

NIKKI GLOBAL FINANCE LTD.

Registered Office: I-9, LGF, Lajpat Nagar - I New Delhi- 110024 CIN: L65999DL1986PLC024493

Telefax: +91-11-64000323 | Web: www.nikkiglobal.com | E-mail: info@nikkiglobal.com

Date: - 27.09.2019

To,
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001

Dear Sir/Madam,

Sub.: Annual Report of the Company for the Financial Year 2018-19

Ref.: Scrip Code- 531272

Please find attached Annual Report of the Company for the Financial Year 2018-19 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members at the Annual General Meeting held on September 26, 2019 as per the provisions of the Companies Act, 2013.

This is for your information and records.

Thanking You,

Your's Faithfully,

For Nikki Global Finance Limited



(Disha Bajpai)
Company Secretary
M. No. A37897

Encl.: as above

33RD ANNUAL REPORT 2018-19

NIKKI GLOBAL FINANCE LIMITED

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

CIN: L65999DL1986PLC024493

Tele Fax: 011-64000323, Mobile No. 09871005526

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. Subodh Agarwal (DIN: 00122844)
 Mr. Gaya Prasad Gupta (DIN: 00335302)
 Mrs. Kavita Awasthi (DIN: 03106803)

Managing Director
 Director
 Director
 Director
 Director

Mr. Sanjay Jain

Chief Financial Officer

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

Registered Office

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

Registrar & Transfer
 Agent

M/s Rajani Mukesh & Associates,
 Chartered Accountants,
 510, Prem Ratan Vaitka,
 7/180, Swaroop Nagar, Kanpur -208002

Statutory Auditors

HDFC
 Bank of India

Bankers

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NOTICE

Notice is hereby given that 33rd Annual General Meeting of Shareholders of Nikki Global Finance Limited (CIN: L65999DL1986PLC024493) will be held on Thursday, the 26th day of September, 2019 at 11:00 A.M. at Mehta Farm, Village Chhawla, beyond BSF Camp, Rajkhari, Nazabgarh Road, New Delhi - 110071 to transact the following businesses:

ORDINARY BUSINESSES

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2019 including the Balance Sheet and the Profit and Loss Account of the Company for the financial year ended on 31st March, 2019 and notes thereto and the Reports of Board of Directors and Auditor's 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to resolution passed by the members at the Annual General Meeting held on September 29, 2017, appointment of M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur (ICAI Firm Registration No.: 004072C), as the Statutory Auditor of the Company to hold office till the conclusion of the next Annual General Meeting be and is hereby approved/confirmed/ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, in consultation with the auditor."

SPECIAL BUSINESSES

4. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subodh Agarwal (DIN : 00122844), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 29th September, 2019 to 28th September, 2024."

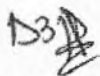
5. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gaya Prasad Gupta (DIN : 00335302), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 29th September, 2019 to 28th September, 2024.”

6. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Kavita Awasthi (DIN : 03106803), Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on her evaluation of performance, the Nomination and Remuneration Committee has recommended her reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 26th March, 2020 to 25th March, 2025.”

For Nikki Global Finance Limited



(Disha Bajpai)
Company Secretary
M. No. - A37897

Place: - New Delhi
Date: - 26.08.2019

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business mentioned at item nos. from 4 to 6 to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON POLL ON HIS / HER / THEIR BEHALF AND THE PROXY/PROXIES 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 carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights 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 Blank Proxy Form (MGT 11) 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 in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorising such 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 19, 2019 to Thursday, September 26, 2019, 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 the SEBI (LODR) Regulations, 2015 and SS-2 in respect of Director seeking re-appointment as mentioned under item no. 2 in the notice of Annual General Meeting is provided hereunder. The said Director has furnished necessary documents/ declarations for their re-appointment. The similar requisite information for other directors whose appointment/re-appointment are proposed at ensuing Annual General Meeting, are provided in Explanatory Statement.

Information of Directors being appointed/re-appointed as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2:-

Name of the Director	Mr. Ashesh Agarwal
Date of Birth	04.01.1963
Date of Appointment on the Board	17.08.2010
Number of Shares held in the Company	0
Number of Meetings of the Board attended/held	11/11
Directorships held in other public companies (excluding foreign companies and Government Bodies)	0
Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and	0

Nomination and Remuneration Committee)	
Disclosure of relationship between director inter-se	Mr. Ashesh Agarwal & Mr. Shashwat Agarwal are brothers

7. There is no Unclaimed/Unpaid Dividend.
8. Notice of Annual General Meeting with complete Annual Report for the Financial Year 2018-19 are available for inspection by the Members of the Company at the registered office 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 i.e. September 26, 2019.
9. Members/Proxy(ies)/Authorized representatives are requested to:
 - a. Bring their copy of the annual report and duly filled attendance slip(s) to attend the meeting and produce it at the entrance, for admission to the Meeting venue.
 - 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, Ph. No. 011-26812682-83/64732681-88, E-mail: admin@skylinerta.com.
 - 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. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members, who have not registered their e-mail address with the Company, can now register the same with the Company by sending an email on ngfltd@rediffmail.com or info@nikkiglobal.com mentioning subject as to register email id(s), or at admin@skylinerta.com to our Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. Thus the Annual Report 2018-19 along with the notice of Annual General Meeting, Attendance Slip & Blank Proxy Form (MGT 11) are 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 these documents. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non members and children.
13. Members of the Company can opt any one of the mode for Voting:

- (i) Re-mote E-voting
- (ii) E-voting at Venue of Annual General Meeting
- (iii) Through Ballot / Poll Papers at venue of Annual General Meeting

Members are requested to opt only one mode of voting and if the Members opted more than one mode then vote cast through E-voting will prevail and voting cast by other modes will be treated invalid.

14. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on September 19, 2019.
15. The Scrutinizer will submit his consolidated report (i.e. including voting by all means- Voting through Re-mote E-voting, E-voting at venue of Annual General Meeting and through Ballot/Poll Paper) to the Chairman or any other Director after the completion of voting at Annual General Meeting and the results of voting will be declared by the Chairman or any other Director on or before September 28, 2019 at the Registered Office of the Company at I-9, LGF, Lajpat Nagar-I, New Delhi - 110024 and will also be displayed on the website of the Company i.e. www.nikkiglobal.com and communicated to the Stock Exchange and also to the agency which is providing Re-mote E-voting Facility or E-voting at Venue of Annual General Meeting of the Company.

16. Voting through Electronic means:

- (i) In compliance with the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 e-voting platform of Central Depository Services (India) Limited (herein after referred as CDSL).
 - (ii) The facility of electronic voting and Ballot / Poll Paper shall be provided to the Members at the Annual General Meeting who have not yet cast their vote either through Re-mote E-voting.
17. 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. 19th September, 2019, shall be entitled to exercise his/her vote for all the items specified in the Notice of AGM.
18. The e-voting will commence on Monday, September 23, 2019 at (9:00 a.m.) and will close on Wednesday, 25th September, 2019 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. September 19, 2019, 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 electronic voting module shall be disabled for voting by CDSL thereafter.
19. 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.

20. The facility for voting through Ballot/Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by Re-mote E-voting shall be able to exercise their right at the meeting through Ballot/Poll Paper. The members who have already cast their vote by Re-mote E-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
21. 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. September 19, 2019.
22. A certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority, is annexed herewith as a part of the report.
23. The Company has appointed Ms. Neha Jain, Practicing Company Secretary, Kanpur (Membership No. 8123; CP No. 10628) as the Scrutinizer for Remote E-Voting and voting at Annual General Meeting through Ballot/Poll paper and e-voting , in a fair and transparent manner.
- 24. The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins Monday, September 23, 2019 at (9:00 a.m.) and ends on Wednesday, 25th September, 2019 at (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) September 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
 - (iii) Click on Shareholders / Members.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Nikki Global Finance Limited on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from app Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned 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) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company	: Ms. Disha Bajpai, Company Secretary, Nikki Global Finance Limited Regd. Office: I-9, LGF, Lajpat Nagar-1, New Delhi - 110024, CIN: L65999DL1986PLC024493 Telefax: 011-64000323, 9871005526 E-mail ID: investors@nikkiglobal.com , Website: www.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 E-mail: admin@skylinerta.com
Remote e-voting Agency	: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone Nos.: 022- 22723333/ 8588
Scrutinizer	: Ms. Neha Jain Practising Company Secretary E-mail ID: nehajain115@gmail.com , Phone No.: 0512-2332397

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the special business mentioned at Item Nos. from 4 to 6 of the accompanying Notice dated August 26, 2019:

Item No. 4

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at the Annual General Meeting held on 29th September, 2014, approved the appointment of Mr. Subodh Agarwal (DIN : 00122844), for a period of 5 years commencing from 29th September, 2014 till 28th September, 2019.

Based on his performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, Mr. Subodh Agarwal, is eligible for re-appointment as Independent Director and had offered him for re-appointment. The Board of Directors recommends the proposal to re-appoint him as Independent Director for a term as mentioned in the special resolution no. 4.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director.

The Company has also received a declaration of independence from them.

In the opinion of the Board, Independent Directors fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and are independent of the management. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. The Board considers that association of the Independent Director would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of these Independent Director.

A brief profile of Mr. Subodh Agarwal is as under-

Mr. Dhrupesh Kumar Shah (52) is very experienced person and have knowledge in the various fields, and the Board is considering that appointment of Mr. Subodh Agarwal as Director of the Company will be beneficial for the Company.

Directorship in other Companies-

Listed

Raghuvansh Agrofarms Limited – Managing Director

Unlisted

Raghuvansh Agrotech Farmer Producer Company Limited -Director
Model Kings Safetywear Limited - Director
Litmus Investments Limited -Director
Sanjeevani Fertilizers and Chemicals Private Limited -Director

Membership / Chairmanship of Board Committees in other Companies-

RAGHUVANSH AGROFARMS LIMITED

Audit Committee - Member
Stakeholders Relationship Committee - Member

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Subodh Agarwal as an Independent Director for period upto 5 (five) consecutive years with effect from 29th September, 2019 for the approval by the members of the Company.

Except Mr. Subodh Agarwal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the Special Resolution set out at Item No. 4 for the approval of members.

Item No. 5

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at the Annual General Meeting held on 29th September, 2014, approved the appointment of Mr. Gaya Prasad Gupta (DIN : 00335302), for a period of 5 years commencing from 29th September, 2014 till 28th September, 2019.

Based on his performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, Mr. Gaya Prasad Gupta, is eligible for re-appointment as Independent Director and had offered him for re-appointment. The Board of Directors recommends the proposal to re-appoint him as Independent Director for a term as mentioned in the special resolution no. 5.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director.

