

**29TH ANNUAL REPORT
2014-15**

NIKKI GLOBAL FINANCE LIMITED

**Regd. Off.: I-9, LGF, Lajpat Nagar -1, New Delhi -110024
CIN: L65999DL1986PLC024493**

Tele Fax: 011-64000323

**E-mail- info@nikkiglobal.com, investors@nikkiglobal.com,
Website: www.nikkiglobal.com**

BOARD OF DIRECTORS

Mr. Ashesh Agarwal (DIN: 02319026)
Mr. Shashwat Agarwal (DIN: 00122799)
Mr. Sanjay Tandon (DIN: 00421811)
Mr. Subodh Agarwal (DIN: 00122844)
Mr. Gaya Prasad Gupta (DIN: 00335302)
Mr. Manoj Kumar (DIN: 02855139)
Mr. Kavita Awasthi (DIN : 03106803)

I-9, LGF, Lajpat Nagar -1, New Delhi – 110024,

SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153/A, 1st Floor, Okhla Industrial Area,
Phase – 1, New Delhi – 110020

M/s J Agarwal & Associates,
Chartered Accountants,
124, Z-1, Hemant Vihar,
Barra – 2, Kanpur – 208027

HDFC
Bank of India

Managing Director
Director
Director
Director
Director
Director
Director

Registered Office

Registrar & Transfer
Agent

Auditors

Bankers

NOTICE

Notice is hereby given that 29th Annual General Meeting of Shareholders of Nikki Global Finance Limited (CIN: L65999DL1986PLC024493) will be held on Tuesday, 29th day of September, 2015 at 3:30 P.M. at Mehta Farm, Village Chhawla, beyond BSF Camp, Rajkhari, Nazabgarh Road, New Delhi - 110071 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of Profit and Loss Account of the Company for the financial year ended on 31st March, 2015 and Balance Sheet as at that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashesh Agarwal (DIN: 02319026), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies appointment of M/s J Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 002601C), as auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of thirty first Annual General Meeting of the Company to be held in the year 2017 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mrs. Kavita Awasthi (DIN : 03106803), who was appointed as an Additional Director of the Company with effect from 26th March, 2015 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 26th March, 2015.”

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

“RESOLVED THAT pursuant to Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded to re-appoint Mr. Ashesh Agarwal (DIN: 02319026) as Managing Director of the company, liable to retire by rotation, for a further period of 3 (Three) years effective from 1st September, 2015 to 31st August, 2018 on the following terms and conditions:-

I) **Salary:**

Rs. 2,00,000.00 per month

II) **Perquisites:**

As per rules of the company

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial during the term of office of the Managing Director, the aforesaid remuneration will be treated as the minimum remuneration payable to him in terms of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Managing Director will not be entitled to any sitting fee for the meetings.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

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

“RESOLVED, that pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV.

“The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

For Nikki Global Finance Limited


Managing Director
DIN: 02319026

Place: - New Delhi

Date: - 04.09.2015

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 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE 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 the Company. Members holding more than ten percent of the total share capital of the 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 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. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 24, 2015 to Tuesday, September 29, 2015, both days inclusive.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Additional information pursuant to clause 49 of the listing agreement in respect of the Directors seeking appointment / re-appointment as mentioned under items nos. 2 and 4 of this notice is appended. Further, the Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
7. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days, Except Saturdays, Sundays and Public Holidays, between 11:00 a.m. to 1:00 p.m. upto date of the annual general meeting of the Company.
8. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of annual general meeting, to enable the Company to keep the information ready.
9. Members are requested to:
 - a. Bring their copy of the annual report and attendance slip for the meeting.
 - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agent of the Company, viz. Skyline Financial Services Private Limited, at D-153, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020.
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.

10. Members are requested to notify immediately any change in their addresses to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
11. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with Skyline Financial Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
12. The annual report 2014-15 along with the notice of annual general meeting, attendance slip & proxy form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. Voting Options:

Voting through Electronic means:

- (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the remote e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
 - (ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
14. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 23rd September, 2015, shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 15. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd September, 2015, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part and may obtain their login ID and Password.
 16. The remote e-voting will commence on Friday, 25th September, 2015 at 9:00 a.m. and will end on Monday, 28th September, 2015 at 5:00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as

on the Cut-off date i.e. 23rd September, 2015, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

17. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
18. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
19. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 23rd September, 2015.
20. The Company has appointed CS Sarvesh S. Srivastava, practicing company secretary (Membership No. 7719; CP No. 3719) to act as the scrutinizer for conducting remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
21. The procedure and instructions for remote e-voting are, as follows:

- (i) The remote e-voting facility is available at the link www.evotingindia.com.
- (ii) The remote e-voting facility will be available during the following voting period:

Start Date & Time	End Date & Time
September 25, 2015 9:00 a.m.	September 28, 2015 5:00 p.m.

- (iii) Log on to the remote e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now, select "**NIKKI GLOBAL FINANCE LIMITED**" from the drop down menu and click on "SUBMIT".
- (vi) Enter your User ID:
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - For Members holding shares in Physical Form should enter folio number registered with the Company
- (vii) Thereafter, enter the image verification Code as displayed and click on "Login" tab.
- (viii) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing login id and password are to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.

(ix) If you are first time user, then fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/ Depository Participant, are requested to use first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the Company records in respect of your shareholding in the Company in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi).</p>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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 remote 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xiii) Click on the relevant EVSN on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xvi) 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.

- (xvii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) Instructions for Non – Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scan copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xx) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nikkiglobal.com and on the website of CDSL i.e www.cdslindia.com within three days of the passing of the Resolutions at the 29th Annual General Meeting of the Company excluding “2nd October, 2015 being national holiday on account of Gandhi Jayanti” and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- (xxii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at <https://www.evotingindia.com>, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company	: Mr. Ashesh Agarwal, Managing Director, Nikki Global Finance Limited Regd. Office: I-9, LGF, Lajpat Nagar-1, New Delhi - 110024, CIN: L65999DL1986PLC024493 E-mail ID: investors@nikkiglobal.com
Registrar and Transfer Agent	: Skyline Financial Services Private Limited D-153, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020. Tel: +91-11-64732681 to 88 Fax : +91-11-26812682

Remote e-voting Agency : Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cdslindia.com
Phone : 022- 22723333/ 8588

Scrutinizer : CS Sarvesh S. Srivastava, Practising Company Secretary
E-mail ID: sarvesh_srifcs@yahoo.co.in

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 7 of the accompanying Notice dated September 4, 2015:

Item No. 4: -

The Board of Directors at their meeting held on 26th March, 2015, appointed Mrs. Kavita Awasthi as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013, she holds office as Additional Director only up to the date of the ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Kavita Awasthi signifying her candidature as an Independent Director of the Company.

Mrs. Kavita Awasthi has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act read with the rules made thereunder for appointment as an Independent Director and she is independent of the management.

Mrs. Kavita Awasthi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Kavita Awasthi as an Independent Director is now being placed before the Members for their approval.

The Board of Directors recommends the said resolution for your approval.

Mrs. Kavita Awasthi is deemed to be interested in the said resolution as it relates to her appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

Item No. 5: -

The current term of office of Mr. Ashesh Agarwal as Managing Director of the company was due to expire on 31st August, 2015. The Board of Directors at their meeting held on 31st day of July, 2015 has re-appointed Mr. Ashesh Agarwal as Managing Director of the company, liable to retire by rotation, for a further period of 3 (Three) years effective from 1st September, 2015 to 31st August, 2018 subject to approval of the members at the general meeting. The Board has also approved the remunerations, perquisites and other benefits payable to Mr. Ashesh Agarwal as Managing Director based on the recommendations made by nomination & remuneration committee of the Company. The Board of Directors which term shall be deemed to include any Committee of the Board constituted to exercise its powers, shall have power to fix, alter or vary the scope of remuneration of Mr. Ashesh Agarwal paid or payable within maximum limit as approved by the members of the company on recommendation of nomination and remuneration committee from time to time. The aggregate of the remuneration shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. Now, the resolution is being placed before the members for their approval.

