

P. R. SINGH & CO.
Company Secretaries

www.thesalahkars.com

**15/258, CIVIL LINES,
KANPUR-01**

**☎. 0512- 2332833, 9919815121
customercare@thesalahkars.com**

**211 A, MURLI BHAWAN,
10 A, ASHOK MARG,
LUCKNOW-01**

**☎. 0522- 4065895, 9935231111
helpdesk.lko@thesalahkars.com**

To,
The Chairman,
Nikki Global Finance Limited
215, Delhi Chambers, Delhi Gate
Delhi-110002

Date: - 25.02.2015

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and E-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at their meeting held on January 5, 2015 in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies

1. I, P. R. Singh, Practicing Company Secretary of Kanpur, have been appointed as the Scrutinizer by the Board of Directors of Nikki Global Finance Limited at its meeting held on January 5, 2015 for scrutinizing the Postal Ballot Process (which includes e-voting also) for passing the following resolution as Special Resolution:

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

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

2. I have given my consent to act as Scrutinizer vide letter dated January 5, 2015. At the meeting of the Board of Directors of Nikki Global Finance Limited, Mr. Ashesh Agarwal (DIN: 02319026), Managing Director made responsible for the entire postal ballot process and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.

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3. The Company had sent Postal Ballot Forms alongwith Notice to the members of the Company whose names appeared in the Register of Members as on January 9, 2015 and completed the dispatch on January 13, 2015:
 - a. In physical mode, the Postal Ballot Forms and Notice through Courier to those shareholders whose email Ids are not registered with the Company and;
 - b. In electronic form, the Postal Ballot Forms and Notice by email through SKYline Financial Services Private Limited, Registrar and Transfer Agent of the Company to those shareholders whose e-mail Ids are registered with the Company.
4. The Company has extended the facility of E-voting to the shareholders, by tying up with the Central Depository Services (India) Limited e-voting.
5. The Postal Ballot Forms received back from the members were kept under safe custody in sealed and tamper proof ballot boxes. All the envelopes received were serially numbered and dated before being put into the sealed ballot boxes.
6. I have considered, for the purpose of our Report, all the Postal Ballot Forms received upto the close of working hours on February 24 and votes cast through electronic mode upto 6:00 p.m. on February 24, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms and voting by electronic means respectively.
7. Reports for voting for resolution has been generated from the e-voting website of CDSL (Central Depository Services (India) Ltd.), by unblocking the data after 6:00 p.m. on February 24, 2015 in presence of two witnesses.
8. All the Postal Ballot Forms received upto the close of working hours on February 24, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were scrutinized and the signatures were verified with the specimen signatures recorded with the Company or details furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company and particulars thereof were entered in the Register of Postal Ballot.
9. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
10. I have not found any defaced or mutilated ballot paper.
11. The Postal Ballot Forms and all other related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation.

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12. Details of Postal ballot forms received/votes cast are as under:

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

In view of the above results, I hereby certify that the Special Resolution has been passed with requisite majority.

13. The Register giving full particulars of all Postal Ballot Forms received/votes cast by electronic means is enclosed for your perusal and record.

You may accordingly declare the results of the shareholders voting by Postal Ballots, in respect of the Resolution given in the Notice dated January 5, 2015 issued under Section 110 of the Companies Act, 2013 and Rules made thereunder.

Place: Kanpur
Date: 25.02.2015

FOR P. R. SINGH & CO



Scrutinizer
FCS
C.P. NO: 4719

Encl.: a/a