The Company has also received a declaration of independence from them.

In the opinion of the Board, Independent Directors fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and are independent of the management. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. The Board considers that association of the Independent Director would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of these Independent Director.

A brief profile of Mr. Gaya Prasad Gupta is as under-

Mr. Gaya Prasad Gupta (71) is very experienced person and have knowledge in the various fields, and the Board is considering that appointment of Mr. Gaya Prasad Gupta as Director of the Company will be beneficial for the Company.

Directorship in other Companies-

Listed

Cityon Systems (India) Limited – Director

Unlisted

THE UPPER INDIA COLD STORAGE LIMITED -DIRECTOR
RICH UDYOG NETWORK LIMITED - DIRECTOR

Membership / Chairmanship of Board Committees in other Companies-

CITYON SYSTEMS (INDIA) LIMITED

Audit Committee - Member

Stakeholders Relationship Committee – Member

Nomination and Remuneration Committee – Chairperson

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Gaya Prasad Gupta as an Independent Director for period upto 5 (five) consecutive years with effect from 29th September, 2019 for the approval by the members of the Company.

Except Mr. Gaya Prasad Gupta, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the Special Resolution set out at Item No. 5 for the approval of members.

Item No. 6

Mrs. Kavita Awasthi (DIN : 03106803) was appointed as an Independent Director of the Company w.e.f. 26th March, 2015 for a consecutive period of five years and the appointment was approved by the Members at Annual General Meeting held on 29th September, 2015.

Based on their performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, is eligible for re-appointment as Independent Director and had offered her for re-appointment. The Board of Directors recommends the proposal to re-appoint her as Independent Director for a term as mentioned in the respective special resolution.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose her as a candidate for the office of the Director.

The Company has also received a declaration of independence from them.

In the opinion of the Board, Independent Directors fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and are independent of the management. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. The Board considers that association of the Independent Directors would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of these Independent Director.

A brief profile of Mrs. Kavita Awasthi is as under-

Mrs. Kavita Awasthi (44) is very experienced woman and have knowledge in the various fields, and the Board is considering that appointment of Mrs. Kavita Awasthi as Director of the Company will be beneficial for the Company.

Directorship in other Companies-

Listed

Rich Universe Network Limited - Director
Cityon Systems (India) Limited - Director

Unlisted

Astha Departmental Stores Private Limited - Director

Membership / Chairmanship of Board Committees in other Companies-

Rich Universe Network Limited

Audit Committee - Member

Nomination and Remuneration Committee - Member

Stakeholders Relationship Committee - Chairperson

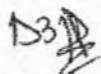
Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Kavita Awasthi as an Independent Director for period upto 5 (five) consecutive years with effect from 26th March, 2020 for the approval by the members of the Company.

Except Mrs. Kavita Awasthi, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the Special Resolution set out at Item No. 6 for the approval of members.

For Nikki Global Finance Limited



(Disha Bajpai)

Company Secretary

M. No. - A37897

Place: - New Delhi

Date: - 26.08.2019

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 33rd Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2019. The report also includes the Management discussion and Analysis Report in accordance with the guidelines of Corporate Governance.

FINANCIAL RESULTS:

Financial Results of the Company for the year under review alongwith figures for the previous year are as follows:

PARTICULARS	Amount in (Rs.)	
	31.03.2019	31.03.2018
Total Revenue	17,651,056.19	26,930,811.75
Total Expenses	17,643,686.17	26,524,073.04
Profit before Depreciation and Tax (PBT)	7,370.02	406,738.71
Less: Depreciation	0.00	0.00
Profit before Tax	7,370.02	406,738.71
Less: Provision for taxation (including deferred tax)	1915.82	42.14
Profit after Tax (PAT)	5,454.02	406,696.57
EPS (Basic)	0.00	0.12
Diluted	0.00	0.12

DEPOSITS:

The Company has not accepted any deposit from public/shareholders in accordance with Section 73 & 76 of the Companies Act, 2013 and, as such, no amount on account of principal or interest on public deposits was outstanding on the date of the Balance Sheet.

DIVIDEND:

Due to conserve the funds of the Company, The Board of Directors does not recommend any dividend.

CHANGES IN SHARE CAPITAL:

During the year, there has been no change in Share Capital.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans or guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 have been disclosed in the financial statements.

During the year, there has been no change in investments of the Company and the changes in loans or guarantees have been disclosed in financial statements.

STATE OF THE COMPANY'S AFFAIRS AND NATURE OF BUSINESS:

Your Directors are to report that the company's sale turnover during the year under review has decreased to Rs. 17,651,056.19 from Rs. 26,930,811.75 during the previous financial year. The Profit before depreciation & tax during the year has however decreased to Rs. 7,370.02 as against profit of Rs. 406,738.71 in the previous year. The Profit after Tax has also decreased similarly to Rs. 5,454.20 as against profit of Rs. 406,696.57 of the previous year. Further, there has been no change in nature of business of the Company during the year.

TRANSFER TO RESERVES:

Net Profit earned during the financial year 2018-19, has been transferred to Reserve and Surplus Account during the Year.

MATERIAL CHANGES AND COMMITMENTS:

There have been no material changes and commitments during the year.

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 and 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:

Directors:

Mr. Ashesh Agarwal (DIN: 02319026) retires by rotation and being eligible offers himself for re-appointment. Your Directors recommend his re-appointment.

Subject to the provisions of Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board of Directors of the Company have an optimum constitution.

The Members of the Company at the Annual General Meeting held on September 28, 2018, approved appointment of:

- (a) Mr. Shashwat Agarwal, who was liable to retire at the last Annual General Meeting held in the year 2018.

Declaration by the Independent Directors of the Company:

Your Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances from last Financial Year which may affect their status as Independent Director during the year.

As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of the Directors proposed for appointment/re-appointment has been given in the Notice of the Annual General Meeting.

Key Managerial Personnel:

There have been no changes in Key Managerial Personnel(s) during the financial year 2017-18 except Ms. Radhika Jhunjhunwala, who has resigned from the post of Company Secretary cum Compliance Officer w.e.f. 23rd day of April, 2018 and the Board has appointed Ms. Disha Bajpai as Company Secretary cum Compliance Officer of the Company w.e.f. October 16, 2018. Tenure of Mr. Ashesh Agarwal was liable to expire on 31st August, 2018, who was re-appointed by the Board before expiry of his tenure and the same was confirmed by the members of the Company at Annual General Meeting of the Company held in the year 2018.

Two other Key Managerial Personnel, Mr. Ashesh Agarwal, Managing Director and Mr. Sanjay Jain, Chief Financial Officer of the Company are continuing their offices in the Company.

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 Companies Act, 2013 read with rules made thereunder and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 by the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

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 accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that directors have selected such accounting policies and applied consistently and judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a going concern basis;
- e. The Directors have laid down such internal financial controls that are adequate and operating effectively;
- f. The Directors have devised systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS & AUDITOR'S REPORT:

The Members of the Company at their Annual General Meeting held on September 29, 2017, approved appointment of M/s Rajani Mukesh & Associates, Chartered Accountants (ICAI Firm Registration No. 004072C) as Statutory Auditor of the Company to hold

office as Statutory Auditor for 5 (five) years till the conclusion of 36th Annual General Meeting of the Company to be held in the year 2022 subject to ratification at each and every intervening Annual General Meeting of the Company. The Board has recommended ratification of appointment of M/s Rajani Mukesh & Associates, Chartered Accountants, as statutory auditor of the Company until the conclusion of next Annual General Meeting of the Company. In this connection, the attention of the Members is invited for approval of Item No. 3 of the Notice, for approval/confirmation/ratification of re-appointment of Statutory Auditor of the Company.

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, 141 and 144 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014.

The auditor's report does not contain any qualifications, reservations or adverse remarks and 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 Ms. Neha Jain, Practising Company Secretary, Kanpur to undertake the Secretarial Audit of the Company for the Financial Year 2018-19. The Secretarial Audit Report for financial year 2018-19 is annexed, which forms part of this report as **Annexure-A**. The Board discussed remark given by Secretarial Auditor and noted that since the website of the company was under process of periodic maintenance, therefore, all its contents could not be verified by Secretarial Auditor, henceforth, she has given this remark though later on after updating website, she has found it proper and according to provisions of the Act and SEBI Regulations.

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. Further, there were no materially significant with the related party transactions during the year made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons. Since, there were no material contracts/arrangements made during the year, and all such contracts/arrangements were made in ordinary course of business and at arm's length basis and details of such transactions have been given in financial statements of the Company and this fact has been mentioned in attached **Annexure-B in FORM AOC-2**. Details of all such contracts/arrangements are available for inspection at the Registered Office of the Company till ensuing Annual General Meeting and if any, member is interested in inspecting the same, such member may write to the Company Secretary in advance.

CODE OF CONDUCT:

All the Members of the Board and all the employees of the Company have followed the policy of Code of Conduct 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.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

There are no Subsidiaries, Joint Ventures or Associate Companies.

DISCLOSURES:

Audit Committee:

The Audit Committee comprises of Independent Directors namely Mr. Gaya Prasad Gupta, Mr. Subodh Agarwal, Mrs. Kavita Awasthi and Mr. Shashwat Agarwal as Executive Director of the Company.

The Audit Committee played an important role during the year. It coordinated with the Statutory Auditors, Internal Auditors and other key Managerial Personnel of the Company and has rendered guidance in the areas of internal audit and control, finance and accounts.

All the recommendations made by the Audit Committee were accepted by the Board. Four meetings of the Audit Committee were held during the year.

Stakeholders Relationship Committee:

The Committee has met four times during the year, the Committee overlook the usual requests received for Dematerialization, transfer/transmission of shares and resolved or answered the complaints of members.

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration packages payable to them and other employees. The Nomination and Remuneration met **four times** during the year.

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.

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.

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.

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:

The main identified risks at the Company are business operating risks. Your Company has established a comprehensive business risk management policy to ensure the risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk management strategy as approved by the Board of Directors is implemented by the Company Management.

Corporate Social Responsibility Statement:

The Corporate Social Responsibility is not applicable on 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.

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-C**.

Independent Directors Meeting:

The Independent Directors met on 29th March, 2019, 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:

The information required under Section 134(3)(M) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 is as under:-

[A] CONSERVATION OF ENERGY

- a) Energy Conservation Measures taken: The Company has taken all measures for conservation of energy most economically.
- b) The steps taken by the Company for utilizing alternate source of energy:- No such steps have been taken by the Company.
- c) The capital Investments on energy conservation equipments: - No such investment has been made by the Company
- d) Impact of measures at (a) above for energy conservation: -These measures have led to consumption of energy more economically.