The Statement containing information as required under Schedule V to the Companies Act, 2013, to the extent applicable, is given hereunder:

I. General Information :

- (1) Nature of Industry – The Company is engaged in the financial business.
- (2) Date of Commencement of Business – 13th June, 1986.
- (3) Financial Performance based on given indicators: The company earned a net loss of Rs. 31,33,058.00 for the year ended 31st March, 2015 as compared to net profit of Rs. 1,29,679.00 during the previous year.
- (4) Foreign Investments or Collaborators – NIL

II. Information about the Appointee:

- (1) Background Details – Mr. Ashesh Agarwal is actively involved in day to day business activities of the company as Managing Director of the Company. With his efforts and decision making process, the company has its recognition in its segment among the investors spread throughout country.

Basically, Mr. Ashesh Agarwal is post graduate and he is actively involved in financial sector since 2004 and has experience of more than 10 years. He has very deep knowledge in financial sector. His strength also includes strong relationship management and business development.

- (2) Past Remuneration - The past remuneration package of Mr. Ashesh Agarwal was consisting monthly salary of Rs. 2,00,000.00 besides allowances, perquisites and other benefits as approved by the members at the time of appointment/re-appointment of Mr. Ashesh Agarwal and in accordance with the company's practice, rules and regulations in force from time to time.
- (3) Job profile and his suitability – Mr. Ashesh Agarwal is entrusted with substantial powers of the management of the company by virtue of Articles of the Company or an agreement with the Company or a resolution passed in its general meeting or by its Board of Directors subject to the superintendence, control and direction of the Board of Directors, regulations made by the company in general meeting and the restrictions imposed by the Companies Act, 2013 (erstwhile subject to provisions of Companies Act, 1956) and shall do all his power to promote, develop and extend the business of the company. Mr. Ashesh Agarwal has managed the company's business in very effective and efficient manner. The challenging business environment requires review of operations, monitoring and decision making on day to day basis besides strategic guidance and advice on ongoing basis for upgradation and expansion/diversification activities in which the company would be immensely benefitted by his matured and timely advise.
- (4) Remuneration Proposed – proposed remuneration is equal with past remuneration as mentioned above in para II (2) including perquisite as detailed above and the same is subject to the approval of the Members of the Company,
- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - The executive remuneration in the industry is on rise. The Nomination & Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the financial sector and other companies comparable with the size of the company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed here in above. Considering qualifications, background, experience and competence of Mr. Ashesh Agarwal and the

responsibility shouldered by him as Managing Director, in terms of remuneration are considered to be fair, just and reasonable.

- (6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel - Other than entitlements of remuneration as set out above for his services as Managing Director of Nikki Global Finance Limited, Mr. Ashesh Agarwal has directly or indirectly no other pecuniary relationship with the company or any other Director or managerial personnel of the company except with Mr. Shashwat Agarwal and as shareholder himself or his relatives.

III. Other Information:

- (1) Reasons for Inadequate Profit: As the company is in financial sector and the performance of the company was not satisfactory due to up and down in security market & unfavorable monetary environment.
- (2) Steps or proposed to be taken for improvement: The Company has initiated several steps for restoring profitability by considering diversification its business activities in new financial avenues available in market from time to time. The company has also initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies. With the above steps, the company is expected to perform reasonably well in future by focusing on new areas and exploring its business activities in finance sector.
- (3) Expected increase in productivity and profits in measurable terms - In addition to steps proposed to be taken for improvement as detailed above, key focus areas would be profit maximization, operational efficiencies, cost and working capital containment. Barring unforeseen circumstances, the overall outlook for the current financial year 2015-16 seems to be positive and the management is optimistic of achieving improvements in the company's performance. However, it is extremely difficult in present scenario to predict profits in measurable terms but the above initiatives are expected to improve productivity and profitability.

IV. Disclosures:

The required disclosures as to remuneration package, etc. are appropriately made in the report on Corporate Governance annexed to and forming a part of Annual Report every year, which may be referred to.

Keeping in view the qualifications, rich and varied experience and managerial skills of Mr. Ashesh Agarwal, the Board of Directors recommends the passing of the proposed resolution as a special resolution in compliance with provisions of the Companies Act, 2013 read with rules made thereunder.

Other than Mr. Ashesh Agarwal, none of the Directors or Key Managerial Personnel of the Company or their relatives (except Mr. Shashwat Agarwal and himself as shareholders or his relatives as shareholders) are concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Item No. 6:

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays and public holidays, between 11:00 a.m. to 1:00 p.m., up to the date of the Annual General Meeting and a copy thereof will also be available at the meeting venue for inspection by the members. The proposed draft Articles of Association is available on the Company's website at www.nikkiglobal.com for perusal by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

The Board commends the Special Resolution set out at Item no. 6 for the approval of Members.

Item No. 7:

In order to comply with the provisions of Sections 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

The Board of Directors recommends the aforesaid resolution for approval by the members as Special Resolution.

For Nikki Global Finance Limited



Managing Director
DIN: 02319026

Place: - New Delhi

Date: - 04.09.2015

**BRIEF PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED AS
PER CLAUSE 49 OF LISTING AGREEMENT**

Name of Director	Date of Birth	Qualification	Nature of Expertise	Name of Public Companies in which he/she holds Directorship	Name of Public Companies of which he/she holds Membership/Chairmanship
Mr. Ashesh Agarwal	04/01/1963	Post Graduate	10 years experience in finance	Cityon Solar Limited	Member of Nomination & Remuneration Committee of Nikki Global Finance Limited
Mrs. Kavita Awasthi	07/06/1975	Post Graduate	5 years experience in capital market	Rich Universe Network Limited Cityon Systems (India) Limited	Nil

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 29th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2015.

FINANCIAL RESULTS:

The financial results of the Company are fairly reasonable:-

Particulars	31.03.2015 (Rs. In Lacs)	31.03.2014 (Rs. In Lacs)
Profit / (Loss) before Depreciation and Tax	(31.23)	1.76
Less / Add: Depreciation	0.09	0.09
Profit / (Loss) before Tax	(31.33)	1.67
Profit / (Loss) after Tax	(31.33)	1.30

RESERVES:

Due to losses, any amount could not be transferred to reserves.

DIVIDEND:

Due to accumulated losses, your directors regret their inability to recommend any dividend.

DEPOSITS:

The Company has no public deposits as of date and will not accept any deposits without prior approval of the Statutory Authorities concerned.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year, Company has not given any guarantee or made investments as covered under Section 186 of the Companies Act, Details of loans given has been shown in financial statements.

MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of your Company have occurred between April 1, 2015 and the date of signing of this Report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditors is subject to provisions of the Companies Act, 2013 and rules made thereunder. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director.

The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit

function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Ashesh Agarwal retires by rotation and being eligible offers himself for re-appointment. Your Directors recommend his reappointment.

During the year, the Board of Directors appointed Mrs. Kavita Awasthi as an Additional Director with effect from 26th March, 2015, to hold office up to the date of forthcoming Annual General Meeting. Being eligible, Mrs. Kavita Awasthi offered herself to be appointed as the Independent Woman Director of your Company.

Pursuant to the provisions of Section 149 of the Act, which came into effect from 1st April, 2014, Mr. Manoj Kumar, Mr. Subodh Agarwal, Mr. Gaya Prasad Gupta, Mr. Sanjay Tandon and Mr. Govind Das Agarwal were appointed as Independent Directors at the Annual General Meeting of the Company held on 29th September, 2014, Mr. Govind Das Agarwal has resigned from directorship during the current financial year 2015-16. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. Your Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges and there has been no change in the circumstances which may affect their status as Independent Director during the year.

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the information on the particulars of the Directors proposed for appointment/ re-appointment has been given in the Notice of the Annual General Meeting.

The Board of Directors at their meeting held on 31.07.2015 re-appointed Mr. Ashesh Agarwal as Managing Director for a period of 3 years effective from 1st September, 2015 to 31st August, 2018 subject to the approval of the members of the Company whose tenure of office as Managing Director was due to expire on 31.08.2015 as per his earlier terms of appointment.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 4th September, 2015 recommended and approved monthly remuneration paid or payable to Mr. Ashesh Agarwal, Managing Director of the Company subject to the approval of members of the Company at the forthcoming Annual General Meeting of the Company.

Pursuant to the provisions of Section 203 of the Act, which came into effect from April 1, 2014, the appointments of Key Managerial Personnel were formalized during the financial year 2014-15. There has been change (s) in Key Managerial Personnel during the current financial year 2015-16 due to resignation(s).

