

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

Regdoffice : 1502, 15th Floor, RG Trade Tower, NetajiSubhash Place, PitamPura, New Delhi – 110034

Phone: 011- 45824477 , website: www.ussgloballtd.com

E-mail: surnidhiinvestmentltd@gmail.com CIN: L74900DL1993PLC056491

To,

Dated: September 29, 2018

Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
BandraKurla Complex,
Bandra (E), Mumbai – 400 098, India.

Sub: Annual Report pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: USS Global Limited (Formerly known as Surnidhi Investment Limited)

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Copy of the 25th Annual Report of the Company ("USS Global Limited" (Formerly Known as Surnidhi Investment Limited) duly approved and adopted in its 25th Annual General Meeting held on Saturday, 29th September, 2018, at 2:30 P.M. at the Registered Office of the Company situated at 1502, 15th Floor , RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034.

Your good office is requested to Kindly take the same on records and acknowledge.

Thanking you,

Yours faithfully,

For USS Global Limited
(Formerly known as Surnidhi Investment Limited)


Poonam

Company Secretary & Compliance Officer
ACS : 34664



Encl : As above



25th
ANNUAL
REPORT
2017-18

USS GLOBAL LIMITED

(Formerly Known as Surnidhi Investment Limited)

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COMPANY INFORMATION

The Board of Directors

Mr. Mohit Gupta (DIN: 02366798)
Mr. Atul Tandon (DIN: 03073791)
Mr. Ruchir Jain (DIN: 03151017)
Mr. Sanjay Kumar Sharma (DIN: 03154904)
Ms. Naina Talwar (DIN: 07680338)

Company Secretary & Compliance Officer

Ms. Poonam (M.No. 34664)

Chief Financial Officer (CFO)

Mr. Sanjay Sharma (PAN: EZVPS9064J)

Registered Office

1502, 15th Floor, RG Trade Tower,
Netaji Subhash Place,
Pitampura, New Delhi - 110034
CIN: L74900DL1993PLC056491
Phone No.: 011 - 45824477
Email: surnidhiinvestmentltd@gmail.com
Website: www.ussglobaltd.com

Statutory Auditors

M/s. Nishant & Associates
Chartered Accountants,
(Firm Registration No. 027083N)
M-5A, Magnum House-II,
Karampura Commercial Complex,
New Delhi – 110015

Bankers

Yes Bank Ltd.
Ground Floor, Anchor No. 2, D-Mall,
Plot No. 1, Netaji Subhash Place,
Pitampura, New Delhi – 110088

Registrar & Share Transfer Agents

Alankit Assignments Ltd.
1E/13, Jhandewalan Extension,
New Delhi - 110055

NOTICE OF 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the **25th ANNUAL GENERAL MEETING (AGM)** of the Members of **USS GLOBAL LIMITED (Formerly known as Surnidhi Investment Limited)** will be held on **Saturday, 29th September, 2018** at **2:30 P.M** at the Registered Office of the Company situated at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi - 110034** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors.
2. To appoint a Director in place of **Mr. Ruchir Jain (DIN: 03151017)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO RE - APPOINT MR. MOHIT GUPTA (DIN: 02366798) AS A MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS**

To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the Article No(s). 173,174,175,176 of the Articles of Association of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Mohit Gupta (DIN : 02366798)**, as the Managing Director of the Company, for a period of 5 (five) years with effect from 29th August, 2018, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be recommended by Nomination and Remuneration Committee and determined by the Board of Directors of the Company thereof, from time to time, subject to the remuneration not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof; and approved by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, things, execute all necessary documents, applications, including filing of all necessary E – Forms with the Registrar of Companies in this regard and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the aforesaid resolution.”

4. TO RE-APPOINT MR. SANJAY KUMAR SHARMA (DIN: 03154904) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 152 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and all other applicable provisions of the Companies Act, 2013 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) **Mr. Sanjay Kumar Sharma (DIN: 03154904)**, Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company w.e.f. this Annual General Meeting, to hold the office for a further term of 5 (Five) Years w.e.f. this 25th Annual General Meeting upto 28th September, 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, things, execute all necessary documents, applications, including filing of all necessary E – Forms with the Registrar of Companies in this regard and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For USS GLOBAL LIMITED
(Formerly known as Surnidhi Investment Limited)**

Date: 24/08/2018
Place: New Delhi
Registered Office:
1502, 15th Floor, RG Trade Tower,
Netaji Subhash Place, Pitam Pura,
New Delhi – 110034
Website: www.ussglobaltd.com
Email: surnidhiinvestmentltd@gmail.com
CIN: L74900DL1993PLC056491

Poonam
Company Secretary & Compliance Officer
(ACS: 34664)

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out under Item No. 3 and Item No. 4 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 25TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN FORM MGT-11 SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 25TH ANNUAL GENERAL MEETING.**

3. A PERSON SHALL ACT AS PROXY FOR NOT EXCEEDING 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
4. A Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the 25th Annual General Meeting, provided that not less than 3 days' Notice in writing of the intention so to inspect is given to the Company at its Registered Office.
5. Corporate Members/ Shareholders intending to send their Authorised Representatives to attend the Meeting are requested to send a duly Certified Copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 to the Company or upload it to the e – voting portal, authorising their representative to attend and vote on their behalf at/for the 25th Annual General Meeting of the Company.
6. The entry to the Meeting venue will be regulated by Attendance Slip enclosed herewith. Members/Proxies and Authorised Representatives are requested to bring Attendance Slip duly completed and signed mentioning therein details of their Folio Number/ Client ID Number (in case Shares are in dematerialised form) for attending the 25th Annual General Meeting along with their Identity Proof such as Voter ID, PAN card etc. to be shown at the entrance gate of the venue of the AGM.
7. Duplicate attendance slips will not be made available at the AGM venue. The Route Map for the Venue of the 25th Annual General Meeting is also annexed in this regard for the Convenience of the Shareholders.

The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the 25th Annual General Meeting.