[B] TECHNOLOGY ABSORPTION:

Since there is no manufacturing activity in the Company hence the information under this heading is not applicable to the Company

[C] FOREIGN EXCHANGE EARNINGS AND OUTGO :

During the year, there were no Foreign Exchange earnings and outgo.

Corporate Governance and Management Discussion and Analysis Report:

Separate reports on Corporate Governance compliance and Management Discussion and Analysis as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which forms part of this Annual Report along with the Certificate from Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with Corporate Governance requirements, 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.

Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future:

There were no such order passed by the Regulations or Courts or Tribunals which may impact the going concern status and company's operations in future.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has Sexual Harassment Policy in place and available on the Company's website www.nikkiglobal.com. During the year under review, there were no complaints from any of the employee.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143, IF ANY: NIL/NOT APPLICABLE

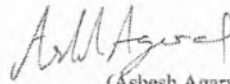
MAINTENANCE OF COST RECORDS BY THE COMPANY:

The provision relating to maintenance of Cost Records by the Company is not applicable on the Company.

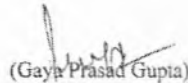
ACKNOWLEDGEMENTS:

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



(Ashesh Agarwal)
Managing Director
DIN: 02319026



(Gaur Prasad Gupta)
Director
DIN: 00335302

Date: 26.08.2019

Place: New Delhi

NEHA JAIN
COMPANY SECRETARY

Annexure 'A'
"KAN Chambers"
Office No. 811, 8th Floor,
14/113, Civil Lines,
Kanpur-208001
Tel: 0512-2332397
Email: nehajain115@gmail.com

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Nikki Global Finance Limited
I-9, LGF, Lajpat Nagar I,
New Delhi -110024

I 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 referred to as "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2019 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- i) The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed



there under;

- iv) 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 **(Not applicable to the Company during the year);**
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the year);**
 - d) The Securities and Exchange Board of (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the year);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the year);**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable to the Company during the year);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the year);**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the year);**



- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI Listing Regulations").

I further report that, as per the management representation letter for Secretarial Audit, there is no specific law, applicable to the Company.

I 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 agreement entered into by the Company with Bombay Stock Exchange Limited (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

- i) *Website of the company is not updated in accordance with the provisions of The Act and SEBI Regulations;*

I 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 notices were given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were also 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 member's views are captured and recorded as part of the minutes.

I further report that there exist 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.




NEHA JAIN
COMPANY SECRETARY

"KAN Chambers"
Office No. 811, 8th Floor,
14/113, Civil Lines,
Kanpur-208001
Tel: 0512-2332397
Email: nehajain115@gmail.com

I further report that during the audit period, there were no instances of:

- a) Public Issue/Rights Issue/ Debentures/Sweat Equity, etc;
- b) Redemption / buy-back of securities;
- c) Major decision except the decision which has taken by the members in pursuance to section 180 (1)(c) of the Act;
- d) Merger / amalgamation / reconstruction, etc;
- e) Foreign technical collaborations.

(Neha Jain)
Practicing Company Secretary
NEHA JAIN
COMPANY SECRETARY

C.P. No. 10628
FCS No. 8123
C.P. No. 10628

Date: 26.08.2019
Place: Kanpur

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.

NEHA JAIN
COMPANY SECRETARY

"KAN Chambers"

Office No. 811, 8th Floor,
14/113, Civil Lines,
Kanpur-208001
Tel: 0512-2332397
Email: nehajain115@gmail.com

'Annexure A'

To,
The Members
Nikki Global Finance Limited

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 process 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 process 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. Wherever 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 procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

(Neha Jain)
Practicing Company Secretary

NEHA JAIN
COMPANY SECRETARY

C.P. No. 10628

FCS No. 8123
C.P. No.: 10628

Date: 26.08.2019
Place: Kanpur

FORM NO. AOC -2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014].

1. Details of contracts or arrangements or transactions not at arm's length basis: **N.A.**
 - (a) Name (s) of the related party & nature of relationship-
 - (b) Nature of contracts/arrangements/transactions-
 - (c) Duration of the contracts/arrangements/transactions-
 - (d) Salient terms of the contracts or arrangements or transaction including the value, if any-
 - (e) Justification for entering into such contracts or arrangements or transactions-
 - (f) Date(s) of approval by the Board-
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in General meeting as required under first proviso to Section 188-
2. Details of material contracts or arrangements or transactions at arm's length basis: **see note given below***.
 - (a) Name (s) of the related party & nature of relationship-
 - (b) Nature of contracts/arrangements/transactions-
 - (c) Duration of the contracts/arrangements/transactions-
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any-
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

**Note: all the contracts or arrangements or transactions were made in ordinary course of business and at arm's length basis during the financial year 2017-18 and there were no material contracts or arrangements or transactions and details of transactions with related party(ies) are given in Financial Statements for the financial year ended on 31.03.2019.*

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on 31st March, 2019

Pursuant to Section 92 (3) of the Companies Act, 2013
and rule 12(1) of the Companies (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 / Non Government Company
5.	Address of the Registered office & contact details	I-9,LGF,LAJPAT NAGAR-1, 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-I, 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)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Shares	661	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- N.A.

Sl. 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	266824	100	266924	7.81	266824	100	266924	7.81	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State	0	0	0	0.00	0	0	0	0.00	0.00

Govt(s)									
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	266824	100	266924	7.81	266824	100	266924	7.81	0.00
(2) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	266824	100	266924	7.81	266824	100	266924	7.81	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt. & State Govt. (s)	1200	0	1200	0.04	1200	0	1200	0.04	0.00
d) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
e) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
f) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)...	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	1200	0	1200	0.04	1200	0	1200	0.04	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	572647	1000	573647	16.77	525550	1000	526550	15.40	(1.37)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	999705	213031	1212736	35.46	1003703	208931	1212634	35.46	0.00

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	925300	178675	1103975	32.28	1028300	125675	1153975	33.74	1.46
c) Others:									
Non Resident Indians	965	0	965	0.03	965	0	965	0.03	0.00
Hindu Undivided Family	260253	0	260253	7.61	257452	0	257452	7.53	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	2758870	392706	3151576	92.15	2815970	335606	3151576	92.15	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	2760070	392706	3152776	92.19	2817170	335606	3152776	92.19	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	3026894	392806	3419700	100.00	3083994	335706	3419700	100.00	-

(ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	7.36	0.00	251498	7.36	0.00	0.00
	Total	266924	7.81	0.00	266924	7.81	0.00	-

(iii) Change in Promoters' Shareholding:

There was no change in Promoters Shareholding during the year.

(iv) 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		Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweet equity etc.)			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of Shares	Reason	No. of shares	% of total shares of the company
1	Jasmine Commodities Pvt. Ltd.	153108	4.48	13/07/2018	2885	Purchase	155993	4.56
	At the end of the year (or on the date of separation, if separated during the year)						155993	4.56
2	Swati Agarwala	150000	4.39	No change during the year			150000	4.39
	At the end of the year (or on the date of separation, if separated during the year)						150000	4.39
3	Banani Chakrabarti	110000	3.22	No change during the year			110000	3.22
	At the end of the year (or on the date of separation, if separated during the year)						110000	3.22
4	Suman Agarwal	105000	3.07	No change during the year			105000	3.07
	At the end of the year (or on the date of separation, if separated during the year)						105000	3.07
5	Aruna Jayantkumar Pandya	70000	2.05	No change during the year			70000	2.05
	At the end of the year (or on the date of separation, if separated during the year)						70000	2.05
6	Mohammad Arshad Shamim	63600	1.86	No change during the year			63600	1.86
	At the end of the year (or on the date of separation, if separated during the year)						63600	1.86
7	Frontline Dealcomm Private Limited	62000	1.81	04/05/2018	-12000	Sale	50000	1.46
	At the end of the year (or on the date of separation, if separated during the year)						50000	1.46
8	Vinay Kumar Agarwal	55500	1.62	No change during the year			55500	1.62
	At the end of the year (or on the date of separation, if separated during the year)						55500	1.62
9	Puneet Yadu Dalmia	53000	1.55	No change during the year			53000	1.55
	At the end of the year (or on the date of separation, if separated during the year)						53000	1.55
10	Satya Narain Tulsian	50000	1.46	No change during the year			50000	1.46
	At the end of the year (or on the date of separation, if separated during the year)						50000	1.46

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

Sl. No.	Director's Name	Shareholding at the beginning of the year		Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweet equity etc.)			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of Shares	Reason	No. of shares	% of total shares of the company
1	Ashesh Agarwal (Managing Director)	No Shareholding in the company						
2	Shashwat Agarwal (Director)	15326	0.45	No change during the year			15326	0.45
	At the end of the year						15326	0.45
3	Subodh Agarwal (Director)	No Shareholding in the company						
4	Gaya Prasad Gupta (Director)	No Shareholding in the company						
5	Manoj Kumar* (Director)	No Shareholding in the company						
6	Kavita Awasthi (Director)	No Shareholding in the company						

* Manoj Kumar has resigned from Directorship of the Company w.e.f. 15th September, 2018

B. Key Managerial Personnel (KMP):

Sl. No.	Name of Key Managerial Personnel (KMP)	Shareholding at the beginning of the year		Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweet equity etc.)			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of Shares	Reason	No. of shares	% of total shares of the company
1	Ashesh Agarwal	No Shareholding in the company						
2	Sanjay Jain	No Shareholding in the company						
3	Disha Bajpai	No Shareholding in the company						

Ms. Radhika Jhunjhunwala has resigned the company from the post of Company Secretary cum Compliance Officer w.e.f. April 23, 2018 and the Board has appointed Ms. Disha Bajpai as Company Secretary cum Compliance Officer of the Company w.e.f. October 16, 2018.

V. 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	Nil	5,100,000	Nil	5,100,000
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	5,100,000	Nil	5,100,000
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	5,100,000	Nil	5,100,000
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	5,100,000	Nil	5,100,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sl. No.	Particulars of Remuneration	(In Rupees)			Total Amount
		Name of MD / WTD / Manager			
		Ashesh Agarwal Managing Director	WTD	Manger	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	24,00,000 - -	- - -	- - -	24,00,000 - -
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	- - -	- - -	- - -	- - -
5.	Others, Please specify	-	-	-	-
	Total (A)	24,00,000	-	-	24,00,000
	Ceiling as per the Act	Since Profits of the Company was insufficient or inadequate, henceforth, remuneration paid or payable to Mr. Ashesh Agarwal has been determined subject to the provision of Schedule V of the Companies Act, 2013, Though, no remuneration has been paid or payable by the Company to Mr. Ashesh Agarwal, Managing Director of the Company during the financial year 2018-19.			