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the

corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

NUMBER OF MEETINGS OF THE BOARD:

Ten meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

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, state the following:

- a. that in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the loss of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
- f. that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDITORS & AUDITOR'S REPORT:

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s J Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 002601C), were appointed as statutory auditors of the Company from the conclusion of the twenty eight annual general meeting (AGM) of the Company held on September 29, 2014 till the conclusion of the thirty first annual general meeting (AGM) to be held in the year 2017, subject to ratification of their appointment at every AGM.

The Company has received a letter from statutory auditors to the effect that their re-appointment, if made, would be within the provision prescribed under Section 139 of the Companies Act, 2013. Your Directors recommend their re-appointment.

The auditor's report does not contain any qualifications, reservations or adverse remarks & Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013.

SECRETARIAL AUDITOR'S REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company had appointed Mr. Pushp Raj Singh, Practising Company Secretary to undertake the Secretarial Audit of the Company but due to resignation tendered by Mr. Pushp Raj Singh, Company appointed another Secretarial Auditor. The Secretarial Audit Report for financial year 2014-15 is annexed, which forms part of this report as **Annexure-A**. There were no qualifications, reservation or adverse remarks given by Secretarial Auditor of the Company.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed to this Report as **Annexure-B**.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website www.nikkiglobal.com. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Counsellor or the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

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

INFORMATION PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any, member is interested in inspecting the same, such member may write to the Company Secretary in advance.

AUDIT COMMITTEE:

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

INDEPENDENT DIRECTOR'S MEETING:

The Independent Directors met on 26th March, 2015, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO: NIL

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Separate reports on Corporate Governance compliance and Management Discussion and Analysis as stipulated by Clause 49 of the Listing Agreement forms part of this Annual Report along with the required Certificate from Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement.

In compliance with Corporate Governance requirements as per Clause 49 of the Listing Agreement, your Company has formulated and implemented a Code of Business Conduct and Ethics for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

ACKNOWLEDGEMENTS:

Your directors take this opportunity to extend their thanks to the customers, business, partners, business associates and bankers of the Company for their continued support during the year. The directors also sincerely acknowledge the dedication and commitment of the employees of the company at all levels.

FOR NIKKI GLOBAL FINANCE LIMITED

Place: New Delhi
Date: 04.09.2015



(Ashesh Agarwal)
Managing Director
DIN: 02319026



(Gaya Prasad Gupta)
Director
DIN: 00335302

KAUSHAL SAXENA
COMPANY SECRETARIES

118/71, Kaushalpuri
Kanpur - 208012
cskaushalsaxena@gmail.com
Mobile No: 9839084865

FORM NO.-MR-3 (SECRETARIAL AUDIT REPORT)

FOR THE FINANCIAL YEAR ENDED 2014-2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
Nikki Global Finance Limited
Regd. Off.: I-9, Lajpat Nagar I, New Delhi -110024
CIN: L65999DL1986PLC024493

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nikki Global Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Nikki Global Finance Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31-03-2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Nikki Global Finance Limited ("The Company") for the period ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (**the Act**) and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made There under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- d. The Securities and Exchange Board of India (Employee stock option Scheme and Employee Stock Purchase Scheme) Guidelines 1999,
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE.


During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We 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.

Date: 04.09.2015
Place: Kanpur


Signature
Kaushal Saxena
C.P. No. : 11327

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.




“ANNEXURE A - TO THE SECRETARIAL AUDIT REPORT”

To,
The Members,
Nikki Global Finance Limited
New Delhi

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 04.09.2015
Place: Kanpur


Signature
Kaushal Saxena
C.P. No. :11327



Annexure B

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on 31st March, 2015**

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65999DL1986PLC024493
2.	Registration Date	13/06/1986
3.	Name of the Company	Nikki Global Finance Limited
4.	Category/Sub-category of the Company	Company Limited By Shares / Finance Company
5.	Address of the Registered office & contact details	I-9,LGF,LAJPAT NAGAR I, NEW DELHI -110024 Telefax: +91-11-64000323
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153, 1 st Floor, Okhla Industrial Area Phase-1, New Delhi -110020 Tel : 011 -64732681-88 Fax: 011 -26812682 Email: admin@skylinerta.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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Shares	64990	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- NIL

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section
1	-	-	-	-	-
2	-	-	-	-	-

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 01.04.2014]				No. of Shares held at the end of the year [As on 31.03.2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	266824	100	266924	7.81	266824	100	266924	7.81	0.00

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	274331	71352	345683	10.01	1128761	70852	1199613	35.08	25.07
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	843184	-	843184	24.66	1097236	-	1097236	32.09	7.43
c) Others:									
Non Resident Indians	-	-	-	-	110660	-	110660	3.24	3.24
Hindu Undivided Family	137988	-	137988	4.04	324717	-	324717	9.50	5.46
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	714655	-	714655	20.90	924	-	924	0.03	(20.87)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	3079224	72352	3151576	92.16	3079724	71852	3151576	92.16	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	3080424	72352	3152776	92.16	3080924	71852	3152776	92.19	0.003
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3347248	72452	3419700	100.00	3347748	71852	3419700	100.00	100.00

B) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)			Shareholding at the end of the year (As on 31.03.2015)			% change in shareholding 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	Arun Prakash Setia	100	0.00	0.00	100	0.00	0.00	0.00
2	Shashwat Agarwal	15326	0.45	0.00	15326	0.45	0.00	0.00
3	Kamal Kishore Chaurasia	251498	7.35	0.00	251498	7.35	0.00	0.00

C) Change in Promoters' Shareholding

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Arun Prakash Setia				
	(a) At the beginning of the Year	100	0.00	100	0.00
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	100	0.00	100	0.00
02	Shashwat Agarwal				
	(a) At the beginning of the Year	15326	0.45	15326	0.45
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	15326	0.45	15326	0.45
03	Kamal Kishore Chaurasia				
	(a) At the beginning of the Year	251498	7.35	251498	7.35
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	251498	7.35	251498	7.35

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

Sl. No.	Name of the shareholders	Shareholding at the beginning of the year as on 01.04.2014		Shareholding at the end of the year as on 31.3.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Swati Agarwal				
	(a) At the beginning of the Year	0	0.00	0.00	0.00
	(b) changes during the Year (Date: 19/09/2014)	0	0.00	150000	4.39
	(c) At the end of the year	0	0.00	150000	4.39
2	Satyajit Chakrabarti				
	(a) At the beginning of the Year	0	0.00	0.00	-
	(b) changes during the Year Date: 04/07/2014 (Shares: 18000)	0	0.00	18000	0.53
	Date: 18/07/2014 (Shares: 68000)	0	0.00	86000	2.51
	Date: 31/10/2014 (Shares: 12000)	0	0.00	98000	2.87

	Date-14/11/2014 (Shares: 6000)	0	0.00	104000	3.04
	Date-21/11/2014 (Shares: 6000)	0	0.00	110000	3.22
	(c) At the end of the year	0	0.00	110000	3.22
3	Aruna Jayantkumar Pandya (a) At the beginning of the Year	70000	2.05	70000	2.05
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	70000	2.05	70000	2.05
4	Suman Agarwal (a) At the beginning of the Year	70000	2.05	70000	2.05
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	70000	2.05	70000	2.05
5	Mohammad Arshad Shamim (a) At the beginning of the Year	7900	0.23	7900	0.23
	(b) changes during the Year				
	Date:11/04/2014 (Shares: 7000)			14900	0.44
	Date:30/05/2014 (Shares: 7000)			23600	0.69
	Date:13/06/2014 (Shares: 7000)			32100	0.94
	Date:18/07/2014 (Shares: 7000)			47439	1.39
	Date:25/07/2014 (Shares: 7000)			63600	1.86
	(c) At the end of the year	7900	0.23	63600	1.86
6	Frontline Dealcomm Private Limited (a) At the beginning of the Year	0	0.00	0	0.00
	(b) changes during the Year	0	0.00	62000	1.81
	(c) At the end of the year	0	0.00	62000	1.81
7	Vinay Kumar Agarwal (a) At the beginning of the Year	55500	1.62	55500	1.62
	(b) changes during the Year	-	-	-	-
	(c) At the end of the year	55500	1.62	55500	1.62
8	Puneet Yadu Dalmia (a) At the beginning of the Year	0	0.00	0	0.00
	(b) changes during the Year	0	0.00	53000	1.55
	(c) At the end of the year	0	0.00	53000	1.55
9	Satya Narain Tulsian (a) At the beginning of the Year	50000	1.46	50000	1.46
	(b) changes during the Year	-	-	-	-