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, September 25, 2018 to Saturday, September 29, 2018, (both days inclusive)** for the purpose of 25th Annual General Meeting of the Company.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the 25th AGM.
10. Disclosure pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standard-2 on “General Meetings” with respect to Directors seeking re-appointment/appointment at the 25th Annual General Meeting is provided after the Explanatory Statement to this notice.
In this regard, Requisite declarations have been received from the Directors seeking re-appointment.
11. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company or Alankit Assignments Limited, RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

12. Members holding Shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical Shares and for ease in portfolio.

Members may also note that pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018, request for effecting transfer of securities shall not be processed w.e.f. 5th **December, 2018** unless the securities are held in the dematerialized form.

Therefore, Shareholders are requested to kindly convert their shares of the Company in dematerialized form at the earliest in order to effect the transfer, if any.

Shareholders may contact the **Company or RTA (M/s. Alankit Assignments Limited)** for assistance in this regard.

13. Members holding shares in demat form are requested to intimate any change in their address/email id and / or Bank to their Depository Participant(s) with whom they are maintaining their demat Accounts. Members Holding Shares in Physical Form are requested to notify any correction/Change in their name/address including PIN Code Number to the Company or the RTA at the earliest to receive all the communications addressed to them by the Company timely and effectively.
14. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and who have not yet registered their nomination can register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
15. Members who holds multiple folios with respect to the shares of the Company are requested to get their holdings consolidated.
16. The requirement to place the matter relating to ratification of appointment of Statutory Auditors by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. Nishant & Associates, Chartered Accountants, (FRN : 027083N) Statutory Auditors, who were appointed in the 23rd Annual General Meeting held on September 27, 2016.
17. Members seeking any information with regard to the enclosed Annual Accounts of the Company to be explained at the Meeting are requested to forward their query in writing to the Company's investor e-mail ID: investor@ussgloballtd.com or to poonam@ussgloballtd.com at least 7 days in advance prior to the date of 25th Annual General Meeting of the Company to enable the Management to compile the relevant information to answer the same in the Meeting.
18. 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 whose email addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant/RTA or with the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.

For Members whose email addresses are not registered with the Company physical copies of the Annual Report is being sent to them at their respective address by the permitted mode as per the Companies Act, 2013 .

19. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.ussglobaltd.com.

20. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, from time to time and read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members the facility to exercise their vote for business to be transacted in the notice of 25th Annual General Meeting by electronic means through e-voting facility provided by Central Depository Services (India) Limited (CDSL). Members who are holding shares in physical or dematerialized form as on 22nd September, 2018 shall exercise their vote by electronic means.

21. VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period will begin on **26th September, 2018 at 9:00 A.M.** and conclude on **28th September, 2018 at 5:00 P.M.** During this period, Shareholders of the Company holding Shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. **22nd September, 2018**, may cast their votes electronically. The e-voting module shall be displayed by CDSL for voting thereafter.

Instructions for Members for remote E-voting are as under:

- I. Log on to the E-Voting website www.evotingindia.com.
- II. Click on "Shareholders" tab.
- III. Now, select "**USS GLOBAL LIMITED**" from the drop down menu and click on "**SUBMIT**".
- IV. Now enter your USER ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID).
- V. Members holding Shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- VI. If you are holding Shares in electronic 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 (Permanent Account Number)	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <p>Note:</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 in CAPITAL followed by the last 8 digits of their Demat Account Number/ Folio No. as the case may be, 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.
Date of Birth or Date of Incorporation or Bank Account Number	<p>Enter the Date of Birth (in dd/mm/yyyy/ format) as recorded in your Demat Account or in the Company records in order to login.</p> <p style="text-align: center;">OR</p> <p>Enter the Bank Account Number as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the Member ID/Folio No. in the Bank Account Number field.</p>

- 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 for “**USS GLOBAL 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.
- 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 the print of the votes cast by you by clicking on “**Click here to print**” option on the Voting Page.
- XVII.** If a Demat Account holder has forgotten the login password, then he may choose the “**Forgot Password**” option to reset the password, after entering the USER ID and image verification code and click on “**Forgot Password**” and 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. Apple and window's phone user can download the App from the App store and the Window's phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XIX. Note for Institutional Shareholders and Custodians:**
- Institutional Shareholders (i.e. other than Individuals, HUFs and NRIs etc.) 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.** Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 22nd September, 2018, may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- XXI.** In case any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com. Further, **Ms. Poonam (ACS : 34664), Company Secretary & Compliance Officer** of the Company will also be available to address the grievances connected with remote e-voting at the below mentioned details:

Name: Ms. Poonam

Designation: Company Secretary & Compliance Officer

Telephone No. 011-45824477

Email Id: investor@ussgloballtd.com, poonam@ussgloballtd.com

- 22.** The facility for voting through ballot paper shall also be made available at the 25th Annual General Meeting. Members holding Shares either in physical or in dematerialised form entitled to attend the 25th Annual General Meeting who have not already cast their vote by remote e-voting may exercise their right to vote at the 25th Annual General Meeting. Shareholders who have already voted prior to the Meeting date would not be entitled to vote again at the Meeting venue, but they may attend the 25th Annual General Meeting.
- 23.** The Voting rights of Members shall be in proportion to their Shares of the Paid up Equity Share Capital of the Company as on the cut-off date as on **22nd September, 2018**.
- 24.** The Members who do not vote by remote e-voting shall be eligible to vote at the 25th Annual General Meeting thereon by way of poll. The Chairman shall at the 25th Annual General Meeting, at the end of the discussion on the resolutions on which the Voting is to be held, will allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who will present at the 25th Annual General Meeting but have not casted their votes by availing the remote e-voting facility. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies, Act 2013 read with the Companies (Management and Administration) Rules, 2014.
- 25.** In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
- 26. M/s. Umesh Kumar & Associates (CP No. : 8361), Company Secretaries**, has been appointed as the scrutinizer to scrutinize the E-Voting process (including Ballot cast by the Members at the AGM) in a fair and transparent manner for the 25th Annual General Meeting of the Company.
- 27.** The Scrutinizer shall immediately after the conclusion of the 25th Annual General Meeting first count the votes cast at the 25th Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and shall make not later than three days of the conclusion of the 25th Annual General Meeting i.e. on 1st October, 2018 a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolution set out at the 25th Annual General Meeting along with the e - voting Results forthwith to the Chairman of the Company who shall counter sign the same and shall declare the result of the e - voting forthwith.
- 28.** The e- voting results along with the Consolidated Scrutinizer's Report shall be declared within 48 hours of passing the resolution at the 25th AGM i.e. on **1st October, 2018 at 2:00 P.M** and the same shall be placed on the Company's Website www.ussgloballtd.com and on the Website of CDSL thereafter and shall also be communicated to the Metropolitan Stock Exchange of India Limited (MSEI), where the Shares of the Company are listed on that date.
- 29.** Subject to the receipt of requisite number of votes, the Resolutions forming the part of the AGM Notice shall be deemed to be passed on the date of AGM i.e. 29th September, 2018.

