Company to be held in the year 2017." at a remuneration as may be mutually decided.

For & On Behalf of the Board



(SARTAJ ALI)
Managing Director
DIN: 00050007

Place: New Delhi
Date: 01.09.2016

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item no (item no of special business) is annexed hereto and forms part of notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Final Dividend if any for the financial year ended 31st March, 2016, as recommended by the Board, if approved at the AGM, will be paid on or after 29th day of September 2016 to those Members whose name appears in the Register of Members of the Company as on the book closure dates.

For & On Behalf of the Board



(SARTAJ ALI)

Managing Director

DIN: 00050007

Place: New Delhi

Date: 01.09.2016

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Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 12th Annual Report together with the Audited Financial Statement along with the Report of the Auditors for the year ended on 31st March 2016.

1. FINANCIAL RESULTS SUMMARY

The Company's financial performance, for the year ended March 31, 2016 is summarized below:

(Amount Rs.in Lacs)

Particulars	As at the end of current reporting period- 2015-16	As at the end of previous reporting period- 2014-15
Total Revenue	9203.10	9777.93
Total Expenses	8928.12	9373.82
Profit or Loss before Exceptional and Extraordinary items and Tax	274.97	404.11
Less: Exceptional Items	--	--
Less: Extraordinary Items	--	--
Profit or Loss before Tax	274.97	404.11
Less: Current Tax	105.21	148.47
Deferred Tax	(14.29)	(17.35)
Profit or Loss After Tax	184.06	273.00
Add: Balance as per last Balance Sheet	2608.70	2335.70
Less: Transfer to Reserves	--	--
Balance Transferred to Balance Sheet	2792.76	2608.70

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company has reported Profit of Rs. 184.06 Lacs for the current year. Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in next year. There was no change in the nature of business of company.

3. DIVIDEND

No Dividend was declared for the current financial year.



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4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134 (m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

7. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The Company had a Investment in 37500 Equity Shares of M/s Sana Projects Private Ltd which is a subsidiary of M/s Nice Projects Private Ltd & The Company has also granted unsecured loan to its related party M/s Sana Projects Private Limited & yearend Closing Balance as on 31.03.2016 is Rs.6, 66, 68,062.00 against chargeable interest @ 15% per annum basis which is below the limit prescribed under section 186 of the Co Act 2013. Except above Investment & Loan no any other guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis: Nil

10. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.



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11. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

- I. The provisions of Section 178 (1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.
- II. None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

12. ANNUAL RETURN

The Extract of the Annual Return in form MGT -9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure A** and is attached to this Report.

13. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company has conducted/held 6 (Six) Board meetings during the financial year under review.

14. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

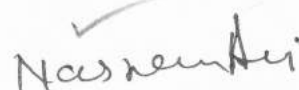
- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company having one Subsidiary company M/s Sana Projects Private Limited its 75% of the Equity Share Capital hold by the Company.

16. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.



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17. DIRECTORS

There was no Director who was appointed/ceased/reelected/reappointed during the year under review. Company is not mandatorily required to appoint any whole time Key Management Personnel (KMP).

Following persons are the Directors of the Company:-

S.No.	Name	DIN	Date of Appointment	Status
1.	Mr. Sartaj Ali	00050007	27.04.2004	Managing Director
2.	Mrs. Nasreen Ali	00049970	27.04.2004	Director
3.	Mr. Shiraz Ali	01930504	01.01.2009	Director

18. DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

19. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

20. STATUTORY AUDITORS

The Company hereby ratifies the appointment of M/s Rajiv Shukla & Co. , Chartered Accountants, (Firm Registration No. 022159N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of the next AGM of the Company to be held in the year 2017.

21. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

22. SHARE CAPITAL

The Company has a authorized Share Capital of Rs. 3,00,00,000/-.

The breakup of the Issued & Subscribed Share Capital is as under:-

Particulars	No. of Equity Shares	Amount
Fully Paid-up Equity Shares of Rs. 10/- each.	20,75,000	2,07,50,000
Total		2,07,50,000

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23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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

24. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors



NASREEN ALI
Director
DIN: 00049970



SARTAJ ALI
Managing Director
DIN: 00050007

Place: New Delhi

Dated: 01-09-2016