	(c) At the end of the year	50000	1.46	50000	1.46
10	R.K Stockholding Private Limited				
	(a) At the beginning of the Year	0	0.00	0	0.00
	(b) changes during the Year Date: 25/07/2014	0	0.00	50000	1.46
	(c) At the end of the year	0	0.00	50000	1.46

E) Shareholding of Directors and Key Managerial Personnel:

Sr No	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)		
		No. of shares at the beginning (01.04.2015)/ end of the year (31.03.2015)	% of total shares of the company				No. of shares	% of total shares of the company	
01	Ashesh Agarwal (Managing Director & KMP)	(a) At the beginning of the Year	0	0.00	01.04.2014	0	No Movement during the year.	0	0.00
		(b) changes during the Year	0	0.00	-			0	0.00
		(c) At the end of the year	0	0.00	31.03.2015			0	0.00
02	Sanjay Jain Chief Financial Officer	(a) At the beginning of the Year	0	0.00	01.04.2014	0	No Movement during the year.	0	0.00
		(b) changes during the Year	0	0.00	-			0	0.00
		(c) At the end of the year	0	0.00	31.03.2015			0	0.00
04	Shashwat Agarwal (Director)	(a) At the beginning of the Year	15326	0.45	01.04.2014	0	No movement during the year	15326	0.45
		(b) changes during the Year	0	0.00	-			0	0.00
		(c) At the end of the year	15326	0.45	31.03.2015			15326	0.45
05	Subodh Agarwal (Director)	(a) At the	0	0.00	01.04.2014			0	0.00

	beginning of the Year (b) changes during the Year (c) At the end of the year	0 0 0	0.00 0.00 0.00	- 31.03.2015	0	No Movement during the year.	0 0 0	0.00 0.00 0.00
06	Gaya Prasad Gupta (Director) (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	0 0 0	0.00 0.00 0.00	01.04.2014 - 31.03.2015	0	No Movement during the year.	0 0 0	0.00 0.00 0.00
08	Sanjay Tandon (Director) (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	0 0 0	0.00 0.00 0.00	01.04.2014 - 31.03.2015	0	No Movement during the year.	0 0 0	0.00 0.00 0.00
09	Manoj Kumar (Director) (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	0 0 0	0.00 0.00 0.00	01.04.2014 - 31.03.2015	0	No Movement during the year.	0 0 0	0.00 0.00 0.00
10	Govind Das Agarwal (Director) (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	0 0 0	0.00 0.00 0.00	01.04.2014 - 31.03.2015	0	No Movement during the year.	0 0 0	0.00 0.00 0.00
11.	Kavita Awasthi (Director) (a) At the beginning of the Year (b) changes during the Year (c) At the end of the year	0 0 0	0.00 0.00 0.00	01.04.2014 - 31.03.2015	0	No movement during the year	0 0 0	0.00 0.00 0.00

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	4,82,20,000	-	4,82,20,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	4,82,20,000	-	4,82,20,000
Change in Indebtedness during the financial year				
* Addition	-	1100000	-	-
* Reduction	-	-	-	-
Net Change	-	1100000	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	4,93,20,000	-	4,93,20,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	4,93,20,000	-	4,93,20,000

G) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(In Rupees)

Sr.No.	Particulars of Remuneration	Name of			Total Amount
		MD / Manager	WTD / Manger	WTD / Manger	
		Ashesh Agarwal Managing Director	WTD	Manger	
1.	Gross salary (excluding Commission)				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	24,00,000	-	-	24,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
5.	Others, Allowances	-	-	-	-
	Total	24,00,000	-	-	24,00,000
		-	-	-	
	Ceiling as per the Act	Profit is insufficient or inadequate, hence remuneration has been paid subject to provisions of Companies Act, 2013 read with			

Schedule V to the said Act (erstwhile Schedule XIII to the Companies Act, 1956) and ceiling is as per Schedule V.

Though, No remuneration is being paid by the Company to its Managing Director.

Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Subodh Agarwal	Gaya Prasad Gupta	Sanjay Tandon	Govind Das Agarwal*	Manoj Kumar	Kavita Awasthi**	
	Independent Directors							
	• fee for attending board committee meetings	-	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-
	Other Non- Executive Directors							
	• fee for attending board committee meetings		-	-	-	-	-	-
	• Commission		-	-	-	-	-	-
	• Others, please		-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-	-
	Overall ceiling as the Act	Overall ceiling will be subject to the provisions of Companies Act, 2013, if paid.						

* Govind Das Agarwal resigned from the Board w.e.f. 08.05.2015.

** Kavita Awasthi joined the Board w.e.f. 26.03.2015.

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

(Amt. in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total

1	Gross salary	0.00	N.A	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify.			
5	Others, please specify	-	-	-
	Total	0.00	-	-

* Mr. Sanjay Jain has joined since March 26, 2015.

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.

For Nikki Global Finance Ltd.

Arshad Agwaf
Managing Director

DIN: 02319026

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

Nikki Global Finance Ltd. is committed to highest standards of Corporate Governance and has always strived to achieve the goal of maximization of Shareholder's worth.

Company believes that good corporate governance is essential to achieve its long-term corporate goals and to enhance the shareholders value. Your Company believes in functioning in a transparent manner and believes in proper accountability, auditing, disclosure and reporting.

Company feels that the code of Corporate Governance is an excellent tool to secure the corporate excellence in the country. The Company has complied with the code of Corporate Governance as required under the Listing Agreement with the Stock Exchanges.

I. BOARD OF DIRECTORS

The Board of Directors of Nikki Global Finance Limited is comprised of 7 Directors. Three are Executive and three are Independent. During the Financial Year 2014-15, 10 meetings of the Board were held. These meeting were held on 29-05-2014, 31-07-2014, 04-09-2014, 30-09-2014, 22-10-2014, 31-10-2014, 08-12-2014, 05-01-2015, 31-01-2015, & 26-03-2015.

Details of Director's attendance and other particulars are given below:

Director	No. of Board Meeting held	No. of Board Meeting attended	Last AGM Attendance (Yes / No)	No. of Memberships in Boards of other public Co.'s
Ashesh Agarwal	10	10	Yes	1
Shashwat Agarwal	10	10	Yes	9
Subodh Agarwal	10	10	Yes	3
Gaya Prasad Gupta	10	10	Yes	3
Sanjay Tandon	10	10	Yes	NIL
Manoj Kumar	10	9	No	1
Govind Das Agarwal*	10	1	No	1
Kavita Awasthi**	10	0	0	2

*Govind Das Agarwal resigned from directorship of the Company w.e.f. 08.05.2015.

** Kavita Awasthi joined the Board w.e.f. 26.03.2015.

3. AUDIT COMMITTEE

The Board has set up the Audit Committee with majority of Independent Directors. Composition of Audit Committee is as under:

Name of Member	Composition of the Audit Committee	Number of meetings held	Number of meetings attended
Mr. Gaya Prasad Gupta	Chairman, Non Executive/Independent	4	4

	Director		
Mr. Subodh Agarwal	Member, Non Executive/Independent Director	4	4
Mr. Manoj Kumar	Member, Non Executive/Independent Director	4	4
Mr. Shashwat Agarwal	Member, Executive Director	4	4

The scope of activities and powers of Audit Committee includes the areas prescribed under the Clause 49 of the Listing Agreement and section 177 of the Companies Act, 2013.

4. STAKEHOLDER RELATIONSHIP COMMITTEE:

At the Board Meeting held on 29th May 2014, Stakeholders Relationship Committee is re-named/constituted in place of Shareholders' Grievances Committee pursuant to the section 178 of the Companies Act, 2013

Name of Member	Composition of Committee	Number of meetings held	Number of meetings attended
Mr. Subodh Agarwal	Chairman, Non Executive/Independent Director	4	4
Mr. Manoj Kumar	Member, Non Executive/Independent Director	4	4
Mr. Gaya Prasad Gupta	Member, Non Executive/Independent Director	4	4
Mr. Shashwat Agarwal	Member, Executive Director	4	4

During the year, the Company resolved the complaints received from the shareholders within reasonable period. There is no complaint which has remained un-addressed

M/s. Sarvesh S. Srivastava, Practicing Company Secretaries is conducting Reconciliation of Share Capital Audit, for the Company.

5. NOMINATION AND REMUNERATION COMMITTEE

The nomination and Remuneration Committee was constituted on 29th May, 2014 in compliance with the provisions of section 178 of the Companies Act, 2013 and Clause 49(IV) of the revised Listing Agreement with Stock Exchange.