30. All the documents referred to the Notice and explanatory statement are available for inspection by the Members of the Company at the Company's Registered Office between 11:00 A.M. to 4:00 P.M. on all working Days except Sundays and public Holidays up to the date of 25th Annual General Meeting of the Company.

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

ITEM NO. 3

The Board of Directors of the Company, at their 5/2018 Board Meeting held on 13th August, 2018 have, subject to the approval of members, re-appointed **Mr. Mohit Gupta (DIN : 02366798)** as a Managing Director, for a period of 5 (five) years with effect from August 29, 2018, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Mr. Mohit Gupta (DIN : 02366798) are as under:

a) Salary, Perquisites and Allowances Per Annum:

Particulars	Amount In Rs.
Salary	3,60,000
Perquisites	3,00,000

The perquisites and allowances, if any, shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 and rules made thereunder or any statutory modification(s) or re – enactment thereof.

b) Remuneration based on Net Profits :

In addition to the salary, perquisites as set out above, Mr. Mohit Gupta (DIN : 02366798) shall be entitled to receive remuneration based on net profits which will be determined by the Board and/or Nomination and Remuneration Committee of the Board for each financial year.

c) Increment in Salary:

Any increment in salary, perquisites, and allowances and remuneration based on net profits payable to Mr. Mohit Gupta (DIN : 02366798), as may be determined by the Board and / or the Nomination & Remuneration Committee of the Board, shall be in addition to remuneration under (a) above.

d) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

e) Inadequacy of Profits :

In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the Managing Director shall be in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

The overall remuneration payable every year to the Managing Director by way of salary, perquisites and allowances, incentive/bonus/performance linked incentive, remuneration based on net profits, etc., as the case may be, shall be as per the Companies Act 2013 or any statutory modification(s) or re-enactment(s) thereof.

Mr. Mohit Gupta (DIN : 02366798) satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Schedule V to the Act, for being eligible for his re - appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Mohit Gupta (DIN : 02366798) holds 31,60,200 equity shares of face value of Rs. 10/- each in the Company and is not related to other Directors or Key Managerial Personnel of the Company.

The above Explanatory statement may be treated as a written memorandum as per the contact entered with Mohit Gupta(DIN :02366798) Managing Director setting out the terms of re-appointment of Mr. Mohit Gupta (DIN : 02366798) under Section 190 of the Companies Act, 2013.

Further, A brief profile of Mr. Mohit Gupta (DIN : 02366798), including nature of his expertise, is annexed to this Notice of 25th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

And Further, It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Mohit Gupta (DIN : 02366798), as a Managing Director, in terms of the applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Mohit Gupta (DIN: 02366798) to whom the resolution relates are any way concerned or interested, financially or otherwise, in this resolution set out in Item No. 3 of the accompanied Notice , except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanied Notice for the approval of Members.

ITEM NO. 4

In view of long, rich experience, valuable guidance to the Management and strong Board performance and based on Performance evaluation of **Mr. Sanjay Kumar Sharma (DIN: 03154904)**, the Nomination and Remuneration Committee and the Board of Directors at their 6/2018 Board Meeting held on 24th August, 2018 have proposed to re-appoint **Mr. Sanjay Kumar Sharma (DIN: 03154904)**, for the second term as an independent Director on the Board of the Company for a period of five years w.e.f. this Annual General Meeting upto 28th September, 2023, whose office shall be not liable to retire by rotation.”

In the opinion of the Board, **Mr. Sanjay Kumar Sharma (DIN: 03154904)**, fulfills the conditions specified in the Companies Act, 2013 for such re - appointment and he is independent of the management and possesses appropriate skills, experience and knowledge.

A declaration in this regard has been received from **Mr. Sanjay Kumar Sharma (DIN: 03154904)**, that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Further as per Form DIR – 8 submitted by Mr. Sanjay Kumar Sharma, **Mr. Sanjay Kumar Sharma (DIN: 03154904)**, is not disqualified from being appointed/re - appointed as a Director in terms of Section 164 of the Companies Act, 2013. A consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 is also received from Mr. Sanjay Kumar Sharma (DIN : 03154904) that he consented to act as a Director (in capacity of Individual Director) of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.

Mr. Sanjay Kumar Sharma (DIN: 03154904), does not hold any Shares in the Company and is not related to any other Directors of the Company.

Brief resume and other details of **Mr. Sanjay Kumar Sharma (DIN: 03154904)** has been provided in the “Annexure” to the Notice of the 25th Annual General Meeting pursuant to the provisions of Regulation 26(4) & 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except **Mr. Sanjay Kumar Sharma (DIN: 03154904)** to whom the resolution relates, are in anyway, concerned or interested, financial or otherwise in the resolution set out at Item No. 4. of the accompanied Notice except to the extent of their Shareholding in the Company, if any,

Accordingly, the Board recommends passing of the Resolution set out in Item No. 4 of the accompanied Notice as a Special Resolution for the approval of the Members.

