

NOTICE

Notice is hereby given that the 37th Annual General Meeting of Shareholders of Nikki Global Finance Limited (CIN: L65999DL1986PLC024493) will be held on Thursday, the 21st day of September, 2023 at 10:00 A.M. at the registered office of the company at 3rd Floor , Eastern and Central Wing, 124 Thapar House, Janpath, New Delhi - 110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2023 and the Reports of Board of Directors and Auditor's thereon.
2. To appoint a director in place of Mr. Shashwat Agarwal (DIN: 00122799), 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 reenactment(s) thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, as recommended by the Board of Directors of the Company M/s Srivastava S & Co. Chartered Accountants (ICAI Firm Registration No. 015187C), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused due to the resignation of Rajani Mukesh & Associates, Chartered Accountants, Kanpur (ICAI Firm Registration No.: 004072C) to hold office for a period of 5 years from the conclusion of this, the 37th Annual General Meeting (AGM) of the Company till the conclusion of the 42st AGM of the Company to be held for the financial year 2027 - 2028 to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT any of the Directors/ KMP of the Company be and are hereby responsible to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 152 read along with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) from time to time or any reenactment thereof for the time being in force), and upon the recommendations of the Nomination and Remuneration Committee, Mr. Rajesh Kumar Pandey (DIN: 09745776) who was appointed as an Additional Director of the Company

at the Board Meeting held on 03.10.2022 and whose designation by virtue of that duly convened Board Meeting was changed to “Managing Director” of the Company and whose term expires at this Annual General Meeting be and is hereby appointed as a director of the Company.

“RESOLVED FURTHER THAT any of the Directors/ KMP of the Company be and are hereby responsible to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 152, 160 and any other applicable provisions (if any) of the Companies Act, 2013, and any rules made there under read with Schedule V of the Companies Act, 2013, and on the recommendations made by the Nomination & Remuneration Committee, Mr. Gyan Singh (DIN: 07385171) who was appointed as an Additional Director of the Company at the Board Meeting held on April 27, 2023 and who holds office up to the date of this Annual General Meeting, be and is hereby elected and appointed as Non-Executive Independent Director of the Company for a term up to five consecutive years commencing from the Annual General Meeting of the Company to the date of the Annual General Meeting to be held in the year 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the Directors or KMPs of the Company be and is hereby authorized to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions (including any modifications and enactments thereof), if any, of the Companies Act, 2013, Mr. Rahul Bahukhandi (DIN: 07845565) who was appointed as Additional director in duly convened board meeting held on 27.06.2023 be and is hereby appointed as a Non-Executive Director and Chairman of the Board of the Directors of the Company w.e.f the date of passing of this resolution subject to retiring by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the Directors or KMPs of the Company be and is hereby authorized to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

For Nikki Global Finance Limited
Sd/-
(Disha Bajpai)
Company Secretary
M. No. - A37897

Place: - New Delhi
Date: - 10.08.2023

NOTES:

1. 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.
2. 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.
3. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 15, 2023 to Thursday, September 21, 2023, both days inclusive.
4. 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.
5. 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:-

1. Name of the Director	Mr. Shashwat Agarwal
Date of Birth	23.12.1961
Date of Appointment on the Board	16.07.1990
Number of Shares held in the Company	Nil
Number of Meetings of the Board attended/held	6/6
Directorships held in other public companies (excluding foreign companies and Government Bodies)	2

Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)	Rich Universe Network Limited Audit Committee Member
Expertise	Business
Relationship between director's inter-se, if any	N/A

2. Name of the Director	Mr. Rajesh Kumar Pandey
Date of Birth	07.06.1976
Date of Appointment on the Board	03.10.2022
Number of Shares held in the Company	Nil
Number of Meetings of the Board attended/held	2/6
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Nil
Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)	Nil
Expertise	Trade and Commerce
Relationship between director's inter-se, if any	N/A