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under Clause 49(IV) of the revised Listing Agreement with the Stock Exchanges and Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating to remuneration and employment terms of Executive Chairman, directors and senior management personnel, adherence to the remuneration/employment policy, also to prepare, administrate and monitor Company's Employees Stock Options Plans / Scheme

from time to time, as finally approved by the Board of Directors. Preparing the criteria and identify persons who may be appointed as directors or senior management of the Company, preliminary evaluation of every Director's performance, Board diversity, compliance of the Code for Independent Directors referred to in Schedule IV of the Companies Act, 2013, compliance with the Company's Code of Conduct by Directors and employees of the Company, reporting non-compliances to the Board of Directors, recommending draft of the report required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which will form part of the Directors Report to Shareholders, monitor loans to employees and any other matters which the Board of Directors may direct from time to time.

Name of Member	Composition of Committee	Number of meetings held	Number of meetings attended
Mr. Manoj Kumar	Chairman, Non Executive/Independent Director	4	4
Mr. Subodh Agarwal	Member, Non Executive/Independent Director	4	4
Mr. Gaya Prasad Gupta	Member, Non Executive/Independent Director	4	4
Mr. Ashesh Agarwal	Member, Executive Director	4	4

At present, Directors are not paid any fees for attending any Committee Meetings.

Policy for selection and Appointment of Directors and their Remuneration

Criteria of selection of Non-executive Directors:

The Non-executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non-executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non-executive Directors shall be entitled to receive sitting fees for each meeting of the Board attended by them, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and reimbursement of expenses for participation in the Board Meetings.

Presently no sitting fees are being paid to any Directors.

MD & Executive Director (s) – Criteria for selection / appointment

For the purpose of selection of the MD & Executive Director(s), the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the MD & Executive Director(s):

At the time of appointment or re-appointment, the MD & Executive Director (s) shall be paid such remuneration as may be mutually agreed between the Company (which includes the Committee and the Board of Directors) and the MD & Executive Director (s) within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the MD & Executive Director (s) comprises of fixed and variable component as per the provisions of Companies Act, 2013. The fixed component comprises salary, allowances, perquisites, amenities and other benefits.

Remuneration Policy for the Senior Management Employees:

In determining the remuneration of the Senior Management Employees, the Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Executive Chairman will carry out the individual performance review based on the respective defined objectives, qualification, expertise, experience and other factors whilst recommending the annual increment and performance incentive to the Committee for its review and approval.

Compliance Officer

Ms. Mahima Khandelwal was appointed as Company Secretary cum Compliance Officer during the current financial year 2015-16 who has resigned from the post of Company Secretary of the company w.e.f. 11th July, 2015. The Board of Directors has designated their one officer as Compliance officer.

PERFORMANCE EVALUATION OF THE BOARD

After taking into consideration one to one inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance; pursuant to the provisions of the Companies Act, 2013 and

Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration 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 judgement, 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. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Independent Directors Meeting

During the year under review, the Independent Directors met on March 26, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Non executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

6. SHAREHOLDER'S MEETINGS

Location and time of General Meetings held in the last 3 years:

Year	Type	Date	Venue	Time
2014	AGM	29.09.2014	Mehta Farm, Village – Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi - 110071	11:00 A.M.
2013	AGM	28.09.2013	Mehta Farm, Village – Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi - 110071	11:00 A.M.
2012	AGM	29.09.2012	Mehta Farm, Village – Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi - 110071	11:00 A.M.

Business

No special resolutions were passed in the last three Annual General Meetings:

Date of Meeting	Resolutions
29.09.2014	Special Resolution was passed for change in Articles of Association
28.09.2013	No Special Resolution was proposed
29.09.2012	No Special Resolution was proposed

No business (es) was transacted through Postal Ballot during above last 3 years.

Whether Special Resolution(s) were put through Postal Ballot last year, details of voting pattern, person who conducted the postal ballot exercise, propose to be conducted through postal ballot and procedures for postal ballot:- special resolution was passed for shifting of registered office of the company outside the local limits of city, town or village but within same state i.e. Delhi through postal ballot notice dated 5th January, 2015.

Details of voting pattern are as under:

Particulars	Number of			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-voting	Total	Postal Ballot Forms	e-voting	Total	Total
Assent	9	30	39	44637	815378	860015	99.99
Dissent	-	2	2	-	110	110	0.01
Total	9	32	41	44637	815488	860125	100.00

Mr. Pushp Raj Singh, Practising Company Secretary was appointed as Scrutinier.

No business is proposed to be conducted till date of signing of this report & due procedure will followed as required under Companies Act, 2013 read with relevant rules.

7. DISCLOSURES

Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its founders, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

Nil

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI or any Statutory Authority, on any matter related to capital market during the last three years:

Nil

To the extent possible, the Company has complied with the mandatory requirement of this clause.

8. MEANS OF COMMUNICATION

Half-Yearly report sent to each household shareholders.

No

The financial results of all four quarters were published in Hindustan Times Mint and Hari Bhoomi. These were not sent individually to the shareholders.

The Company's results or official news are displayed on a web site www.nikkiglobal.com

Whether the Management Discussion and Analysis section is a part of the Annual Report or not.

Yes

9. GENERAL INFORMATIONS

(a). Annual General Meeting:

Date: - 29th September, 2015

Time: - 3:30 P.M.

**Venue: - Mehta Farm, Village – Chhawla, beyond BSF Camp,
Rajokari, Najafgarh Road, New Delhi – 110071
E-mail: ngfltd@rediffmail.com, investors@nikkiglobal.com
Website: www.nikkiglobal.com**

(b). Registered Office:

I-9, LGF, Lajpat Nagar-1, New Delhi -110024
Tele Fax: 011-64000323
E-mail: ngfltd@rediffmail.com, investors@nikkiglobal.com

(c). Financial Year: - 1st April to 31st March

(d). Date of Book Closure: - 24-09-2015 to 29-09-2015(Both days Inclusive)

(e). Registrar & Share Transfer Agent

Skyline Financial Services Private Limited
D-153/A, 1st Floor, Okhla Industrial Area,
Phase-1, New Delhi – 110020
Phone No. – 011-26292682 Fax No. - 011-26292681
E-mail: admin@skylinerta.com

11. As per Clause 49 of the Listing Agreement with Stock Exchange, Company is required to obtain a Certificate from the Auditor of the company regarding compliance of conditions or Corporate Governance. The Auditor's Certificate in respect of Compliance thereof is enclosed in this Annual Report.

DECLARATION

I, Ashesh Agarwal, Managing Director of Nikki Global Finance Limited, hereby declare that all the members of the Board and the Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2015

For Nikki Global Finance Limited



(Ashesh Agarwal)
Managing Director
DIN: 02319026

Place: New Delhi
Date: 04.09.2015

CERTIFICATION BY MANAGING DIRECTOR

To,
The Board of Directors,
Nikki Global Finance Limited

I, the undersigned, in my capacity as Managing Director of Nikki Global Finance Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2015 and based on our knowledge and belief, we state that :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For Nikki Global Finance Limited



(Ashesh Agarwal)
Managing Director
DIN: 02319026

Place: New Delhi
Date: 04.09.2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

The global economic conditions deteriorated sharply during the year 2014-15 with several advanced economies experiencing their sharpest declines. Inflation conditions witnessed sharp volatility during the year.

Opportunities & Strengths:

As the industry, maintain its growth rate. The Company is searching for new avenues. Your company continues to focus on the Investment Banking. Although business opportunities are available, additional resources continues to be constraint. As your company is in the investment segment it also felt the heat of the up and down turn of the Stock Market. Your company is of the view that the stock markets will recover very soon and your company will perform very good in coming years.

Internal Control System and Adequacy:

Internal Control System has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information.

The management has put in place internal system for review and monitoring of non-performing assets of the company and to indicate corrective action for effecting recoveries.

Financial Performance:

During the year under review, the company performed better than its previous year and it is expected that company will improve better in coming future.

Human Resources:

Because of financial constraints, the company is operating with minimum workforce. However company believes that efficiency and effectiveness of its human resources could be improved by training and upgrading the skill level of its employees.

Cautionary Statement:

Statement in the Management Discussion and Analysis describing the Company's 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 could influence the company's operations include change in Government regulations, tax laws, economic and political developments within and outside the country and such other factors.