**By Order of the Board of Directors
For USS GLOBAL LIMITED
(Formerly known as Surnidhi Investment Limited)**

Date: 24/08/2018
Place: New Delhi
Registered Office:
1502, 15th Floor, RG Trade Tower,
Netaji Subhash Place, Pitam Pura,
New Delhi – 110034
Website: www.ussglobaltd.com
Email: surnidhiinvestmentltd@gmail.com
CIN: L74900DL1993PLC056491

Poonam
Company Secretary & Compliance Officer
(ACS: 34664)

DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 26(4), 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2

Name of Director	Re – Appointment	Re-Appointment	Re – Appointment
		Mr. Mohit Gupta (DIN: 02366798)	Mr. Ruchir Jain (DIN: 03151017)
Date of Birth	18th August, 1985	9th May, 1980	21st January, 1968
Age	33 Years	38 years	50 Years
Date of Appointment	29 th August, 2013	26 th March, 2011	26 th March, 2011
Qualifications	Bachelors of Business Administration (BBA) from Guru Gobind Singh Indrapastha university. M.A (Management) student specialized in Corporate Financial Strategies at University of Nottingham (U.K)	Graduate in Commerce	Graduate in Commerce
Nature of Expertise in specific functional areas	Mohit Gupta was a M.A (Management) student specialized in Corporate Financial Strategies at University of Nottingham (U.K) and also done his internship at Harvard University (United States of America) He is having a rich work Experience of 5-6 years in Consultation in real estate and corporate consultancy services and an experience of more than 10 years in the fields of finance, accounts and taxation	Expert in Marketing and trading of tyres and related products	Expert in Legal and Marketing
Terms and Conditions of Appointment/ Re - Appointment	As per the resolution set out In Item No. 3 of the Notice convening the 25 th Annual General Meeting read with explanatory statement and Contract entered with Mr. Mohit Gupta thereto	As per the resolution set out In Item No. 2 of the Notice convening the 25 th Annual General Meeting	As per the resolution set out In Item No. 4 of the Notice convening the 25 th Annual General Meeting read with explanatory statement thereto

Remuneration Last Drawn	Rs. 6,60,000/- in aggregate as prescribed in the Resolution passed by the shareholders in the Annual General Meeting of the Company dated 30 th September, 2013	—	—
Remuneration Proposed to be paid	As per the resolution set out In Item No. 3 of the Notice convening the 25 th Annual General Meeting read with explanatory statement and Contract entered with Mr. Mohit Gupta thereto.	As per the resolution set out In Item No. 2 of the Notice convening the 25 th Annual General Meeting	As per the resolution set out In Item No. 4 of the Notice convening the 25 th Annual General Meeting read with explanatory statement thereto
Directorship held in other Companies (excluding foreign Companies)	1.TSK Ply & Veneer Industries Private Limited (Formerly Known as Shan Mercantile Private Limited) 2.Gipskarton India Private Limited 3.USS Exim Private Limited (Formerly known as Trisha Marketing Private Limited) 4.Link Well Equipments Private Limited 5.USS Projects Private Limited (Formerly Known as GELD Infrastructure Private Limited) 6.Ankalan Web Solutions Private Limited 7.USS India Private Limited (Formerly Known as J.P.G. Developers Private Limited) 8.Ideation Initiatives Private Limited 9.Welcure Health Limited 10. Vistaar Woods Private Limited (Formerly Known as Hem and Company Private Limited) 11. Golconda Estates Private Limited	Nil	1)LK Properties Private Limited
Disclosure of relationships between Directors/Managers/KMP inter –se	None	None	None
Relationship with other Companies (excluding foreign Companies)	Nil	Nil	Nil
Committee position held in other Companies	Nil	Nil	Nil
No. of Shares held in the Company			
(a) Own	31,60,200	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil	Nil

DIRECTORS' REPORT

(Pursuant to Section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014)

TO THE MEMBERS,

Your Directors are pleased to present the **25th (Twenty Fifth) Annual Report** on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2018.

1. FINANCIAL HIGHLIGHTS

The performance of the Company for the Financial Year ended 31st March, 2018 is summarized below

(Amount in Rupees)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Revenue from Operations	47,68,112	48,07,988
Other Income	12,90,995	14,50,609
Total Income	60,59,107	62,58,597
Total Expenses	50,77,612	48,01,479
Profit/(Loss) before Financial Charges & Depreciation	9,81,495	14,57,118
Less : Finance Costs	0	0
Less : Depreciation & Amortisation Expenses	0	0
Profit /(Loss) before provision for Tax	9,81,495	14,57,118
Tax Expenses		
Current Tax	2,03,010	3,63,208
MAT Credit	2,03,010	-
Tax Paid for earlier years	1,01,176	-
Profit/(Loss) after tax	10,82,671	10,93,910

2. REVIEW OF OPERATIONS

During the year under review, the Total revenue from business and operations of your Company was Rs. 47,68,112/- as compared to Rs. 48,07,988/- for the previous year. The Net Profit for the year was Rs. 9,81,495/- as compared to Rs. 14,57,118/- in the previous year.

3. STATE OF COMPANY'S AFFAIR

The Company is focusing in the Business of Consultancy Services and generating Interest Income and Business Related thereof. In the 1st quarter ended 30th June, 2018 the Company has earned a Total Income of **Rs. 12,04,055/-** as compared to **Rs. 11,23,150/-** for the corresponding period of last Financial year.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2018 was Rs. 5 Crores. During the year under review, the Company has neither issued nor buy back any shares. Therefore, no Changes have been made in the Authorized and Paid up Share Capital of the Company.

5. DIVIDEND

In view to conserve resources and to implement future plans, your Directors consider prudent to retain the profits of the Company for the current year for funding future expansion in the Company and regret their inability to recommend dividend on Equity shares of the Company for the financial year ended March 31, 2018.

6. PUBLIC DEPOSITS

During the Financial Year, Your Company has not accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. No amount on account of Principal or interest or public deposit was outstanding as on date of Balance Sheet.

7. TRANSFER TO GENERAL RESERVES

During the year under Review, no amount has been transferred to General Reserve.

8. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under Review, no amount has been transferred to Investor Education and Protection Fund.

9. CHANGE IN NATURE OF BUSINESS

During Financial Year 2017-18, there was no change in the nature of Company's Business.

10. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

The Company does not have any Subsidiary or associate, and Joint venture Company(ies).