3. Name of the Director	Mr. Gyan Singh
Date of Birth	06.06.1967
Date of Appointment on the Board	27.04.2023
Number of Shares held in the Company	Nil
Number of Meetings of the Board attended/held	0/0
Directorships held in other public companies (excluding foreign companies and Government Bodies)	2
Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)	Rich Universe Network Limited Audit Committee Member
Expertise	Business
Relationship between director's inter-se, if any	N/A

4. Name of the Director	Mr. Rahul Bahukhandi
Date of Birth	14.01.1985
Date of Appointment on the Board	27.06.2023
Number of Shares held in the Company	Nil
Number of Meetings of the Board attended/held	0/0
Directorships held in other public companies (excluding foreign companies and Government Bodies)	2

Chairman/Member in the committees of the Boards of Companies in which he is Director (includes only Audit Committee, Stakeholder relationship Committee and Nomination and Remuneration Committee)	Nil
Expertise	Business
Relationship between director's inter-se, if any	N/A

2. There is no Unclaimed/Unpaid Dividend.
3. Notice of Annual General Meeting with complete Annual Report for the Financial Year 2022-23 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 21, 2023.
4. 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.
5. 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.
6. 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 2022-23 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.

7. Members of the Company can opt any one of the mode for Voting:

- (i) Remote E-voting
- (ii) 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.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on September 15, 2023.

9. 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 National Securities Depository Limited.
- (ii) The facility of voting through Ballot / Poll Paper shall be provided to the Members at the Annual General Meeting who have not yet cast their vote through Remote E-voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The e-voting facility is available from 9.00 a.m. on Monday, September 18, 2023 to 5.00 p.m. on Wednesday, September 20, 2023. The e-voting module shall be disabled by NDSL for voting thereafter. During this period, Members / Beneficial Owners of the Company, holding shares either in physical or dematerialised (demat) form, as on the cut-off date, Friday, September 15, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 15, 2023

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "following steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App

“NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then login using your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned [website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsvaibhav@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@nikkiglobal.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@nikkiglobal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)
 - Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - Book Closure Dates will be from Friday, September 15, 2023 to Thursday, September 21, 2023, (both days inclusive).
 - Mr. Vaibhav Agnihotri of M/s. V. Agnihotri & Associates, Practising Company Secretaries, (Membership No. FCS 10363) has been appointed as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
 - The results of entire e-voting along with Scrutinizer's report shall be placed on the Company's website www.nikkiglobal.com within 2 days of passing resolutions at the AGM of the Company and communicated to stock exchanges, where the shares of the Company are listed.

Contact Details:

Company	:	Ms. Disha Bajpai, Company Secretary, Nikki Global Finance Limited Regd. Office: 3rd Floor, Eastern and Central Wing, 124 Thapar House, Janpath, New Delhi - 110001 CIN: L65999DL1986PLC024493 Cont: 8542836641 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 : +91-1126812682 E-mail: admin@skylinerta.com
Remote e-voting Agency	:	National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone : 1800 1020 990 / 1800 224 430
Scrutinizer	:	Mr. Vaibhav Agnihotri of M/s V. Agnihotri & Associates Practising Company Secretaries Email ID: fcsvaibhav@gmail.com Phone : 9839104031

ATTENDANCE SLIP

37TH ANNUAL GENERAL MEETING – SEPTEMBER 21, 2023

NIKKI GLOBAL FINANCE LIMITED

Regd. Office: 3rd Floor, Eastern and Central Wing, 124 Thapar House, Janpath, New
Delhi – 110001

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 37th Annual General Meeting held on Thursday, September 21, 2023 at 10:00 A.M. at 3rd Floor, Eastern and Central Wing, 124 Thapar House, Janpath, New Delhi – 110001,

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.

