

NIKKI GLOBAL FINANCE LIMITED

Regd. Office: 215, Delhi Chambers, Delhi Gate, Delhi -110002

Tele Fax: 011-41563395 Website: www.nikkiglobal.com, E-mail: investors@nikkiglobal.com, ngfstd@rediffmail.com
CIN: L65999DL1986PLC024493

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given to the members of NIKKI GLOBAL FINANCE LIMITED (the "Company") pursuant to Section 110 of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto) and the Listing Agreement entered into with Stock Exchange(s), for seeking consent of Members of the Company by passing special resolution by way of Postal Ballot, for following Special Business:-

Shifting of Registered Office of the Company outside the local limits of city:

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

"RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereunder, the Registered Office of the Company be shifted from "215, Delhi Chambers, Delhi Gate, Delhi -110002" to "I-9, LGF, Lajpat Nagar I, New Delhi - 110024" within the State of Delhi;

"RESOLVED FURTHER THAT Mr. Ashesh Agarwal, (DIN: 02319026) Managing Director of the Company, be and is hereby authorized to file the requisite e-forms with the Registrar of Companies, NCT of Delhi & Haryana, for change in situation of the Registered Office of the Company from 215, Delhi Chambers, Delhi Gate, Delhi - 110002 to I-9, LGF, Lajpat Nagar I, New Delhi - 110024 and to take all such actions and do all such things as may be deemed necessary in this regard from time to time."

By Order of the Board of Directors
Nikki Global Finance Limited

Sd/-
Director
DIN: 00335302

Place: - Delhi
Date: - 05.01.2015

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached herewith.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 9th January, 2015.
3. The Company has appointed Shri Pushp Raj Singh, Company Secretary of M/s P.R. Singh & Co., Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of Postal Ballot by e-mail and others are being sent by permissible mode along with Postal Ballot Form.
5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Business Reply Envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and

paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 p.m. on Tuesday, February 24, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled for voting thereafter.

6. In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited for providing e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. Instructions for e-voting are as under:
 - i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - ii. Now click on "Shareholders" to cast your votes
 - iii. Now, select the "Electronic Voting Sequence Number (EVSN)" alongwith "NIKKI GLOBAL FINANCE LIMITED" from the drop down menu and click on "Submit"
 - iv. Now Enter your **User ID** (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and **Captcha Code** as displayed and then Click on "**Login**".
 - v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: **AUTEV1234Z** in the PAN field.

Please enter any one of the details in order to login. In case either of the details is not recorded with the depository, please enter the default date: **13/06/2014** in the DOB field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It

is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii. For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
 - ix. Click on the relevant EVSN on which you choose to vote.
 - x. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xi. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - xii. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xiii. Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
 - xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xv. If Demat account holder has forgotten the changed password, then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
 - xvi. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
 - xvii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.
7. The e-voting period commences on January 23, 2015 at 10:01 Hrs and ends on February 24, 2015 at 18:00 Hrs. During this period, the shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date (record date) i.e. January 9, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
8. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. January 9, 2015.

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

Item No.1:

As per provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 relating to the Procedure to be followed for conducting business through postal ballot, shifting of registered office of a company outside the local limits of any city, town or village requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at 215, Delhi Chambers, Delhi Gate, Delhi – 110002. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office to I-9, LGF, Lajpat Nagar I, New Delhi - 110024. The proposed location is out side the local limits of city therefore requires approval of the Members by way of special resolution. If approved, the registered office will be shifted to I-9, LGF, Lajpat Nagar I, New Delhi - 110024.

The Board of Directors recommend the approval of the special resolution.

None of the drectors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.1.

By Order of the Board of Directors
Nikki Global Finance Limited

Sd/-
Director
DIN: 00335302

Place: - Delhi
Date: - 05.01.2015

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CIN: L65999DL1986PLC024493

POSTAL BALLOT FORM

(Pursuant to the provisions of Section 110 of the Companies Act, 2013 and rules made thereunder)

Serial No.:

1.	Name(s) of the Members (s) including Joint holders, if any {in Block Letter (s)}	
2.	Registered Address of the Sole/First Named Shareholder /Beneficial Owner	
3.	Registered Folio No./*DP ID No. and Client ID No.	
4.	No. of Share Held	

5. I / We hereby exercise my / our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 5th January, 2015 of Nikki Global Finance Limited (the "Company") by conveying my / our assent or dissent to the said Special Resolution, by placing the tick (✓) mark at the appropriate box below:

Item No.	Brief Particulars of Item	Number of Shares	I/We assent to the Resolution (for)	I/We dissent to the Resolution (Against)
1.	Special Resolution pursuant to Section 12 of the Companies Act, 2013, for shifting of registered office outside local limits of city			

Place: -----

Date: -----

Signature of the Shareholder(s)

Note: Please read the instructions printed overleaf carefully before exercising your vote. Last date for receipt of Postal Ballot Forms by Scrutinizer is 24.02.2015

INSTRUCTIONS:

1. A Shareholder desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form (in original as no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots Form, if deposited in person or sent by courier/registered post at the address of the Scrutinizer at the expense of the Shareholder, will also be accepted.
2. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing in a tick mark (✓) in the appropriate column. The assent or dissent received in any other manner shall not be considered valid.
3. The Postal Ballot Form Should be completed and signed by the Shareholder (as per specimen signature registered with the company 'share department /Depository Participant). In case Joint holding, this Form Should be completed and signed by the first named Member and in his /her absence, by the next named Shareholder.
4. The Postal Ballot shall not be exercised by a Proxy.
5. An unsigned or incorrect Postal Ballot Form will be rejected.
6. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of a relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the representative of the President of India or of the Governor of State, a certified copy of nomination should accompany the Postal Ballot Form. A Shareholder may sign the form through an Attorney appointed specially for this purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
7. The postage pre-paid self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the company. The duly completed Postal Ballot Forms should reach the Scrutinizer at 215, Delhi Chambers, Delhi Gate, Delhi - 110002 not later than the close of working hours i.e. 6.00 p.m. on 24.02.2015. Postal Ballot Forms received after this date shall be treated as if the reply from the Shareholder has not been received.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of Shareholders as on date of dispatch of notice.
9. A Shareholder may request for a Duplicate Postal Ballot Form, if so required. However, the duly completed Postal Ballot Form should reach the Scrutinizer not later than the date and time specified herein in above.
10. A Shareholder neither needs to use all his/ her votes nor needs to cast all his /her votes in the same way.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results of the Postal Ballot will be placed on the website of the company besides communicating to the Stock Exchange.