11. NUMBER OF BOARD MEETINGS AND ANNUAL GENERAL MEETINGS

The Board met Eight (8) times during the Financial year details of which are given below:

Day	Date
Thursday	6 th April, 2017
Friday	14 th April, 2017
Thursday	25 th May, 2017
Friday	14 th July, 2017
Friday	11 th August, 2017
Thursday	30 th November, 2017
Monday	12 th February, 2018
Thursday	29 th March, 2018

The intervening gap between the two Board Meetings did not exceed 120 days as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, During the Financial Year, The 24th Annual General Meeting of the Company was held on 26th September, 2017.

12. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

In terms of the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company:

And as per Companies Act, 2013, Mr. Ruchir Jain (DIN : 03151017), Director of the Company, is liable to retire by rotation at the 25th Annual General Meeting and being eligible offer himself for re - appointment as set out in Item No. 2 of the accompanied Notice subject to the approval of the Shareholders.

Further, The Board of Directors, on recommendation of Nomination and Remuneration Committee has recommended the re-appointment of Mr. Sanjay Kumar Sharma (DIN : 03154904), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. this 25th Annual General Meeting.

KEY MANAGERIAL PERSONNEL

The present term of appointment of Mr. Mohit Gupta (DIN : 02366798) as the Managing Director of the Company is valid up to 28th August, 2018. The Board of Directors on the recommendation of the Nomination and Remuneration Committee have recommended the re-appointment of Mr. Mohit Gupta (DIN : 02366798) as Managing Director for term of five years w.e.f. 29th August, 2018, for the approval of the Members in the 25th Annual General Meeting.

Brief resume of Mr. Ruchir Jain (DIN : 03151017), Mr. Sanjay Kumar Sharma (DIN : 03154904) and Mr. Mohit Gupta (DIN : 02366798), who are proposed to be re-appointed as Director/Managing Director of your Company, have been furnished in the Explanatory Statement to the Notice of the 25th Annual General Meeting.

During the year under review, there was no change in the Directors of the Company.

13. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent Directors under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI(LODR) Regulations, 2015.

14. EXTRACT OF ANNUAL RETURN

Pursuant to the section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies(Management and Administration), Rules, 2014, an extract of the Annual Return in Form MGT -9 as on 31st March, 2018 is annexed as **Annexure – I** to the Board Report and forms the part of the Board Report.

15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not availed any Loan during the Financial Year 2017-18 and is debt free Company.

However, The Company has not given Loan during the financial year as per the Provisions contained in section 186 of the Companies Act, 2013. The details of the same is stated in **Note 2** of the Balance Sheet of the Company.

16. RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the company with its Promoters, Key Managerial Personnel or other designated persons pursuant to section 188 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, which may have potential conflict with interest of the company at large.

Therefore, The reporting of disclosure of transactions under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

17. AUDITORS

M/s. Nishant & Associates (FRN : 027083N), Chartered Accountants, New Delhi, were appointed as the Statutory Auditors of the Company for the term of Five years at the 23rd Annual General Meeting of the Company held on 27th September, 2016 subject to ratification of their appointment at every Annual General Meeting.

Further, In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

However, A Letter from the Statutory Auditors has been obtained showing their consent to be continue as the Statutory Auditors of the Company for the Financial Year 2018-19. They have further confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

18. AUDITORS' OBSERVATIONS

There has been no qualifications, reservations, adverse remark or disclaimer remark given by the Auditor's in their report as per the Companies Act, 2013. The Report given by the Auditor's on the Financial Statements of the Company is the Part of this Annual Report.

19. SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, The Board had appointed **M/s. Pradeep Debnath & Co. (COP No. : 7313), Company Secretaries**, as the Secretarial Auditors of the Company to undertake the Secretarial Audit for the Financial Year 2017-18.

A Report on the Secretarial Audit Conducted in Form MR - 3, is annexed herewith as **Annexure - II** and forms the part of Board Report.

The report does not contain any qualification, reservation or adverse remark.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Provisions of Corporate Social Responsibility prescribed under Section 135 of the Companies Act, 2013 is not applicable to the Company.

21. NOMINATION AND REMUNERATION COMMITTEE

Your Company has Nomination and Remuneration Committee in compliance with Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The Committee consists of the following persons:

Mr. Sanjay Kumar Sharma	Chairman
Mr. Atul Tandon	Member
Mr. Mohit Gupta	Member
Mr. Ruchir Jain	Member

22. AUDIT COMMITTEE

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 consisting of the following persons:

Mr. Sanjay Kumar Sharma	Chairman
Mr. Atul Tandon	Member
Mr. Mohit Gupta	Member

During the year all the recommendations made by the Audit Committee were accepted by the Board.

23. LISTING OF SHARES

The Equity Shares of the Company are Listed in **Metropolitan Stock Exchange of India Limited (MSEI)** w.e.f. **30th December, 2014.**

24. CORPORATE GOVERNANCE

Your Company believes in adopting best practices of Corporate Governance and committed to maintain the highest standards of Corporate Governance since inception. Corporate Governance principles are enshrined in the Spirit of the Company, which form the core values of the Company.

However, Since the paid up equity share capital of the Company does not exceed Rs. 10 crores and the Networth does not exceed Rs. 25 crores at the end of the financial year of the Company, the provisions of corporate Governance is not applicable on the Company as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circular issued by the Securities and Exchange Board of India in this regard.

25. BOARD EVALUATION

A formal evaluation of the performance of the Board, it's Committees, the Chairman and the individual Directors was carried out for Financial Year 2017-18. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees Members.

The report on performance evaluation of the Individual Directors who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its shareholders etc. was also reviewed by the Chairman of the Board and feedback was given to Directors in this regard.

As part of the evaluation process, the performance of Non- Independent Directors, the Chairman and the Board was conducted by the Independent Directors.

26. NOMINATION & REMUNERATION POLICY FOR SENIOR MANAGEMENT AND THEIR APPOINTMENT, QUALIFICATION CRITERIA

Pursuant to provisions of the Companies Act, 2013, the Nomination and Remuneration Committee ('NRC') has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees of your Company.

The NRC has also developed the criteria for determining the qualifications, positive attributes and independence of Directors and for making payments to Executive and Non-Executive Directors of the Company. The Policy of the Company, inter alia, requires that Non-Executive Directors be drawn from amongst eminent professionals, with experience in business / finance / law / public administration and enterprises.