Segment Wise Performance:

As the Company has operated in only one segment during the year. The segment wise performance is not applicable to the company.

Disclosure by Senior Management Personnel:

None of the Senior Management Personnel has Financial and Commercial Transactions with the company, where they have personal interest that would have a potential conflict with the interest of the company at large.

Cautionary Statement:

The statements made in this report describe the company's objectives and projections that may be forward looking statement within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the company. The company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.



J AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

124, Z-1, HEMANT VIHAR, BARRA -2, KANPUR - 208027

Tel: (O) +919235444005 (M) 09415044443

E-mail:- julujagarwal@gmail.com, julujagarwal@rediffmail.com

AUDITOR' S CERTIFICATE
(Under Clause 49 of Listing Agreement)

TO THE MEMBER OF NIKKI GLOBAL FINANCE LIMITED

We have examined the compliance of conditions of Corporate Governance by Nikki Global Finance Limited (the Company), for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchange (s) in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

For J AGARWAL & ASSOCIATES,
CHARTERED ACCOUNTANTS,



A Jalaj Agarwal
Partner
M.No. 071738

Place: - New Delhi

Date: - 28-05-2015



AUDITORS' REPORT

TO THE MEMBERS OF NIKKI GLOBAL FINANCE LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of NIKKI GLOBAL FINANCE LTD. ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, 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 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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 disclosures in the financial statements. The procedures selected depend on our 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, we consider internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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, except for the company has not completely followed Schedule II of the companies Act 2013 for depreciation of fixed assets & its effect on Profit & Loss a/c, 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;



- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 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 appears from our examination of those books.
- c) [The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act have been properly dealt with by us in preparing this report.
- d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) 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.
- f) There is nothing to disclose which is having adverse effect on the functioning of the company.
- g) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- h) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. As informed by the company, there were no amounts which required to be transferred.

for **J AGARWAL AND ASSOCIATES**
Chartered Accountants



A handwritten signature in blue ink, appearing to read "Jalaj Agarwal", written over the circular stamp.

Place : **NEW DELHI**
Date : **28/05/2015**

CA JALAJ AGARWAL
124/Z-1, HEMANT VIHAR, BARRA-2, KANPUR-
208027 UTTAR PRADESH

NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR 1, NEW DELHI-110024
CIN : L65999DL1986PLC024493
BALANCE SHEET AS AT 31/03/2015

In `

Balance Sheet as at	Note	31/03/2015	31/03/2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	3,41,97,000	3,41,97,000
Reserves and surplus	2.2	(1,31,62,522)	(1,00,29,464)
Money received against share warrants		-	-
		2,10,34,478	2,41,67,536
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	2.3	4,93,20,000	4,82,20,000
Deferred tax liabilities (Net)	2.4	21,606	21,606
Other Long term liabilities	2.5	3,75,05,759	3,74,31,747
Long-term provisions		-	-
		8,68,47,365	8,56,73,353
Current liabilities			
Short-term borrowings		-	-
Trade payables		-	-
Other current liabilities		-	-
Short-term provisions	2.6	95,474	1,19,932
		95,474	1,19,932
TOTAL		10,79,77,317	10,99,60,821
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	2.7	18,101	27,392
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		18,101	27,392
Non-current investments	2.8	75,01,100	75,01,100
Deferred tax assets (net)		-	-
Long-term loans and advances	2.9	6,98,21,639	6,88,71,639
Other non-current assets		-	-
		7,73,40,840	7,64,00,131
Current assets			
Current investments		-	-
Inventories	3.0	10,44,454	2,45,990
Trade receivables	3.1	2,84,85,694	3,18,81,244
Cash and cash equivalents	3.2	9,40,922	11,29,229
Short-term loans and advances		-	-
Other current assets	3.3	1,65,407	3,04,227
		3,06,36,477	3,35,60,690
TOTAL		10,79,77,317	10,99,60,821

In terms of our attached report of even date
For J AGARWAL AND ASSOCIATES
CHARTERED ACCOUNTANTS
M. NO. : 02601C



JALA AGARWAL
(PARTNER)
M. NO. : 071738

Handwritten signature of Jala Agarwal

For NIKKI GLOBAL FINANCE LIMITED

Handwritten signature of Ashesh Agarwal
ASHESH AGARWAL
(MANAGING DIRECTOR)
DIN: 02319026

Handwritten signature of G. P. Gupta
G. P. GUPTA
(DIRECTOR)
DIN: 00335302

For Nikki Global Finance Ltd.

Handwritten signature of Sanjay Jain
Sanjay Jain
Chief Financial Officer

Place : NEW DELHI

Date : 28/05/2015

NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR 1, NEW DELHI-110024
CIN : L65999DL1986PLC024493
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2015

Statement of Profit and Loss for the	Note	31/03/2015	31/03/2014
Revenue from operations	3.4	2,34,89,359	3,99,79,027
Other income	3.5	16,895	832
Total Revenue		2,35,06,254	3,99,79,859
Expenses			
Purchases of Stock-in-Trade	3.6	2,41,93,740	3,80,88,990
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	3.7	(7,98,464)	67,842
Employee benefits expense	3.8	3,64,200	9,87,250
Finance costs	3.9	222	4,831
Depreciation and amortization expense	4.0	9,291	9,291
Other expenses	4.1	28,70,323	6,54,837
Total expenses		2,66,39,312	3,98,13,041
Profit before tax		(31,33,058)	1,66,818
Tax expense:	4.2	0	0
Current tax		0	34,020
Deferred tax		0	3,119
Profit (Loss) for the period from continuing operations		(31,33,058)	1,29,679
Tax expense of discontinuing operations		0	0
Profit/(loss) from Discontinuing operations (after tax)		0	0
Profit (Loss) for the period		(31,33,058)	1,29,679
Earnings per equity share:	4.3		
Basic		(0.916)	0.038
Diluted		(0.916)	0.038

In terms of our attached report of even date
For J AGARWAL AND ASSOCIATES



(Signature)

For NIKKI GLOBAL FINANCE LIMITED

(Signature)

ASHESH AGARWAL
(MANAGING DIRECTOR)
DIN: 02319026

(Signature)
G. P. GUPTA
(DIRECTOR)
DIN: 00335302

Place : NEW DELHI

Date : 28/05/2015

For Nikki Global Finance Ltd.

(Signature)
Chief Financial Officer

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

2.1 Share Capital

Particular	In `	
	31/03/2015	31/03/2014
Authorised		
4000000 (4000000) Equity Shares EQUITY of ` 10/- Par Value	4,00,00,000	4,00,00,000
	4,00,00,000	4,00,00,000
Issued		
3419700 (3419700) Equity Shares EQUITY of ` 10/- Par Value	3,41,97,000	3,41,97,000
	3,41,97,000	3,41,97,000
Subscribed		
3419700 (3419700) Equity Shares EQUITY of ` 10/- Par Value	3,41,97,000	3,41,97,000
	3,41,97,000	3,41,97,000
Paid-up		
3419700 (3419700) Equity Shares EQUITY of ` 10/- Par Value Fully Paid-up	3,41,97,000	3,41,97,000
	3,41,97,000	3,41,97,000

Holding More Than 5%

Particular	31/03/2015	% Held	31/03/2014	% Held
EAST INDIA SECURITIES LTD.	0	0	385300	11
KAMAL KISHORE CHAURASIA	251498	7	251498	7
SIDDARTH GUPTA	0	0	210420	6

2.2 Reserve and Surplus

Particular	In `	
	31/03/2015	31/03/2014
Hedging Reserve - Opening	1,08,000	1,08,000
Addition	0	0
Deduction	0	0
	1,08,000	1,08,000
Profit and Loss Opening	(1,01,37,464)	(1,02,67,143)
Amount Transferred From Statement of P&L Appropriation and Allocation	(31,33,058)	1,29,679
	(0)	(0)
	(1,32,70,522)	(1,01,37,464)
	(1,31,62,522)	(1,00,29,464)

2.3 Long Term Borrowings

Particular	In `	
	31/03/2015	31/03/2014
Others		
Unsecured		
RICH UDYOG NETWORK LTD	4,31,20,000	4,31,20,000
CITYON INFRASTRUCTURE	11,00,000	0
SAJI TEXTILES	51,00,000	51,00,000
	4,93,20,000	4,82,20,000

2.4 Deferred Taxes

Particular	In `	
	31/03/2015	31/03/2014
Deferred Tax Liabilities		
Depreciation	21,606	21,606
	21,606	21,606

2.5 Other Long Term Liabilities

Particular	In `	
	31/03/2015	31/03/2014
Trade Payables		
others		
SHASHWAT AGARWAL	3,73,91,499	3,73,91,499
SKYLINE FINANCIAL SERVICES P LTD.	1,14,260	40,248
	3,75,05,759	3,74,31,747



[Handwritten Signature]
- 3 -

For Nikki Global Finance Limited

[Handwritten Signature]
Managing Director

For Nikki Global Finance Ltd.