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Shashwat Agarwal	Subodh Agarwal	Gaya Prasad Gupta	Manoj Kumar*	Kavita Awasthi	
1	Independent Directors						
	• Fee for attending board committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
2	Other Non- Executive Directors						
	• Fee for attending board committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-
	Overall ceiling as the Act	No Remuneration has been paid or payable by the company during the Financial Year 2018-19 and whenever, it is paid, Overall ceiling will be subject to the provisions of Companies Act, 2013.					

* Manoj Kumar has resigned from Directorship of the Company w.e.f. 15th September, 2018

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

(Amt. in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1.09	1.20	2.29
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	- others, specify...				
5	Others, please specify	-	-	-	-
	Total	-	1.09	1.20	2.29

* Since, there is no CEO in the Company, MD of the Company has been categorized as KEY MANAGERIAL PERSONNEL under Section 203 of the Companies Act, 2013, whose remuneration has been given in point no. A.

** Salary of CS and CFO has been shown on accrual basis, though payment of salary may be forthcoming financial year.

*** There have been changes in Key Managerial Personnel(s) due to appointment(s)/resignation(s) of Company Secretary.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V of Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance is as follows:

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

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.

2. BOARD OF DIRECTORS

The Board of Directors of Nikki Global Finance Limited is comprised of 5 (five) Directors. Two are Executive(s) and four are Independent(s). During the Financial Year 2018-19, 11 meetings of the Board were held. These meeting were held on 27-04-2018, 24-05-2018, 09-07-2018, 24-07-2018, 07-08-2018, 28-08-2018, 09-10-2018, 16-10-2018, 06-11-2018, 06-02-2019 and 19-03-2019.

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

Director	Designation	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	Managing Director	11	11	Yes	0
Shashwat Agarwal	Director (Non Independent)	11	11	Yes	6
Subodh Agarwal	Director (Independent)	11	11	No	4
Gaya Prasad Gupta	Director (Independent)	11	11	Yes	3
Manoj Kumar*	Director (Independent)	11	5	No	1
Kavita Awasthi	Director (Independent)	11	9	No	2

Details of familiarization programmes imparted to independent directors during the year, are disclosed on the Company's website i.e. www.nikkiglobal.com.

* Manoj Kumar has resigned from Directorship of the Company w.e.f. 15th September, 2018 and he was entitled to attend only six Board Meetings.

3. AUDIT COMMITTEE

The Audit Committee has been constituted in line with the provisions of the Section 177 of the Companies Act, 2013 readwith Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company consist of Four Directors in total and it is functioning as under:

- (i) The Audit Committee presently consists of the 3 Non-Executive & Independent Directors and 1 Executive Director.
- (ii) All members of the Committee are financially literate and having the requisite financial management expertise.
- (iii) The Chairman of the Audit Committee is an Independent Director.

During the year, the Committee was re-constituted due to appointment and resignation of Director(s) and Composition of Audit Committee is as under :

COMPOSITION

Mr. Gaya Prasad Gupta	Chairman, Non Executive/Independent Director
Mr. Subodh Agarwal	Member, Non Executive/Independent Director
Mrs. Kavita Awasthi	Member, Non Executive/Independent Director
Mr. Shashwat Agarwal	Member, Executive Director

Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Gaya Prasad Gupta	4	4
Mr. Subodh Agarwal	4	4
Mr. Manoj Kumar*	4	2
Mrs. Kavita Awasthi	4	2
Mr. Shashwat Agarwal	4	4

* Manoj Kumar has resigned from Directorship of the Company w.e.f. 15th September, 2018.

Terms of Reference:

The terms of references of the Audit Committee covering the matters specified under Clause 49 of the Listing Agreement / Regulation 18 readwith Part C of Schedule II to the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The terms of reference for the Audit Committee are broadly as under:

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

4. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee has been constituted in line with the provisions of the Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Stakeholders Relationship Committee of the Company comprises of 3 directors, its composition is as under:

During the year, the Committee was re-constituted due to appointment and resignation of Director(s) and Composition of Audit Committee is as under :

Mr. Subodh Agarwal	Chairman (Non-Executive/Independent Director)
Mrs. Kavita Awasthi	Member, Non-Executive Director/Independent Director
Mr. Gaya Prasad Gupta	Member, Non-Executive Director/Independent Director

Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Subodh Agarwal	4	4
Mr. Manoj Kumar*	4	2
Mrs. Kavita Awasthi	4	2
Mr. Gaya Prasad Gupta	4	4

* Manoj Kumar has resigned from Directorship of the Company w.e.f. 15th September, 2018.

The Committee has been constituted to specially look into Shareholders grievances such as transfer, de-materialization related matters. The Committee has also been subsisted with the power to approve transfer/transmission, issue of new or duplicate certificates, sub-divisions of shares or spit of shares and all other related matters of shares.

There were no complaints pending as on 31.03.2019.

Our Company Secretary cum Compliance Officer of the Company, Ms. Radhika Jhunjhunwala has resigned the Company w.e.f. April 23, 2018 and the Board has appointed Ms. Disha Bajpai as Company Secretary cum Compliance Officer of the Company w.e.f. October 16, 2018 who is providing secretarial support to the committees.

Ms. Neha Jain, Practising Company Secretary, Kanpur is conducting Reconciliation of Share Capital Audit Report of the Company.

5. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been constituted in line with the provisions of the Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Stakeholders Relationship Committee of the Company comprises of three (3) directors.

During the year, the Committee was re-constituted due to appointment and resignation of Director(s) and Composition of Audit Committee is as under :

Mrs. Kavita Awasthi	Chairman, Non Executive/Independent Director
Mr. Subodh Agarwal	Member, Non Executive/Independent Director
Mr. Gaya Prasad Gupta	Member, Non Executive/Independent Director

Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Manoj Kumar*	4	2
Mrs. Kavita Awasthi	4	2
Mr. Subodh Agarwal	4	4
Mr. Gaya Prasad Gupta	4	4

* Manoj Kumar has resigned from Directorship of the Company w.e.f. 15th September, 2018.

No sitting fees have been paid by the Company to any Directors for attending Board Meetings or any Committee Meetings during the financial year 2018-19.

The Nomination and Remuneration Committee shall identify persons who are qualified to become directors of the company and who may be appointed in senior management in accordance with criteria laid down by the company. It recommends to the Board for their appointment as Directors or at senior management level.

The Committee had been consulted to review and approve the annual salaries, commission, service management and other employment conditions for the executive directors.

Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in line with the requirements of the Companies Act, 2013 and Clause 49/Regulation 19 read with Part D of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the Committee are broadly as under:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Company has not paid any remuneration to Mr. Ashesh Agarwal, Managing Director and other executive directors also during the financial year 2018-19.

The Company has also not paid any remuneration such as sitting fees, commission to any other directors (Non-executive or Independent) during the financial year 2018-19.

COMPLIANCE OFFICER:

During the year, our Company Secretary cum Compliance Officer of the Company, Ms. Radhika Jhunhunwala has resigned the Company w.e.f. April 23, 2018 and the Board has appointed Ms. Disha Bajpai as Company Secretary cum Compliance Officer of the Company w.e.f. October 16, 2018 who is providing secretarial support to the committees.

PERFORMANCE EVALUATION OF THE BOARD, DIRECTORS AND COMMITTEES:

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 SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, 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.

Independent Directors Meeting

During the year under review, the Independent Directors met on 29th March, 2019, 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

(a) Details of last three AGMs held:

Year	Date	Venue	Time
2018-19	28.09.2018	Mehta Farm, Village – Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi - 110071	11:00 A.M.
2017-18	29.09.2017	Mehta Farm, Village – Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi - 110071	11:00 A.M.
2016-17	30.09.2016	Mehta Farm, Village – Chhawla, beyond BSF Camp, Rajokari, Najafgarh Road, New Delhi - 110071	3:30 P.M.

(b) Businesses:

Year	Special Resolution passed for:
2018-19	1. Re-appointment of Mr. Ashesh Agarwal as Managing Director of the Company for further period of three years effective from 01.09.2018 to 31.08.2021.
2017-18	No Special resolution was passed at Annual General Meeting held in the year 2017.
2016-17	1. Authorization to enter in contracts and /or arrangements with Related Party under Section 188 of the Companies Act, 2013 2. To borrow sum or sums of money which may exceed aggregate for time being of the paid up capital and free reserves which shall not exceed the Rs. 50 Crores.

A Special Resolution under Section 186 of the Companies Act, 2013 read with rules made thereunder was passed through postal ballot during the year 2016-17:-

2016-17	To make investments, give loans, guarantees and provide securities beyond prescribed limits under Section 186 but upto Rs. 50 Crores and ratification/rectification of all earlier transactions.
---------	--

No Special Resolution through Postal Ballot was passed during the years 2017-18 and 2018-19.

- c) Whether any special resolution is proposed to be conducted through postal ballot:
No Special Resolution is proposed to be passed at ensuing Annual General Meeting of the Company through Postal Ballot.
- d) Procedure for postal ballot: N.A.

7. DISCLOSURES

(a) Basis of related party transactions:

Disclosure on materially significant related transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large – Nil.

Further, transactions with related party(ies) has been made during the ordinary course of business and on arm's length basis.

Policy for related party transactions is placed on website of the Company i.e. www.nikkiglobal.com.

(b) Whistle Blower Policy:

The Company believes in the conduct of the affairs of its various constituents in a fair and transparent manner, by adopting the highest standard of professionalism, honesty, integrity and ethical behaviour and open communication. The Company has Whistle Blower Policy under which the employees are free to report instances of unethical behaviour, violation of laws and regulations and the code of conduct or policies of the Company. The employees can approach the same directly to Chairman of Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

(c) Risk Management:

The Company has a well defined risk management framework in place, further it has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed and the steps were taken by it to mitigate these risks.

(d) There is no inter-se relationships between the Directors of the Company except Mr. Shashwat Agarwal and Mr. Ashesh Agarwal are brothers.

(e) Disclosure of Accounting Treatment:

There have not been any significant changes in accounting policies during the year.

(f) Compliance by the Company:

There are no instances of non-compliances by the Company on any matters related to the capital market, nor have any penalty/strictures been imposed by the Stock Exchanges or SEBI or any other statutory authority on any matter relating to capital market during the Financial Year ended on March 31, 2019.