The Company shall have such person on the Board who complies with the requirements of the Companies Act, 2013, provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and all other statutory provisions as may be applicable from time to time. The Composition of the Board shall be in compliance with the requirements of section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. All Directors, other than Managing Director and Independent Directors, are liable to retire by rotation, unless otherwise approved by the Members. One-third of the Directors who are liable to retire by rotation, retire every year and are eligible for re-election. As on March 31, 2018, the Board comprised of one Executive Director and Four Non-Executive Directors.

Except Mr. Mohit Gupta, Managing Director of the Company, no other Director is withdrawing any remuneration from the Company.

27. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Vigil Mechanism/Whistle Blower Policy which provides a robust framework for dealing with genuine concerns & grievances. The Company's Whistle blower Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the Company's Code of Conduct that could adversely impact your Company's operations, business performance and/or reputation.

The Policy provides that your Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld.

The Policy provides for adequate safeguards against victimization of employees who avail the mechanism. It is your Company's Policy to ensure that no employee is victimised or harassed for bringing such incidents to the attention of the Company.

The Chairperson of the Audit Committee of the Company looks into the complaints raised in this regard.

28. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

During the year under review, there have been no material changes and commitments, affecting the financial position of the Company which occurred between end of the Financial year to which it relates and Date of this Report.

29. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Courts or Regulators or Tribunals which would impact the going concern status of the Company and its future.

30. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the Annual Accounts for the Financial Year Ended March 31, 2018, the applicable accounting standards have been followed and there are no material departures.
- (b) That they have selected such accounting policies and applied them consistently, and made such 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 as at March 31, 2018 and the profit of the company for year ended on that date;
- (c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting the fraud and other irregularities;
- (d) That they have prepared the annual accounts on going concern basis.
- (e) That they have laid down the Internal Financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- (f) That they have devised the proper systems in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

31. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL ADEQUACY

The Company is in process of adopting a comprehensive risk management policy covering processes for identification and mitigation of all potential risks in line with group risk framework and adjusted to suit the business requirements of the Company. Compliance and Control and Financial risks have been identified and assessed and there is an adequate risk management infrastructure in place, capable of addressing those risks.

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitised and embedded in the business processes. The internal control systems are designed to ensure that the financial and other records are correct and reliable for the preparation of financial statements and for maintaining assets. This ensures that all assets are safeguarded and protected against loss from unauthorised use or disposition and all financial transactions are authorised, recorded and reported correctly.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the internal auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

32. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in **Annexure - III**, forming part of the Board Report. The Management Discussion and Analysis Report gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's business, employees relations during the Financial Year.

33. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

To build awareness in this area, the Company has been conducting induction/refresher programmes in the organisation on a continuous basis.

34. PARTICULARS OF EMPLOYEES

During the Financial Year ended March 31, 2018, none of the employees was in receipt of remuneration exceeding limits specified under the provisions of Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014.

The information required pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, in respect of top ten employees of your Company is available for inspection by the members at registered office of the Company during business hours on all working days up to the date of the 25th Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

35. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Since your Company is not engaged in any power intensive manufacturing activity and it's basically a provider of Consultancy Services, investment and lending services, so Disclosure required under section 134(3)(m) is not applicable on the Company. However the company has taken adequate steps to improve operational efficiencies and minimizing consumption of natural resources and actively makes efforts to increase awareness about the need to sustain the environment and constantly evaluates new initiatives that could reduce waste and emissions within the Company.

During the year, the Foreign Exchange Earnings and outgo was NIL .

36. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is fully compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively as per Section 118(10) of the Companies Act, 2018.

37. ACKNOWLEDGEMENT

Your Directors take this opportunity to express their gratitude to the Government Authorities, Stock Exchanges, Financial Institutions, Banks, Business Constituents, and Shareholders for their continued co-operation and support to the Company and the confidence they reposed on the Company.

Your Directors also place on record their deep appreciation to employees at all levels for their hard work, dedication, Competence and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company for its growth in its prospective year as well.

The Board looks forward to their continued support and faith in the years to come.

For and on behalf of the Board of Directors
USS Global Limited
(Formerly Known as Surnidhi Investment Limited)

Date : 24th August, 2018
Place : New Delhi

Mohit Gupta
Managing Director
(DIN: 02366798)

Sanjay Kumar Sharma
Director
(DIN: 03154904)

ANNEXURE –I

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended 31st March 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L74900DL1993PLC056491
2.	Registration Date	16/12/1993
3.	Name of the Company	USS GLOBAL LIMITED (Formerly known as Surnidhi Investment Limited)
4.	Category/Subcategory of the Company	PUBLIC COMPANY LIMITED BY SHARES/ INDIAN NON- GOVERNMENT COMPANY
5.	Address of the Registered Office & Contact Details	1502, 15 th FLOOR, RG TRADE TOWER, NETAJI SUBHASH PLACE, PITAM PURA, NEW DELHI - 110034 Ph: 011-45824477, Email: surnidhiinvestmentltd@gmail.com Website: www.ussglobaltd.com
6.	Whether Listed Company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ALANKIT ASSIGNMENTS LIMITED Address: 1E/13, JHANDEWALAN EXTENSION, NEW DELHI-110055 Tel No: 011-4254 1234, 011-2354 1234 Fax No.: 011-42541201 Email ID: info@alankit.com Website: www.alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