[Handwritten Signature]
Director

3.2 Cash and cash equivalents

Particular	In `	
	31/03/2015	31/03/2014
Cash in Hand	7,59,745	5,37,982
Balances With Banks		
Balance With Other Banks		
Current Account		
BANK OF INDIA	54,865	57,161
HDFC BANK LTD	91,312	4,99,085
HDFC BANK NEW A/C	35,000	35,000
	9,40,922	11,29,229

3.3 Other current assets

Particular	In `	
	31/03/2015	31/03/2014
T.D.S. A.Y. 2011-12	450	450
T.D.S. A.Y. 2012-13	1,55,897	1,55,897
T.D.S. A.Y. 2013-14	0	1,38,820
TDS A.Y.06-07	9,060	9,060
	1,65,407	3,04,227

3.4 Revenue from operations

Particular	In `	
	31/03/2015	31/03/2014
Sale of Products		
Other Goods		
SALES	2,34,89,359	3,80,59,862
Other Operating Revenues		
COMMODITY INCOME	0	19,19,165
	2,34,89,359	3,99,79,027

3.5 Other income

Particular	In `	
	31/03/2015	31/03/2014
Interest	14,770	0
Dividend		
DIVIDEND	2,125	832
	16,895	832

3.6 Purchases of Stock-in-Trade

Particular	In `	
	31/03/2015	31/03/2014
Stock in Trade		
PURCHASES	2,41,93,740	3,80,88,990
	2,41,93,740	3,80,88,990

3.7 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

Particular	In `	
	31/03/2015	31/03/2014
Opening		
Other	2,45,990	3,13,832
	2,45,990	3,13,832
Closing		
Other	10,44,454	2,45,990
	10,44,454	2,45,990
Increase/Decrease		
Other	(7,98,464)	67,842
	(7,98,464)	67,842

Details of Changes in Inventory

Particular	In `	
	31/03/2015	31/03/2014
Other		
STOCK	(7,98,464)	67,842
	(7,98,464)	67,842



For Nikki Global Finance Limited or Nikki Global Finance Ltd.

Ashwini Agrewal
Managing Director

[Signature]
Director

3.8 Employee benefits expense

Particular	In `	
	31/03/2015	31/03/2014
Salary, Wages & Bonus		
SALARIES	3,64,200	9,87,250
	3,64,200	9,87,250

3.9 Finance costs

Particular	In `	
	31/03/2015	31/03/2014
Interest Expenses		
Bank Charges		
BANK CHARGES	222	4,831
	222	4,831

4.0 Depreciation and amortization expense

Particular	In `	
	31/03/2015	31/03/2014
Depreciation & Amortization		
Depreciation Tangible Assets		
COMPUTER	5,716	4,935
FURNITURE & FIXTURE AT COST	3,430	4,188
OFFICE EQUIPMENT	145	168
	9,291	9,291

4.1 Other expenses

Particular	In `	
	31/03/2015	31/03/2014
Administrative and General Expenses		
Telephone Postage		
Telephone Expenses	1,460	6,445
Postage Expenses	10,722	9,864
Printing Stationery		
Printing	4,580	37,916
Auditors Remuneration		
Audit Fees	28,500	22,472
Repairs Maintenance Expenses		
Others	1,950	932
Travelling Conveyance		
TRAVELLING EXP.	5,830	4,750
Legal and Professional Charges		
LISTING FEES (BSE)	1,12,360	16,854
LISTING FEES (CDSL)	12,359	6,741
LISTING FEES (NSDL)	6,741	6,741
CERTIFICATION FEES	7,017	13,932
LEGAL EXP.	0	5,618
Vehicle Running Expenses	17,650	9,443
Selling Distribution Expenses		
Advertising Promotional Expenses		
ADVERTISEMENT EXP	1,72,501	1,81,974
Other Expenses		
COMPUTER EXP.	20,300	15,150
D MAT CHARGES	3,453	635
OFFICE EXP	7,500	21,276
ROC EXP	15,600	2,000
SHARE TRANSFER AGENT FEES	1,77,563	77,922
A G M EXPENSES	28,950	58,337
INTERNET EXP.	984	5,000
M TO M	22,34,303	30,835
RENT	0	1,20,000
	28,70,323	6,54,837



J. Agarwal

For Nikki Global Finance Limited

Ashu Agarwal
Managing Director

For Nikki Global Finance Ltd.

[Signature]
Director

4.2 Tax expense

Particular	In `	
	31/03/2015	31/03/2014
Current tax		
PROVISION FOR TAX	0	34,020
Deferred tax		
DEFERRED TAX LIABILITY	0	3,119
	0	37,139

4.3 Earnings per equity share

Particular	In `	
	31/03/2015	31/03/2014
Earnings Per Equity Share		
Basic		
Basic EPS Before Extra Ordinary Item	(0.916)	0.038
Number of Shares used in computing EPS		
Basic	3419700	3419700
Diluted	3419700	3419700
Weighted Average Number of shares		
Number of Shares for basic EPS calculation		
Number of shares for dilutive calculation	34,19,700	34,19,700

in terms of our attached report of even date
For J AGARWAL AND ASSOCIATES

For NIKKI GLOBAL FINANCE LIMITED



J. AGARWAL
(PARTNER)
M. NO. : 071738

(Handwritten signature)

(Handwritten signature)

ASHESH AGARWAL
(MANAGING DIRECTOR)
DIN: 02319026

(Handwritten signature)

G. P. GUPTA
(DIRECTOR)
DIN: 00335302

Place : NEW DELHI

Date : 28/05/2015

For Nikki Global Finance Ltd.

(Handwritten signature)

Chief Financial Officer

NIKKI GLOBAL FINANCE LIMITED
FOR THE PERIOD ENDING 31.03.2015
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2015

	For the year Ended 31, March 2015 Amount (Rs.)	For the year Ended 31, March 2014 Amount (Rs.)
Cash flows from operating activities		
Net Profit/(Loss) as per Profit & Loss A/c Before Tax	(3,133,058.00)	166818.00
Adjustments for :		
Depreciation	9291.00	9291.00
P/P Expenses	0.00	0.00
Income Tax	0.00	34020.00
Operation profit before working capital changes	(3,123,767.00)	142,089.00
Change in Current Asset	2,735,906.00	3,125,359.00
Change in Current Liabilities	(24,458.00)	80,857.00
NET CASH FROM OPERATING ACTIVITIES	(412,319.00)	3,348,305.00
Cash flows from investing activities		
Purchase of Investment	-	-
Purchase of fixed Assets	-	-
Sale of fixed Assets	-	-
(Increase)/Decrease in Loans & Advances	(950,000.00)	(2,626,465.00)
NET CASH FROM INVESTING ACTIVITIES	(950,000.00)	(2,626,465.00)
Cash flows from Financing activities		
Proceeds from issuance of Share Capital	-	-
Increase/(Decrease) in Unsecured Loans & Non current liabilities	1,174,012.00	40,248.00
NET CASH FROM FINANCING ACTIVITIES	1,174,012.00	40,248.00
Net increase/(Decrease) in cash and cash equivalents	(188,307.00)	762,088.00
Cash and Cash equivalents beginning of year	1,129,229.00	367,141.00
Cash and Cash equivalents at end of year	940,922.00	1,129,229.00

Notes:1

Figures in brackets indicate cash outflow

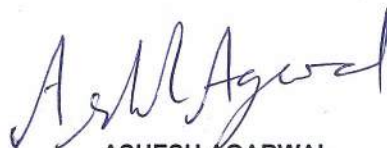
Notes:2

This is the cash flow statement referred to in our report of even date prepared under the indirect method, set out in AS-3 issued by the Institute

As per our report of even date
For J Agarwal & Associates,
Chartered Accountants,

For and on behalf of Board of Directors







J AGARWAL & ASSOCIATES
PARTNER
CHARTERED ACCOUNTANTS
J. AGARWAL
(PARTNER)

ASHESH AGARWAL
(MANAGING DIRECTOR)

G.P. GUPTA
(DIRECTOR)

M. No. 071738

DIN:02319026

DIN:00335302

Place : New Delhi

Date : 28/05/2015

For Nikki Global Finance Ltd.