PROXY FORM (MGT-11)

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

37TH ANNUAL GENERAL MEETING – SEPTEMBER 21, 2023

NIKKI GLOBAL FINANCE LIMITED

Regd. Office: 3rd Floor, Eastern and Central Wing, 124 Thapar House, Janpath, New
Delhi – 110001,

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 37th Annual General Meeting of the Company, to be held on Thursday, September 21, 2023 at 10:00 A.M. at 3rd Floor, Eastern and Central Wing, 124 Thapar House, Janpath, New Delhi – 110001, and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTION	VOTE	
		FOR	AGAINST
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Directors and Auditors for the financial year 31st March, 2023		
2.	To appoint a director in place of Mr. Shashwat Agarwal (DIN: 00122799), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s Srivastava S & Co. Chartered Accountants as Statutory Auditors for a period of 5 years.		
4.	Regularization of Mr. Rajesh Kumar Pandey as Executive Director of the company.		
5.	Regularization of Mr. Gyan Singh as Non-Executive Independent Director of the company.		
6.	Regularization of Mr. Rahul Bahukhandi as Non-Executive Director and chairman of the company.		

Signed this day of 2023.

Signature of shareholder:

Signature of Proxy holder(s):

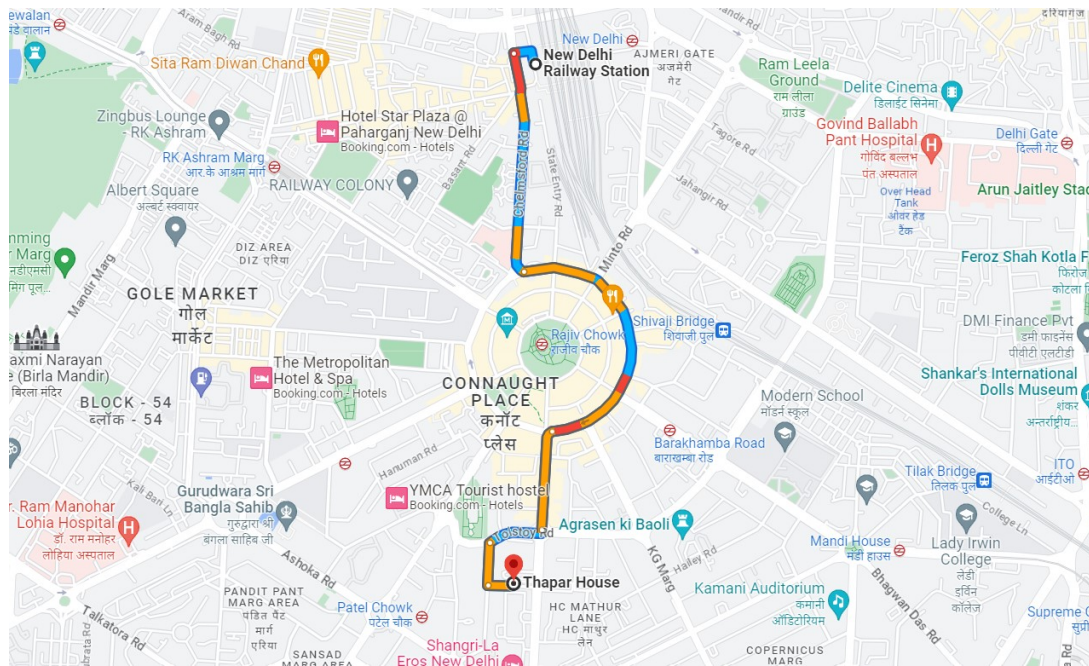
Affix 1 Rupees Revenue Stamp

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.