S. No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Interest Income	649- Other Credit Granting	94.38%
2.	Consultancy Services	702- Management Consultancy Activities	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S. NO.	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE COMPANY	% OF SHARES HELD	APPLICABLE SECTION
The Company does not have any Holding, Subsidiary and Associate Company(ies)					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)
A. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the Financial Year (as on 1 st April, 2017)				No. of Shares held at the end of the Financial Year (as on 31 st March, 2018)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A.PROMOTERS									
(1) INDIAN									
a) Individual/HUF	28,30,200	2,30,000	30,60,200	61.204%	30,60,200	1,00,000	31,60,200	63.204%	2.00%
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):-	28,30,200	2,30,000	30,60,200	61.204%	30,60,200	1,00,000	31,60,200	63.204%	2.00%
(2) Foreign									
a) NRIs -									
Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other –									
Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Share holding of Promoter (A) = (A)(1)+ (A)(2)	28,30,200	2,30,000	30,60,200	61.204%	30,60,200	1,00,000	31,60,200	63.204%	2.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs/FPIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds/ Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Category of Shareholders	No. of Shares held at the beginning of the Financial Year (as on 1 st April, 2017)				No. of Shares held at the end of the Financial Year (as on 31 st March, 2018)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
2. Non Institutions									
a) Bodies Corporate									
i) Indian	Nil	4,500	4,500	0.090%	Nil	4,500	4,500	0.090%	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	Nil	2,11,200	2,11,200	4.224%	Nil	2,11,200	2,11,200	4.224%	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	Nil	17,24,100	17,24,100	34.482%	Nil	16,24,100	16,24,100	32.482%	(2.00%)
Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	Nil	19,39,800	19,39,800	38.796%	Nil	18,39,800	18,39,800	36.796%	(2.00%)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	19,39,800	19,39,800	38.796%	Nil	18,39,800	18,39,800	36.796%	(2.00%)
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	28,30,200	21,69,800	50,00,000	100%	30,60,200	19,39,800	50,00,000	100%	Nil

B. Shareholding of Promoters:

S.No.	Shareholder's Name	Shareholding at the beginning of the Financial Year (as on 1 st April, 2017)			Shareholding at the End of the Financial Year (as on 31 st March, 2018)			
		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	% Change in the Shareholding during the year
1.	Mohit Gupta	30,60,200	61.204%	—	*31,60,200	63.204%	—	2.00%
	TOTAL	30,60,200	61.204%	—	31,60,200	63.204%	—	2.00%

***Note:**

Change in Shareholding occurred due to purchase of **1,00,000 Equity Shares** by **Mr. Mohit Gupta (Promoter)** from **Mr. Brijesh Keshri (Shareholder)** on 23rd March, 2018 which have been taken on record by the Board of Directors vide Board resolution passed at the 2/2018 Meeting of the Board of Directors held on 29th March, 2018.

C. Change in Promoters' Shareholding (Please specify, if there is no change)

S.No.	Shareholders Name	Shareholding at The beginning of the Financial Year (as on 1 st April, 2017)		Increase(+) Decrease(-) In Shareholding				Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	Date	No. of Shares	% of Total Shares of the Company	Reason	No. of Shares	% of Total Shares of the Company
1	Mohit Gupta	30,60,200	61.204%	23/03/2018	1,00,000	2.00%	*Purchase of 1,00,000 Equity Shares	31,60,200	63.204%

***Note:**

Change in Shareholding occurred due to purchase of **1,00,000 Equity Shares** by **Mr. Mohit Gupta (Promoter)** from **Mr. Brijesh Keshri (Shareholder)** on 23rd March, 2018 which have been taken on record by the Board of Directors vide Board resolution passed at the 2/2018 Meeting of the Board of Directors held on 29th March, 2018.

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

S.No.	Shareholder's Name	Shareholding at the beginning of the Financial Year 1 st April,2017		Increase(+) Decrease(-) In Shareholding				Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	No. of Shares	% of Total Shares of the Company	Reason	No. of Shares	% of Total Shares of the Company
1.	Surendra Kumar Agarwal	1,00,000	2.00%	—	—	—	—	1,00,000	2.00%
2.	Amit	1,00,000	2.00%	—	—	—	—	1,00,000	2.00%
3.	Sita Ram	1,00,000	2.00%	—	—	—	—	1,00,000	2.00%
4.	Hupendra Kumar	1,00,000	2.00%	—	—	—	—	1,00,000	2.00%
5.	Mehandra Kumar	1,00,000	2.00%	—	—	—	—	1,00,000	2.00%
6.	*Brijesh Keshri	1,00,000	2.00%	23/03/2018	(1,00,000)	2.00 %	Sale of 1,00,000 Equity Shares	0	0.00%
7.	Maliram Agarwal	98,700	1.97%	—	—	—	—	98,700	1.97%
8.	Vinod Kumar Gupta	97,700	1.95%	—	—	—	—	97,700	1.95%
9.	Vaibhav Gupta	97,400	1.94%	—	—	—	—	97,400	1.94%
10.	Ayush Agarwal	95,800	1.92%	—	—	—	—	95,800	1.92%
11.	Naresh Agarwal	95,500	1.91%	—	—	—	—	95,500	1.91%

*** Note:**

As on 31st March, 2018, Mr. Brijesh Keshri ceased to be in the list of Top Ten Shareholders of the Company due to transfer/sale of his entire 1,00,000 equity shares of face value of Rs. 10/- each to **Mr. Mohit Gupta** (Promoter of the Company) on 23rd March, 2018.

E. Shareholding of Directors and Key Managerial Personnel:

S.No.	Director's / KMP Name	Shareholding at the beginning of the Financial Year 01/04/2017		Increase(+) Decrease(-) In Shareholding				Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	No. of Shares	% of Total Shares of the Company	Reason	No. of Shares	% of Total Shares of the Company
DIRECTORS									
1.	Atul Tandon (DIN: 03073791)	0	0.00%	—	—	—	—	0	0.00%
2.	Ruchir Jain (DIN: 03151017)	0	0.00%	—	—	—	—	0	0.00%
3.	Sanjay Kumar Sharma (DIN: 03154904)	0	0.00%	—	—	—	—	0	0.00%
4.	Naina Talwar (DIN: 07680338)	0	0.00%	—	—	—	—	0	0.00%
KEY MANAGERIAL PERSONNEL									
1.	Mohit Gupta - Managing Director (DIN: 02366789)	30,60,200	61.204%	23/03/2018	1,00,000	2.00%	*Purchase of Equity Shares	31,60,200	63.204%
2.	Poonam - Company Secretary PAN: BYTPP8594C	0	0.00%	—	—	—	—	0	0.00%
3.	Sanjay Sharma Chief Financial Officer PAN: EZVPS9064J	0	0.00%	—	—	—	—	0	0.00%

V. INDEBTEDNESS:-

The Company has not availed any Loan during the year and is debt free Company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Mohit Gupta (Managing Director) (DIN: 02366798)	
1.	Gross salary	₹ 6,60,000	₹ 6,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	₹ 3,60,000	₹ 3,60,000
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	₹ 3,00,000	₹ 3,00,000
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil — —	Nil — —
5.	Others, please specify	Nil	Nil
	Total (A)	₹ 6,60,000	₹ 6,60,000
	Ceiling as per the Act	Remuneration paid to the Managing Director is within the ceiling Limit as prescribed under the Companies Act, 2013.	