(8) MEANS OF COMMUNICATION:

The quarterly results are published in English (Business Standard) and Hindi (Business Standard) Newspapers and are also displayed on the Company's website i.e. www.nikkiglobal.com. Half yearly results are not mandatorily applicable on the Company under Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Whether the Management Discussion and Analysis section is part of the Annual report or not: Yes

(9) GENERAL SHAREHOLDER INFORMATION:

(a) Company Registration Details:

The Company Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65999DL1986PLC024493.

(b) Annual General Meeting:

(Day, Date, Time and Venue)

Thursday, September 26, 2019 at 11:00 a.m.

Mehta Farm, Village Chhawla, beyond BSF Camp, Rajkhari, Nazabgarh Road, New Delhi – 110071

(c) Financial Year:

Financial Year – April 1, 2018 to March 31, 2019

(d) Book Closure Date:

September 19, 2019 (Thursday) to September 26, 2019 (Thursday) (both days inclusive).
No Dividend is being declared at ensuing AGM.

(e) Listing:

Equity Shares of the Company are actively listed on BSE.

Scrip Code: 531272

ISIN: INE652D01014

- (i) Bombay Stock Exchange Ltd.
Phirize Jeejeephoy Towers,
Dalal Street, Mumbai – 400001

(f) Market Price Data:

Monthly Open, High, Low and Close price and the trading volumes on BSE of equity shares the Company are hereunder:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Jun-18	11.31	11.31	11.09	11.09	17
Jul-18	10.87	10.87	10.45	10.45	3043
Aug-18	10.25	10.25	8.93	8.93	1454
Sep-18	8.80	8.80	8.00	8.00	600
Oct-18	8.15	8.15	7.50	7.50	1191
Nov-18	7.35	7.35	7.35	7.35	210
Dec-18	7.35	7.35	6.80	6.80	450
Jan-19	6.67	6.93	6.67	6.67	3301
Feb-19	6.54	6.54	6.29	6.41	651
Mar-19	6.41	6.41	6.41	6.41	5

(g) Performance of the Company's Stock Price :



(h) Registrar and Transfer Agents:

Members/Shareholders are requested to correspond with the Company's Registrar and Transfer Agent quoting their Folio No./DP ID & Client ID at the following address:

Skyline Financial Services Private Limited

D-153/A, 1st Floor, Okhla Industrial Area,

Phase-1, New Delhi – 110020

Phone Nos. – 011-26812682-83/64732681-88, Fax No. - 011-26292681

E-mail: admin@skylinerta.com

(i) Share Transfer System:

Securities lodged for transfers are processed and security certificates are returned within a period of fifteen days from the date of its receipt, subject to all documents being valid and complete in all respects. The Board of Directors has delegated the authority for approving transfer, transmission etc. of the Company's Securities to Company Secretary of the Company. The Company obtains a certificate from Company Secretary in practice on half yearly basis certifying that all the compliances with transfer formalities, as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and files it with Stock Exchange(s).

(j) Shareholding Pattern as on March 31, 2019:

Category	No. of Shares	% of Holding
(A) Promoters Holding		
Individuals	266924	7.81
Bodies Corporate	0	0.00
Sub-Total (A)	266924	7.81
 (B) Non Promoters Holding		
(1) Institutions		
Central Govt. / State Govt. / President of India	1200	0.04
Sub-Total (B) (1)	1200	0.04
(2) Non-Institutions		
• Bodies Corporate	526550	15.40
• Individuals	2366609	69.21
• Non Resident Indians	965	0.02
• HUF	257452	7.52
Sub-Total (B) (2)	3151576	92.15
Sub-Total (B)	3152776	92.19
Grand Total (A+B)	3419700	100.00

Distribution Schedule of Equity Shareholder as on March 31, 2019:

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	
1	2	3	4	5
Up To 5,000	778	58.15	1111420	3.25
5001 To 10,000	159	11.88	1426460	4.17
10001 To 20,000	137	10.24	2270910	6.64
20001 To 30,000	52	3.89	1441570	4.22
30001 To 40,000	58	4.33	2069900	6.05
40001 To 50,000	37	2.77	1791590	5.24
50001 To 1,00,000	68	5.08	5199860	15.21
1,00,000 and Above	49	3.66	18885290	55.22
Total	1338	100.00	34197000	100.00

Note: for more details, please refer to MGT 9 attached with this report.

(k) Dematerialization of Equity Shares and its Liquity:

The Company has tie-ups with NSDL and CDSL, the Members can dematerialize their shares by opening accounts with Participants of NSDL and CDSL and can enjoy its liquidity.

(l) The Company has not issued any GDRs/ADRs.

(m) Branches/Plants:

The Company has no branch / Plant.

(n) Payment of Listing Fees:

Annual Listing Fees for the year 2018-19 has not been paid by the Company to BSE.

(o) Payment of Depository Fees:

Annual Custody/Issuer Fess for the year 2018-19 has not been paid by the Company to Depositories (NSDL & CDSL) and it is expected that the same will be paid shortly to CDSL and NSDL.

(p) E-mail ID of Grievance Redressal Division:

ngfltd@rediffmail.com, investors@nikkiglobal.com

(q) Address for correspondence:

For any assistance regarding share transfer and transmission, change of address, non receipt of share certificates, demat and other matters, please write to our Registrar and Share Transfer Agent of the Company at address mentioned at (f) above. For any query on the Annual Report and for any complaints or suggestions, please write to or contact:

Mr. Ashesh Agarwal
Managing Director
Nikki Global Finance Limited
I-9, LGF, Lajpat Nagar-1, New Delhi -110024
Tele Fax: 011-64000323, Mobile No. 09871005526
E-mail: ngfltd@rediffmail.com, investors@nikkiglobal.com
Website: www.nikkiglobal.com

(10) COMPLIANCE WITH DISCRETIONARY REQUIREMENTS AS PER REGULATION 27(1) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH PART (E) OF SCHEDULE II:

The Company has adopted following discretionary requirements of Regulations 27(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-

- (a) Audit Qualifications:** The Company is in regime of the un-audited financial statements.
- (b) Reporting of Internal Auditor:** The Internal Auditor reports directly to Audit Committee of the Company.

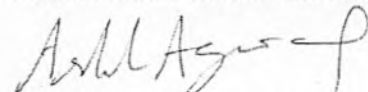
(11) CEO AND CFO CERTIFICATION:

Managing Director and Chief Financial Officer of the Company give annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual compliance certificate given by the Chairman and Managing Director and Chief Financial Officer is attached in Annual report.

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I, Ashesh Agarwal, Managing Director of the Company, hereby declare that, all the members of the Board and the Senior Management personnel have confirmed their compliance with the Code of Conduct for the year ended March 31, 2019.

For Nikki Global Finance Limited



(Ashesh Agarwal)
Managing Director
DIN:02319026

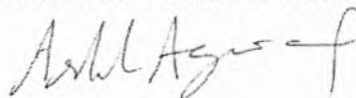
Date: 26.08.2019
Place: New Delhi

CEO/CFO CERTIFICATION
(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

In terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Chairman and Managing Director and Chief Financial Officer of the Company has certified to the Board that:

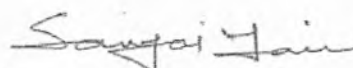
- (a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 - (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 to the auditors and the audit committee that:
- (i) there has not been any significant change in internal control over financial reporting during the year;
 - (ii) there has not been any significant changes in the accounting policies during the year requiring disclosure in the notes to the financial statements;
 - (iii) We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a 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: 26.08.2019



Sanjay Jain
(Chief Financial Officer)

NEHA JAIN
COMPANY SECRETARY

"KAN Chambers"
Office No. 811, 8th Floor,
14/113, Civil Lines,
Kanpur-208001
Tel: 0512-2332397
Email: nehajain115@gmail.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,
The Members,
NIKKI GLOBAL FINANCE LIMITED
I-9,LGF, Lajpat Nagar I
New Delhi 110024

We have examined the relevant registers, records and disclosures received from the Directors of NIKKI GLOBAL FINANCE LIMITED (hereinafter referred to as "the Company") having CIN: L65999DL1986PLC024493 and having its registered office at, I-9,LGF, LAJPAT NAGAR I NEW DELHI 110024 produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause (10)(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its Officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.



NEHA JAIN
COMPANY SECRETARY

"KAN Chambers"
Office No. 811, 8th Floor,
14/113, Civil Lines,
Kanpur-208001
Tel: 0512-2332397
Email: nehajain115@gmail.com

S.N.	Name of Director	DIN	Latest Date of Appointment/Re-appointment at current designation
1.	SHASHWAT AGARWAL	00122799	28/09/2007
2.	SUBODH AGARWAL	00122844	28/09/2014
3.	GAYA PRASAD GUPTA	00335302	29/09/2014
4.	ASHESH AGARWAL	02319026	07/08/2018
5.	KAVITA AWASTHI	03106803	29/09/2015

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

NEHA JAIN
(Company Secretary)
NEHA JAIN
COMPANY SECRETARY

C.P. No. 10628

FCS No.: 8123
C P No.: 10628

Place: Kanpur
Date: August 26, 2019

Management Discussion & Analysis

ECONOMIC OVERVIEW

The economic conditions in the country in the current fiscal have been challenging with inflation being the major factor driving economic policy. Policy formulation has become more complicated and Indian rupee has tended to remain weak against major international currencies. There was overall slowdown in the economy of the country.

FINANCIAL PERFORMANCE

During the year, the Company earned net profit of Rs. 5,454.20 and it is expected that the company will perform better in coming years.

OPPORTUNITIES AND STRENGTHS

The Company is searching for new avenues. Your company continues to focus on the diversification its business activities. Although business opportunities are available, additional resources continues to be constraint.

BUSINESS OVERVIEW

The company has good recognition among its shareholders spread throughout country. The company has evolved new vision and focus. The company has a strategy to diversify its business activities in coming years.

RISKS AND CONCERNS

The Capital market industry in which your Company is operating is subject to extensive regulation. The Company evaluates the technological obsolescence and the associated risk and makes investment accordingly

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has satisfactory internal control system. The Company has an adequate system of internal controls to ensure accuracy of accounting records, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the management. An internal audit is carried out by eminent professional. An internal team of inspection also regularly visits office of the Company for ensuring regulatory compliance. Post audit reviews are also carried out to ensure follow up on the observations made.

HUMAN CAPITAL

The company recognizes that its success is deeply embedded in the success of the human resources. The company has significantly scaled up its activities through investment in people and infrastructure. The company nurtures its employees through healthy working atmosphere that ensures equal opportunity for growth and challenge to all the equal

opportunity for growth and challenge to all employees. The company believes in creating business leaders by employing best talent in the industry, providing opportunities, empowerment by delegations, training and taking care of their growth.