Chief Financial Officer

(AS ON 31ST MARCH, 2015)

Significant Accounting Policies for the period ended March, 2015.

1. SIGNIFICANT ACCOUNT POLICIES:

(a) System of Accounting and Revenue Recognition

- (i) Accounts are prepared under historical cost convention in accordance with applicable mandatory Accounting Standards referred to in Section 133 of the Companies Act, 2013.
- (ii) Income on non-performing assets is recognized in accordance with the provisions of Prudential Norms for Income Recognition prescribed by the Reserve Bank of India and is accounted for in the year of realization.
- (iii) Profit / (Losses) on sale of investments are recognized on trade date on First in First out basis.
- (iv) Dividend on shares is accounted for as and when received.
- (v) Loans and advances are stated net of provisions for non-performing advances. Balances of various parties are subject to confirmations.
- (vi) Other Income and expenses are accounted for on accrual basis.
- (vii) The inventories of shares & securities have been valued at market value as at 31st March, 2015

(b) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation.

(c) Depreciation

The depreciation has been provided on WDV method at the rates provided in Schedule II of the Companies Act, 2013 on pro-rata basis.

(d) Investments

- (i) The investments is categorized into 'Non- Current'.
- (ii) Investments are valued at cost. Provision for diminution in the value of investment, if any, is made if the Decline in value is of permanent nature.

2. CONTINGENT LIABILITIES:

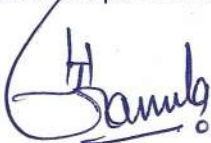
- (a) Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for : NIL
(Previous Year: NIL)
- (b) Claims against the company not acknowledged as debts: NIL
(Previous Year: NIL)
- (c) Uncalled liability on partly paid investments : NIL
(Previous Year: NIL)

3. Special reserve represents, the reserve created in accordance with the provisions of section 45-IC Of the Reserve Bank of India Act, 1934, as amended by the Reserve Bank of India (Amendment) Act, 1997.

4. The company has not entered into any lease agreement after 31.03.1999, therefore, provision of Accounting standard-19 on 'Lease' are not applicable.

5. To the extent information available, there were no outstanding dues towards small scale or ancillary undertaking as on 31.03.2015.

6. The advance received or given is without any stipulation of board of directors regarding their in nature and period for which they are given or received.



For Nikki Global Finance Limited



Managing Director

For Nikki Global Finance Ltd.



Director

7. Disclosure of Related Party Transactions in accordance with Accounting Standard (AS-18) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India.

Related party where significant influence exists:

Party	Relationship	Transaction	Amount in Rs.
Horizon Portfolio Ltd.	Entity in which key Management Personnel can exercise significant control	Purchase & Sale of Securities	54079624.38
Cityon Nano Technology Pvt. Ltd.	Entity in which key Management Personnel Can exercise significant control	Advance received.	200000.00

8. Amount outstanding as on 31st March, 2015:

(i) Key Management Personnel	3,73,91,499.00	3,73,91,499.00
(ii) Others Related Parties		
(a) Advance & Debtors	3,73,16,000.00	4,09,53,715.00

10. The particulars as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 1998 given in Schedule I-(i) is not appended hereto.

11. Keeping in view the current year losses of the company, net deferred tax liabilities have not been recognized in accordance with Accounting Standard AS-22-"Accounting for taxes on income" issued by the Institute of Chartered Accountants of India".

12. Payment of Gratuity Act, 1972 and Provident Fund Act, 1952 are not presently applicable to the Company. The company does not have a policy of encashment of unavailed leaves.

13. Earnings in Foreign Currency: NIL (Previous Year: Rs. NIL)

14. Expenses in Foreign Currency: NIL (Previous Year: Rs. NIL-)

15. The company has identified that there is no impairment of assets and as such no provision is required for the same in terms of Accounting Standard 28 issued by Institute of Chartered Accountants of India.

16. Figures have been rounded off to the nearest rupees.

17. Previous year's figures have been regrouped / rearranged wherever considered necessary.

DATE : 28/05/2015
PLACE: NEW DELHI

For Nikki Global Finance Ltd.

Sajee Jain
Chief Financial Officer

FOR J AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS



J. Agarwal
CA JALAJ AGARWAL
PARTNER
M.No.071738

Nikki Global Finance Limited

Regd. Office: I-9, LGF, Lajpat Nagar -1, New Delhi -110024
CIN: L65999DL1986PLC024493

Form No. MGT-11

Proxy Form

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

CIN : L65999DL1986PLC024493

Name of the Company : Nikki Global Finance Limited

Regd. Office: I-9, LGF, Lajpat Nagar -1, New Delhi -110024

Name of the member(s)	:	
Registered Address	:	
E-mail ID	:	
Folio No/Client ID	:	
DP ID	:	

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

1. Name :

Address :

E-mail Id :

Signature :, or failing him

2. Name :

Address :

E-mail Id :

Signature :, or failing him

3. Name :

Address :

E-mail Id :

Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, the 29th day of September, 2015 at 3.30 p.m. at Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi – 110071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of audited financial statements for the financial year ended 31st March, 2015 (Ordinary Resolution).
2. Re-appointment of Mr. Ashesh Agarwal who retires by rotation (Ordinary Resolution).
3. Re-appointment of M/s. J Agarwal & Associates, Chartered Accountants, Kanpur as Statutory Auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business

4. Appointment of Mrs. Kavita Awasthi as an Independent Director (Ordinary Resolution).
5. Re-appointment of Mr. Ashesh Agarwal, Managing Director (Special Resolution).
6. Adoption of new set of Articles of Association in compliance with new Companies Act, 2013 (Special Resolution).
7. Amendment in Liability Clause of the Memorandum of Association (Special Resolution).

Signed this day of 2015.

Signature of shareholder:

Affix 1 Rupees Revenue Stamp

Signature of Proxy holder(s):

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

Nikki Global Finance Limited

Regd. Office: I-9, LGF, Lajpat Nagar -1, New Delhi -110024

CIN: L65999DL1986PLC024493

ATTENDANCE SLIP

Full name of the member attending.....

Full name of the joint-holder.....

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I, hereby record my presence at the 29th Annual General Meeting held at Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi – 110071 on Tuesday, 29th September, 2015 at 3.30 p.m.

Folio No..... DP ID No. * Client ID No.*

* Applicable for members holding shares in electronic form.

No. of Share(s) held.....

.....
Member's / Proxy's Signature

NIKKI GLOBAL FINANCE LIMITED

Regd. Office: I-9, LGF, Lajpat Nagar -I, New Delhi -110024 • Tele fax: 011-64000323

CIN: L65921UP1990PLC012089 •E-mail: ngfltd@rediffmail.com •investors@nikkiglobal.com• website: nikkiglobal.com

POLLING PAPER

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address :
of the sole / first named Member
2. Name(s) of the :
Joint-Holder(s), if any
3. i) Registered Folio No. :
ii) *DP ID No. & Client ID No.
[*Applicable to Members holding shares in dematerialized form]
4. Number of Share(s) held :
5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 29th Annual General Meeting dated September 4, 2015, by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

S. No.	RESOLUTION	No. of Shares	I / We assent to (FOR)	I / We dissent to (FOR)
	Ordinary Business			
1	Adoption of Financial Statements for the financial year ended March 31, 2015 and Reports of Board of Directors and Auditors thereon.			
2	Appointment of a director in place of Mr. Ashesh Agarwal, who retires by rotation and being eligible, offers himself for re- appointment.			
3	Appointment of M/s J Agarwal & Associates, Chartered Accountants, Kanpur as Statutory Auditors of the Company and to fix their remuneration.			
	Special Business			
4	Appointment of Kavita Awasthi as Director.			
5	To re-appoint Mr. Ashesh Agarwal as Managing Director.			
6	To adopt new set of Articles of Association of the Company in line with the Companies Act, 2013.			
7	To amend Liability Clause of Memorandum of Association of the Company in line with the Companies Act, 2013.			

Place:

Date:

.....
Signature of the Member
or
Authorized Representative

- Notes: (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
(ii) Please read the instructions printed in notice carefully before exercising your vote.