ROUTE MAP TO THE VENUE OF AGM

3RD FLOOR, EASTERN AND CENTRAL WING, 124 THAPAR HOUSE, JANPATH,
NEW DELHI – 110001



EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item No. 4, Item No. 5 and Item No. 6 of the accompanying Notice dated August 2, 2023:

Item No. 4 :-

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Company at their meeting held on 03rd day of October, 2022 appointed Mr. Rajesh Kumar Pandey (DIN: 09745776) as additional director of the company and also appointed him as Managing Director of the Company for a period of 5 (five) years for a period of 5 (Five) years effective from 03.10.2022 till the Annual General Meeting to be held in the year 2027, subject to approval of the Members of the Company at the ensuing annual general meeting to be held for the Financial Year 2022-23. Further Nomination and Remuneration Committee have recommended to the board of directors to regularize the appointment of Mr. Rajesh Kumar Pandey as a director of the company.

Mr. Rajesh Kumar Pandey has been appointed on such terms and conditions as mutually agreed between him and the board of the company including his tenure as Managing Director.

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

Information about the Appointee:

Background Details - Mr. Rajesh Kumar Pandey has been playing a key role in management of the company since his appointment in the company. His experience in the field of commerce and trade is clearly visible in the performance of the company during the financial year.

Mr. Rajesh Kumar Pandey (47) has very good knowledge of Trade and Commerce with 20+ years of experience in trading in stock market. He has demonstrated strong expertise in stock market trading and speculation activities. He has a strong skillset of handling risk related instruments.

Job profile and his suitability.— Mr. Rajesh Kumar Pandey is entrusted with substantial powers of the management of the company by virtue of Articles of the Company or an agreement with the Company or a resolution passed in its general meeting or by its Board of Directors subject to the superintendence, control and direction of the Board of Directors, regulations made by the company in general meeting and the restrictions imposed by the Companies Act, 2013 and shall do in his power to promote, develop and extend the business of the company.

He has skillfully overseen the company's operations with great effectiveness and efficiency. The demanding business landscape necessitates the regular evaluation of processes, vigilant supervision, and daily decision-making, alongside providing strategic

direction and counsel for enhancing and broadening the company's endeavors. His experienced and well-timed guidance would greatly advantage the company in its pursuit of growth and diversification.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel - Other than entitlements of remuneration as set out above for his services as & Managing Director of Nikki Global Finance Limited, Mr. Rajesh Kumar Pandey has directly or indirectly no other pecuniary relationship with the company or any other Director or managerial personnel of the company.

Keeping in view the expertise and Management skills of Mr. Rajesh Kumar Pandey, the Board of Directors recommends the passing of the proposed resolution as an ordinary resolution in compliance with provisions of the Companies Act, 2013 read with rules made thereunder.

Other than Mr. Rajesh Kumar Pandey, none of other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No. 5 :-

The Board of Directors at their meeting held on 27th April, 2023 appointed Mr. Gyan Singh as an Additional Director of the Company on the recommendation of Nomination and Remuneration Committee. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Additional Director only up to the date of the ensuing Annual General Meeting. Further Nomination and Remuneration Committee have recommended to the board of directors to regularize the appointment of Mr. Gyan Singh as a director in the category of Independent Director.

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

Mr. Gyan Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Gyan Singh as an Independent Director is now being placed before the Members for their approval. The Board of Directors recommends the said resolution for your approval.

Mr. Gyan Singh is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the said resolution.

Item No. 6 :-

The Board of Directors at their meeting held on 27th June, 2023 appointed Mr. Rahul Bahukhandi as an Additional Director of the Company on the recommendation of

Nomination and Remuneration Committee. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Additional Director only up to the date of the ensuing Annual General Meeting. Further Nomination and Remuneration Committee have recommended to the board of directors to regularize the appointment of Mr. Rahul Bahukhandi as a director in the category of Non-Executive Director.

Considering the knowledge and experience of Mr. Rahul Bahukhandi, the Board of Directors recommends the appointment of Mr. Rahul Bahukhandi as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

Mr. Rahul Bahukhandi is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives, in anyway, concerned or interested in the said resolution.

For Nikki Global Finance Limited

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

Place: - New Delhi
Date: - 10.08.2023