DISCLOSURES

During the year, the Company has not entered into any transactions of material nature with its promoters, the directors or the management, relatives etc. that may have potential conflict with the interest of the Company at large.

All the transactions with related party(ies) are made in ordinary course of business and on arm's length basis.

CAUTIONERY 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.



RAJANI MUKESH & ASSOCIATES

Chartered Accountants

503, Prem Ratan Vatika,

7/180, Swaroop Nagar, Kanpur – 208 002.

Phones: Off. 9129869854, Mob : 09839035251, 09307929209

e-mail : rajani.ca@gmail.com

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of Nikki Global Finance Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 05 July, 2018.
2. This report contains details of compliance of conditions of Corporate Governance by Nikki Global Finance Limited ('the Company') for the year ended 31 March, 2019 as stipulated in regulations 17 to 27, clause (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with the Bombay Stock Exchange Limited (referred to as the 'Stock exchange').

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended 31 March 2019.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.



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7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

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

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For RAJANI MUKESH & ASSOCIATES
CHARTERED ACCOUNTANTS**



**Place: Kanpur
Date: 28.05.2019**



RAJANI MUKESH & ASSOCIATES

Chartered Accountants

503, Prem Ratan Vatika,

7/180, Swaroop Nagar, Kanpur – 208 002.

Phones: Off. 9129869854, Mob : 09839035251, 09307929209

e-mail : rajani.ca@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Nikki Global Finance Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of M/s **Nikki Global Finance Limited, I-9, LGF, Lajpat Nagar-1, New Delhi -110024** which comprise the Balance Sheet as at **31st March 2019**, and the statement of Profit and Loss and 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 there under.

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, 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;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) 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.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i) The Company has disclosed the impact of 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 by the Company to the Investor Education and Protection Fund.

**For RAJANI MUKESH & ASSOCIATES,
CHARTERED ACCOUNTANTS**

FRN.: 004072C



(C.A. MUKESH RAJANI)

Proprietor. 073098

M. No.: 073098

PAN: AANPR6167J

Date: 28.05.2019

Place: New Delhi

"Annexure A" to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements of the Company for the year ended March 31, 2019:

(i) In respect of its fixed assets:

- (a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b)** As explained to us, fixed assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c)** No immovable properties are held by the Company, so this clause of the Order is not applicable.

(ii) In respect of its inventory:

- (a)** As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals/ (at the end of the year) by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received. In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification of stocks as compared to book records.

(iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:

According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.

- (iv)** In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 185 and section 186 of the Companies Act, 2013.
- (v)** The company has not received any public deposits during the year.
- (vi)** As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.



(vii) In respect of statutory dues:

- (a)** According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities.
- (b)** According to the information and explanations given to us, the disputed statutory dues in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues that have not been deposited on account of matters pending before appropriate authorities are as follows:

Nature of dues / Payments	Amount due (Rs. In Lacs)	Period of which the amount Relates	Forum where amount is pending
Income Tax	1.04	A.Y.2010-11	CIT Appeal Kanpur
Income Tax	14.56	A.Y.2011-12	CIT Appeal Kanpur
Income Tax	8.33	A.Y.2012-13	CIT Appeal Kanpur
Income Tax	6.82	A.Y.2013-14	CIT Appeal Kanpur
Income Tax	1.91	A.Y.2014-15	CIT Appeal Kanpur
Income Tax	1.80	A.Y.2015-16	CIT Appeal Kanpur
Income Tax	7.65	A.Y.2016-17	CIT Appeal Kanpur

*the above has not been acknowledged as debt as on 28.05.2019.

- (viii)** In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (ix)** The company has not raised any money by way of initial public offer or further public offer and has not obtained any term loans during the year, so this para of the Order is not applicable.
- (x)** To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (xi)** In our opinion and according to the information and explanations given to us, the Company has paid and provided the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- (xii)** The Company is not a Nidhi Company, so this para of the Order is not applicable.



- (xiii) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and section 188 of the Companies Act, 2013 and all details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully convertible debentures during the year under review, so this para of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or person connected with him, so this para of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

**For RAJANI MUKESH & ASSOCIATES,
CHARTERED ACCOUNTANTS**

FRN: 004072C



(C.A. MUKESH RAJANI)

Proprietor

M. No.: 073098

PAN: AANPR6167J

Date: 28.05.2019

Place: New Delhi

“Annexure B” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of Nikki Global Finance Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the



transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**For RAJANI MUKESH & ASSOCIATES,
CHARTERED ACCOUNTANTS
FRN.: 004072C**


(C.A. MUKESH RAJANI)
Proprietor

**M. No.: 073098
PAN: AANPR6167J**

Date: 28.05.2019
Place: New Delhi

NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110 024
CIN : L65999DL1986PLC024493
BALANCE SHEET AS AT 31.03.2019

(In Rs.)

Balance Sheet as at	Note	31.03.2019	31.03.18
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	3,41,97,000.00	3,41,97,000.00
Reserves and surplus	2.2	(1,63,89,183.23)	(1,63,94,637.43)
		1,78,07,816.77	1,78,02,362.57
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	2.3	51,00,000.00	51,00,000.00
Deferred tax liabilities (Net)	2.4	21,683.96	21,648.14
Other Long term liabilities	2.5	3,91,60,020.00	4,33,68,652.00
		4,42,81,703.96	4,84,90,300.14
Current liabilities			
Trade payables		-	-
Other current liabilities	2.6	2,86,12,698.50	2,86,10,014.98
Short-term provisions	2.7	67,380.00	1,73,548.00
		2,86,80,078.50	2,87,83,562.98
TOTAL		9,07,69,599.23	9,50,76,225.69
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	2.8	18,101.00	18,101.00
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		18,101.00	18,101.00
Non-current investments	2.9	75,01,100.00	75,01,100.00
Deferred tax assets (net)		-	-
Long-term loans and advances	3.0	6,72,14,258.20	6,87,01,574.20
Other non-current assets		-	-
		7,47,33,459.20	7,62,20,775.20
Current assets			
Current investments		-	-
Inventories	3.1	7,31,149.40	10,28,109.15
Trade receivables	3.2	56,27,165.44	82,09,371.75
Cash and cash equivalents	3.3	2,54,186.19	1,77,018.59
Short-term loans and advances		-	-
Other current assets	3.4	94,23,639.00	94,40,951.00
		1,60,36,140.03	1,88,55,450.49
TOTAL		9,07,69,599.23	9,50,76,225.69

In terms of our attached report of even date
For Rajan Mukesh & Associates,

Chartered Accountants

FRN: 004072G

CA. Mukesh Rayan

(Proprietor)

M. NO. 073098

PAN: AAAPR5167Z

M. NO. 073098

For Nikki Global Finance Limited

Ashesh Agarwal
(Managing Director)
(DIN : 02319026)

Gaya Prasad Gupta
(Director)
(DIN : 00335302)

FOR NIKKI GLOBAL FINANCE LIMITED

Place: New Delhi

Date: 28.05.2019

For Nikki Global Finance Ltd.

Sayaj Singh
Chief Financial Officer

COMPANY SECRETARY

NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110 024
CIN : L65999DL1986PLC024493
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019

(In Rs.)

Statement of Profit and Loss for the	Note	31.03.2019	31.03.2018
Revenue from operations	3.5	1,62,97,876.90	2,41,10,150.55
Other income	3.6	13,53,179.29	28,20,661.20
Total Revenue		1,76,51,056.19	2,69,30,811.75
Expenses			
Purchases of Stock-in-Trade	3.7	1,60,83,850.50	2,41,73,404.79
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	3.8	2,96,959.75	2,02,506.85
Employee benefits expense	3.9	5,76,970.00	6,24,647.00
Finance costs	4.0	3,663.92	1,651.22
Depreciation and amortization expense	4.1	-	-
Other expenses	4.2	6,82,242.00	15,21,863.18
Total expenses		1,76,43,686.17	2,65,24,073.04
Profit before exceptional items and tax		7,370.02	4,06,738.71
Exceptional items		-	-
Profit before tax		7,370.02	4,06,738.71
Tax expense:	4.3		
Current tax		1,880.00	-
Deferred tax		35.82	42.14
Profit (Loss) for the period from continuing operations		5,454.20	4,06,696.57
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit (Loss) for the period		5,454.20	4,06,696.57
Earnings per equity share:	4.4		
Basic		0.00	0.12
Diluted		0.00	0.12

In terms of our attached report of even date

For Rajan Mukesh & Associates,

Chartered Accountants

FRN : 004072C

ACCOUNTANTS

CA Mukesh Rajani

(Proprietor)

M. NO. 473098

PAN : AANPR6167J

For Nikki Global Finance Limited

Ashesh Agarwal

Ashesh Agarwal

(Managing Director)

(DIN : 02319026)

Gaya Prasad Gupta

Gaya Prasad Gupta

(Director)

(DIN : 00335302)

For Nikki Global Finance Ltd.

Sagar Jain
Chief Financial Officer

FOR NIKKI GLOBAL FINANCE LIMITED

DSB

COMPANY SECRETARY

NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110024
CIN : L65999DL1986PLC024493

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 2019

2.1 Share Capital

(In Rs.)

Particular	31-03-2019	31-03-2018
Authorised		
4000000 (4000000) Equity Shares of ` 10/- Par Value	4,00,00,000.00	4,00,00,000.00
	4,00,00,000.00	4,00,00,000.00
Issued		
3419700 (3419700) Equity Shares of ` 10/- Par Value	3,41,97,000.00	3,41,97,000.00
	3,41,97,000.00	3,41,97,000.00
Subscribed		
3419700 (3419700) Equity Shares of ` 10/- Par Value	3,41,97,000.00	3,41,97,000.00
	3,41,97,000.00	3,41,97,000.00
Paidup		
3419700 (3419700) Equity Shares of ` 10/- Par Value	3,41,97,000.00	3,41,97,000.00
Fully Paidup		
	3,41,97,000.00	3,41,97,000.00

Holding More Than 5%

Particular	31-03-2019	% Held	31-03-2018	% Held
KAMAL KISHORE CHAURASIA	2,51,498.00	7.35	2,51,498.00	7.35

Reconciliation

Particular	31-03-2019		31-03-2018	
	Number of Share	Amount	Number of Share	Amount
Number of shares at the beginning	34,19,700.00	3,41,97,000.00	34,19,700.00	3,41,97,000.00
Add : Issue	-	-	-	-
Less : Bought Back	-	-	-	-
Others	-	-	-	-
Number of shares at the end	34,19,700.00	3,41,97,000.00	34,19,700.00	3,41,97,000.00

2.2 Reserve and Surplus

Particular	31-03-2019	31-03-2018
Hedging Reserve – Opening	1,08,000.00	1,08,000.00
Addition	-	-
Deduction	-	-
	1,08,000.00	1,08,000.00
Profit and Loss Opening	(1,65,02,637.43)	(1,69,09,334.00)
Amount Transferred From Statement of P&L	5,454.20	4,06,696.57
	(1,64,97,183.23)	(1,65,02,637.43)
	(1,63,89,183.23)	(1,63,94,637.43)



NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110024
CIN : L65999DL1986PLC024493

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 2019

2.3 Long Term Borrowings

Particular	31-03-2019	31-03-2018
Others		
Unsecured		
P SAJI TEXTILES LIMITED	51,00,000.00	51,00,000.00
	51,00,000.00	51,00,000.00

2.4 Deferred Taxes

Particular	31-03-2019	31-03-2018
Deferred Tax Liabilities	21,683.96	21,648.14
	21,683.96	21,648.14

2.5 Other Long Term Liabilities

Particular	31-03-2019	31-03-2018
Trade Payables		
others		
SHASHWAT AGARWAL	3,73,90,199.00	3,73,91,349.00
SKYLINE FINANCIAL SERVICES P LTD.	(1,12,279.00)	603.00
NATIONAL SECURITIES DEPOSITORY LTD.	-	(6,900.00)
NEW E WORLD SERVICES LTD.	-	41,00,000.00
BIG BROKERS HOUSE STOCKS LIMITED (TRADING A/C)	18,82,100.00	18,83,600.00
	3,91,60,020.00	4,33,68,652.00

2.6 Other Current Liabilities

Particular	31-03-2019	31-03-2018
Others		
TDS PAYABLE	1,023.00	1,659.00
HDFC BANK	2,86,11,675.50	2,86,08,355.98
	2,86,12,698.50	2,86,10,014.98



NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110024
CIN : L65999DL1986PLC024493

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 2019

2.7 Short Term Provisions

Particular	31-03-2019	31-03-2018
Others		
PROVISION FOR TAX	1,880.00	85,048.00
SALARY PAYABLE	40,500.00	63,500.00
AUDIT FEES PAYABLE	25,000.00	25,000.00
	67,380.00	1,73,548.00

2.9 Non-current investments

Particular	31-03-2019	31-03-2018
Investments in Equity Instruments	75,00,100.00	75,00,100.00
Security Deposit with Govt. Dept.	1,000.00	1,000.00
	75,01,100.00	75,01,100.00

3.0 Long-term loans and advances

Particular	31-03-2019	31-03-2018
Loans and advances to others		
Unsecured considered good		
ABHINAV TOSHNIWAL	3,75,000.00	3,75,000.00
AMBER KANKANE	24,00,000.00	24,00,000.00
DINESH KUMAR PAHUJA	3,75,000.00	3,75,000.00
H.M.S. INTERNATIONAL	40,51,100.56	36,56,228.56
HARVIR SINGH	10,00,000.00	10,00,000.00
HEMA PAHUJA	7,50,000.00	7,50,000.00
IMMORTAL HEALTH PVT. LTD. (MISSION)	40,00,000.00	40,00,000.00
KPL PACKGING PVT. LTD.	25,00,000.00	25,00,000.00
KSM EXPORTS LIMITED	25,00,000.00	25,00,000.00
LE MAK EXPORTS PRIVATE LIMITED	-	43,12,188.00
NIRBHARNAT MANAGEMENT CONSULTANTS LTD.	(51,000.00)	-
MOHD. SAJID	34,72,000.00	31,36,000.00
MOHD. TAHIR	34,72,000.00	31,36,000.00
RAHUL MEHTA	6,50,000.00	6,50,000.00
RAJEEV TOSHNIWAL	7,50,000.00	7,50,000.00
SAGAR KRISHI YANTRA PVT. LTD.	4,80,000.00	4,80,000.00
SKYLINE INFRA HEGHITS P. LTD.	1,00,00,000.00	1,00,00,000.00
SAKSHI TANDON	19,70,000.00	-
VASUNDHRA CAPITAL & SECURITIES LTD.	31,71,157.64	31,71,157.64
CITYON NANO TECHNOLOGY PVT LTD	(1,51,000.00)	10,000.00
WM BLUE CHIP INVESTMENT SERVICES PVT. LTD.	2,55,00,000.00	2,55,00,000.00
	6,72,14,258.20	6,87,01,574.20



NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110024
CIN : L65999DL1986PLC024493

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 2019

3.1 Inventories

Particular	31-03-2019	31-03-2018
Others		
CLOSING STOCK- QUOTED SHARES	7,31,149.40	10,28,109.15
	7,31,149.40	10,28,109.15

3.2 Trade receivables

Particular	31-03-2019	31-03-2018
Trade Receivable		
Secured considered good		
Within Six Months		
APPS & MOBILE	2,00,000.00	2,00,000.00
BAJAJ CAPITAL	10,553.00	10,553.00
CITYON SYSTEMS INDIA LTD.	8,25,000.00	33,25,000.00
HORIZON PORTFOLIO LTD .(TRADING A/C)	2,37,119.36	3,19,325.67
SHOBHAGYA CAPITAL OPTIONS. LTD	50,000.00	50,000.00
SHREE MAHALAXMI COMMODITIES	43,04,493.08	43,04,493.08
	56,27,165.44	82,09,371.75

3.3 Cash and cash equivalents

Particular	31-03-2019	31-03-2018
Cash in Hand	10,612.00	88,937.00
Balances With Banks		
Current Account		
BANK OF INDIA	41,812.95	44,679.95
HDFC BANK NEW A/C	2,01,761.24	34,428.14
SBI	-	8,973.50
	2,54,186.19	1,77,018.59

3.4 Other current assets

Particular	31-03-2019	31-03-2018
T.D.S. A.Y. 2012-13	1,55,897.00	1,55,897.00
T.D.S. A.Y. 2016-17	12,970.00	12,970.00
T.D.S. A.Y. 2017-18	16,589.00	16,589.00
T.D.S. A.Y. 2018-19	1,72,856.00	1,72,856.00
T.D.S. A.Y. 2019-20	67,736.00	-
MAT CREDIT ENTITLEMENT	-	85,048.00
SECURITY FORFEITURE A/C	89,82,591.00	89,82,591.00
JENNIFER HELGESON SARANG (RENT SECURITY)	15,000.00	15,000.00
	94,23,639.00	94,40,951.00



NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110024
CIN : L65999DL1986PLC024493

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 2019

3.5 Revenue from operations

Particular	31-03-2019	31-03-2018
Sale of Products		
Other Goods		
SALES	1,62,97,876.90	2,41,10,150.55
	1,62,97,876.90	2,41,10,150.55

3.6 Other income

Particular	31-03-2019	31-03-2018
Interest	13,49,352.00	26,57,505.00
Dividend		
DIVIDEND	-	2,010.00
Miscellaneous		
OTHER INCOME	-	1,61,146.00
M TO M	3,827.29	
BALANCE WRITTEN OFF	-	0.20
	13,53,179.29	28,20,661.20

3.7 Purchases of Stock-in-Trade

Particular	31-03-2019	31-03-2018
Stock in Trade		
PURCHASES	1,60,83,850.50	2,41,73,404.79
	1,60,83,850.50	2,41,73,404.79

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

Particular	31-03-2019	31-03-2018
Opening		
Other	10,28,109.15	12,30,616.00
	10,28,109.15	12,30,616.00
Closing		
Other	7,31,149.40	10,28,109.15
	7,31,149.40	10,28,109.15
Increase/Decrease		
Other	2,96,959.75	2,02,506.85
	2,96,959.75	2,02,506.85



NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110024
CIN : L65999DL1986PLC024493

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 2019

Details of Changes in Inventory

Particular	31-03-2019	31-03-2018
Other		
STOCK	2,96,959.75	2,02,506.85
	2,96,959.75	2,02,506.85

3.9 Employee benefits expense

Particular	31-03-2019	31-03-2018
Salary Wages & Bonus		
SALARIES	5,76,970.00	6,24,647.00
	5,76,970.00	6,24,647.00

4.0 Finance costs

Particular	31-03-2019	31-03-2018
BANK CHARGES	3,663.92	1,651.22
	3,663.92	1,651.22

4.2 Other expenses

Particular	31-03-2019	31-03-2018
Administrative and General Expenses		
Telephone Postage		
Telephone Expenses	2,855.00	12,080.00
Postage Expenses	1,150.00	5,630.00
Printing Stationery		
Printing	2,835.00	11,185.00
Auditors Remuneration		
Audit Fees	25,000.00	25,000.00
Repairs Maintenance Expenses		
Others	2,535.00	9,485.00
Travelling Conveyance		
TRAVELLING EXP.	-	14,270.00
CONVEYANCE EXP.	7,555.00	12,975.00
Legal and Professional Charges		
LISTING FEES (BSE)	2,95,000.00	2,87,500.00
Selling Distribution Expenses		
Advertising Promotional Expenses		
ADVERTISEMENT EXP	1,96,602.00	2,01,454.00
Other Expenses		
COMPUTER EXP.	2,770.00	5,945.00
DEMAT CHARGES	-	2,605.40
OFFICE EXP	4,825.00	13,700.00
ROC EXP	-	9,600.00
M TO M EXP.	-	17,538.78
FEES & SUBSCRIPTION	2,360.00	-
A G M EXPENSES	5,000.00	29,600.00
DEPOSITARY SERVICE CHARGES	39,212.00	26,600.00
LEGAL EXP.	25,700.00	250.00
MISC. EXP.	225.00	250.00
RENT A/C	36,000.00	7,62,000.00
SHARE TRANSFER AGENT FEES	27,118.00	69,195.00
WEBSITE MAINTENANCE EXP.	5,500.00	5,000.00
	6,82,242.00	15,21,863.18



NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110024
CIN : L65999DL1986PLC024493

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 2019

4.3 Tax expense

Particular	31-03-2019	31-03-2018
Tax Expense		
CURRENT TAX	1,880.00	1,79,242.00
	1,880.00	1,79,242.00

4.4 Earnings per equity share

Particular	31-03-2019	31-03-2018
Earnings Per Equity Share		
Basic		
Basic EPS Before Extra Ordinary Item	0.00	0.12
Extra Ordinary Item Adjustment	-	-
Diluted		
Diluted EPS Before Extra Ordinary Item	0.00	0.12
Extra Ordinary Item Adjustment	-	-
Number of Shares used in computing EPS		
Basic	34,19,700.00	34,19,700.00
Diluted	34,19,700.00	34,19,700.00
Weighted Average Number of shares		
Number of Shares for basic EPS calculation		
Number of shares for dilutive calculation	34,19,700.00	34,19,700.00

In terms of our attached report of even date

For Rajni Mukesh & Associates

Chartered Accountants,

ERN: 003074

RAJNI MUKESH & ASSOCIATES

Chartered Accountants

Proprietor

M. No. 073098

PAN: AANBR5167J

M. No. 073098

Place: New Delhi

Date: 28.05.2019

For Nikki Global Finance Limited

Ashesh Agarwal

Ashesh Agarwal

(Managing Director)

(DIN : 02319026)

Gaya Prasad Gupta

(Director)

(DIN : 00335302)

For Nikki Global Finance Ltd.

Sangai Jain
Chief Financial Officer

2.8 Tangible assets

Particular	Gross			
	Opening	Addition	Deduction	Closing
Equipments	18,101.00			18,101.00
Grand Total	18,101.00	-	-	18,101.00
Previous	18,101.00	-	-	18,101.00



NIKKI GLOBAL FINANCE LIMITED
I-9, LGF, LAJPAT NAGAR-1, NEW DELHI -110 024
CIN : L65999DL1986PLC024493

Asset	Rate of Depreciation	Additional Depreciation	WD 31.1
Plant & Machinery	15%	0%	
Total Rupees			



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2019

In Rs.

	Year Ended 31-Mar-19 Amount (Rs.)	Year Ended 31-Mar-18 Amount (Rs.)
Cash flows from operating activities		
Net Profit/(Loss) as per Profit & Loss A/c Before Tax	7,370.02	4,06,738.71
Adjustments for :		
Depreciation	-	-
P/P Expenses	-	-
Income Tax	1,880.00	-
Other Adjustments	35.82	(42.14)
Operation profit before working capital changes	5,454.20	4,06,696.57
Change in Current Asset	28,96,478.06	(81,21,719.90)
Change in Current Liabilities	(1,03,484.48)	(91,13,798.02)
NET CASH FROM OPERATING ACTIVITIES	27,98,447.78	(1,68,28,821.35)
Cash flows from investing activities		
Purchase of Investment	-	-
Purchase of fixed Assets	-	-
Sale of fixed Assets	-	-
(Increase)/Decrease in Investment.	-	-
(Increase)/Decrease in Loans & Advances	14,87,316.00	1,06,78,785.80
NET CASH FROM INVESTING ACTIVITIES	14,87,316.00	1,06,78,785.80
Cash flows from Financing activities		
Proceeds from issuance of Share Capital	-	-
Increase/(Decrease) in Unsecured Loans & Non current liabilities	(42,08,596.18)	59,05,403.14
NET CASH FROM FINANCING ACTIVITIES	(42,08,596.18)	59,05,403.14
Net increase/(Decrease) in cash and cash equivalents	77,167.60	(2,44,632.41)
Cash and Cash equivalents beginning of year	1,77,018.59	4,21,651.00
Cash and Cash equivalents at end of year	2,54,186.19	1,77,018.59

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 of Chartered Accountants of India.

In terms of our attached report of even date
For RAJANI MUKESH AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 0040024
CA MUKESH RAJANI
(PROPRIETOR)
M. NO. 7073998
PAN : AANPR6107J3098

Place: NEW DELHI
Date: 28.05.2019

For NIKKI GLOBAL FINANCE LIMITED

Ashish Agarwal
ASHISH AGARWAL
(MANAGING DIRECTOR)
(DIN : 02319026)

Gaya Prasad Gupta
GAYA PRASAD GUPTA
(DIRECTOR)
(DIN : 00335302)

For Nikki Global Finance Ltd.

Sangeeta Jain
Chief Financial Officer

FOR NIKKI GLOBAL FINANCE LIMITED

[Signature]
COMPANY SECRETARY

PROXY FORM

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

33RD ANNUAL GENERAL MEETING – SEPTEMBER 26, 2019

NIKKI GLOBAL FINANCE LIMITED

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

CIN: L65999DL1986PLC024493

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

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

Name:	Address:
E-mail ID:	Signature:

or failing him/her

Name:	Address:
E-mail ID:	Signature:

or failing him/her

Name:	Address:
E-mail ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, September 26, 2019 at 11:00 a.m. at Mehta Farm, Village Chhawla, beyond BSF Camp, Rajkhari, Nazabgarh Road, New Delhi – 110071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Businesses

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2019 including the Balance Sheet and the Profit and Loss Account of the Company for the financial year ended on 31st March, 2019 and notes thereto and the Reports of Board of Directors and Auditor's thereon (Ordinary Resolution).
2. Re-appointment of Mr. Ashesh Agarwal, who retires by rotation (Ordinary Resolution).
3. Ratification of Appointment of M/s Rajani Mukesh & Associates, Chartered Accountants, Kanpur as Statutory Auditor of the Company until the conclusion of next Annual General Meeting of the Company and fixing their remuneration (Ordinary Resolution).

Special Business

4. Re-appointment of Mr. Subodh Agarwal (DIN: 00122844) as Director of the Company for a second term of 5 (five) consecutive years, commencing from 29th September, 2019 to 28th September, 2024.
5. Re-appointment of Mr. Gaya Prasad Gupta (DIN: 00335302) as Director of the Company for a second term of 5 (five) consecutive years, commencing from 29th September, 2019 to 28th September, 2024.
6. Re-appointment of Mrs. Kavita Awasthi (DIN: 03106803) as Director of the Company for a second term of 5 (five) consecutive years, commencing from 26th March, 2020 to 25th March, 2025.

Signed this day of 2019:

Signature of shareholder:

Signature of Proxy holder(s):

Affix 1 Rupees Revenue Stamp

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. 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.

ATTEDANCE SLIP

33RD ANNUAL GENERAL MEETING – SEPTEMBER 26, 2019

NIKKI GLOBAL FINANCE LIMITED

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

CIN: L65999DL1986PLC024493

DP ID/Client ID/Folio No.

No. of shares held

I Certify that I am a member/proxy for the member of the Company.

I, hereby record my presence at the 33rd Annual General Meeting held on Thursday, September 26, 2019 at 11:00 a.m. at Mehta Farm, Village Chhawla, beyond BSF Camp, Rajkhari, Nazabgarh Road, New Delhi – 110071.

Name of the Member -----

Name of the Proxy -----

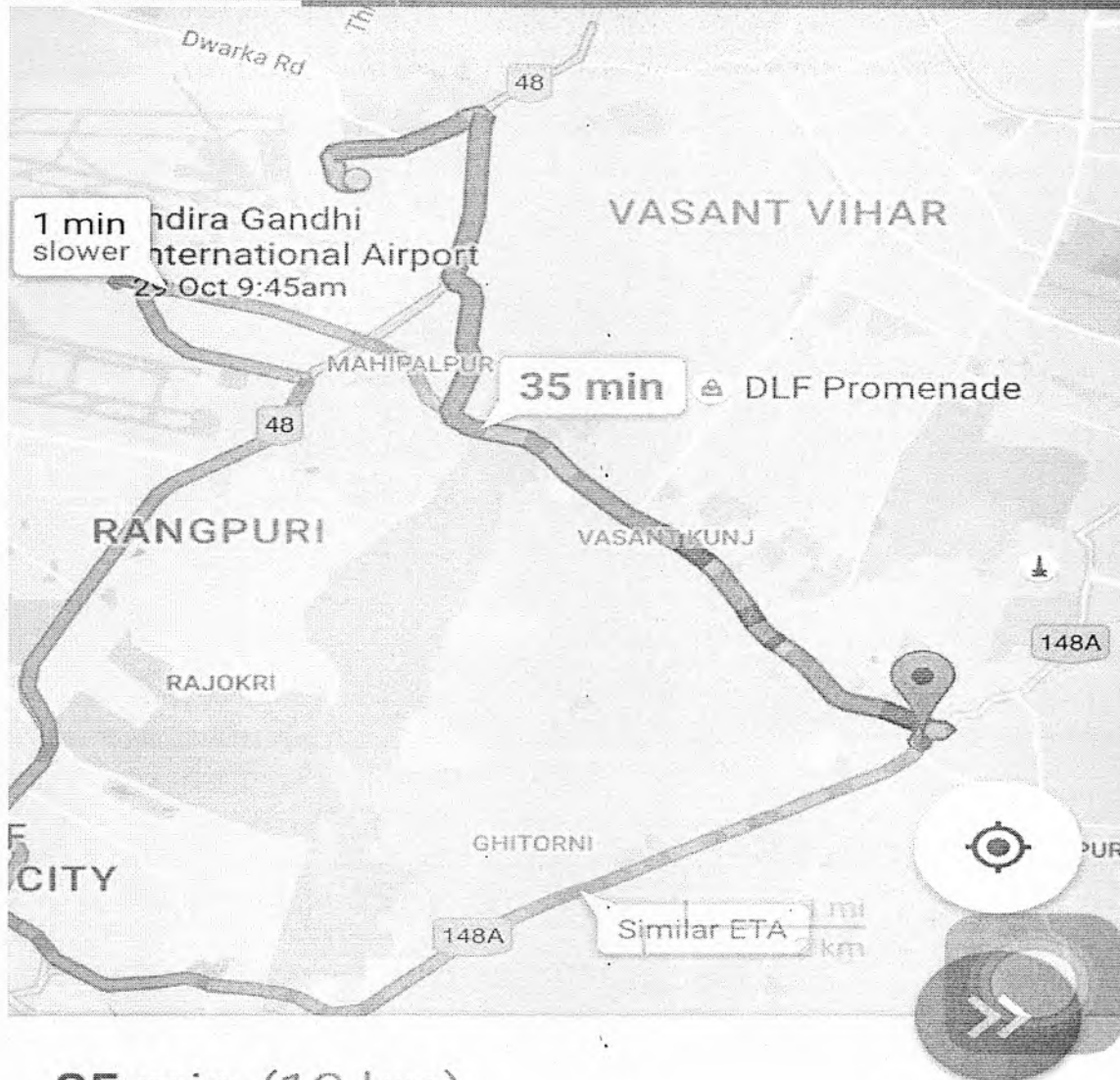
Signature -----

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report for reference at the meeting.

●●○○○ IDEA-H 2:43 PM 54%

← from Indira Gandhi International... to Chattarpur, New Delhi

🚗 36 min 🚆 51 min 🚶 2 hr 🚗 36 min



35 min (12 km)

The usual traffic