B. Remuneration to other Directors:

S.No.	Particulars of Remuneration	Name of Directors	Total Amount
	Independent Directors <ul style="list-style-type: none"> • Fee for attending Board / Committee Meetings • Commission • Others, please specify 	NIL.....
	Total (1)		
	Other Non-Executive Directors <ul style="list-style-type: none"> • Fee for attending Board / Committee Meetings • Commission • Others, please specify 	NIL.....
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary Ms. Poonam (ACS: 34664) PAN : BYTPP8594C	Chief Financial Officer Mr. Sanjay Sharma PAN : EZVPS9064J	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	—	₹ 3,90,000	₹ 2,80,000	₹ 6,70,000
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission - As % of profit -others, specify...	—	—	—	—
		—	—	—	—
5.	Others, please specify	—	—	—	—
	Total	—	₹ 3,90,000	₹ 2,80,000	₹ 6,70,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty		 <i>NIL</i>		
Punishment					
Compounding					
B. DIRECTORS					
Penalty		 <i>NIL</i>		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty		 <i>NIL</i>		
Punishment					
Compounding					

ANNEXURE-II

Form No. MR - 3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended on 31st March, 2018

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

To,

The Members
USS GLOBAL LIMITED
(Formerly known as SURNIDHI INVESTMENT LIMITED)
1502, 15th Floor, RG Trade Tower, Netaji Subhash Place,
Pitampura, New Delhi-110034

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **USS GLOBAL LIMITED (Formerly Known as Surnidhi Investment Limited)** (hereinafter referred as 'the Company'), registered under Metropolitan Stock Exchange of India Limited, having its Registered Office at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2018**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the rules made thereunder to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

- 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015).
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
 - (e) SEBI (Stock Brokers and Sub Brokers) Regulations, 1992 and Circulars issued there-under.
 - (f) Stock exchange and clearing corporations (SECC) regulations, and Rules, Bye-laws, Regulations and Circulars thereunder.
 - (g) Regulation 46 under chapter IV (Obligations of Listed Entity which has listed its specified securities) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

VI. Other Applicable Laws:-

Labour Laws:-

1. Shops and Commercial Establishment Act, 1958 read with Shops and Commercial establishment Rules with respect to office situated at :-
 - (a) 1502, 15th floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034
2. Maternity Benefits Act, 1961 read with State Maternity Benefit Rules framed there under;
3. Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976;
4. Child Labour (Prohibition and Regulation) Act, 1986 read with Child Labour (Prohibition and Regulation) Rules, 1988;

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

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2. The Listing Agreement entered by the Company with MSEI Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Save as provided the below observation, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above during the period under review:

1. In respect of Shops and Commercial Establishment Act, 1958 is applicable on the company, the company undertake to get it registered under the Shops and Commercial Establishment Act, 1958 for the office situated at 1502, 15th floor, RG Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034.
2. The company has to take the efforts for the due compliance of the provisions of Maternity Benefits Act, 1961,

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice(s) were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance to all Directors 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.

As per the minutes of the meetings of the Board and Committees of the Board duly signed by the Chairman, all the decisions of the Board were unanimously passed and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Pradeep Debnath & Co.
Company Secretaries**

**Place : New Delhi
Date : 25th July, 2018**

**Pradeep Kumar Debnath
(Proprietor)
C.P. NO. :7313**

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

Annexure-A

To
The Members
USS GLOBAL LIMITED
(Formerly known as SURNIDHI INVESTMENT LIMITED)
1502, 15th floor, RG Trade Tower, Netaji Subhash Place,
Pitampura, New Delhi-110034

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. 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 procedures on the random 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.

For Pradeep Debnath & Co.
Company Secretaries

Place : New Delhi
Date : 25th July, 2018

Pradeep Kumar Debnath
(Proprietor)
C.P NO. : 7313

Annexure - III

Management Discussion and Analysis Report

(Pursuant to Regulation 34(2)(e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I) Economy and Industry Structure

As per the World Economic Situation and Prospects 2018, the outlook for India remains largely positive. India continues to be among the world's fastest growing major economies, despite temporary hiccups caused by demonetisation of high value currency and Goods & Services Tax ('GST') implementation. The Indian economy's strength and the long-term dynamics continue to work in its favour, steering it towards establishing a leading global position. The fundamental factors continued to strengthen during the year, further building upon the momentum as witnessed towards the end of the year. Against the backdrop of the external environment, The year started with the focusing on new reforms in Consultancy and Investment sectors for strengthening country's future growth prospects. Global sentiment towards India has improved substantially.

Your Company's Vision and business strategy are aligned with the needs of Economy. We believe that India has the potential to get back on a high growth trajectory.

ii) Outlook

Your Company has diversified itself into consultancy and Investment related services and aims to make optimum utilization of the opportunities that it shall come across during the conduct of its business activities thereby eliminating or avoiding the threats posed before it with a view to ensure maximum utilization of the shareholder's wealth. The Company is building up its network to play a significant role from time to time.

iii) Opportunities and Threats

The year was a dynamic and eventful year with multiple new initiatives including enhancement of the existing systems to meet regulatory or other organizational requirements. Demographic, environmental, political and socio-economic factors are areas where opportunities might exist for a consultancy business.

Your Company always evaluates benefits in relation to emerging markets, new technology, small business agency support or the availability of capital funding.

Further, Dependency on global economy, business environment, fluctuation in currency, global logistics and socio-political environment have direct or indirect impact on the consultancy, investment Industry and can lead to disruption of business in specified products.

Even in this market Conditions, we continue to remain optimistic about the long-term growth of the Business environment and the opportunities that it will offer across sectors. We have consciously built an operating model that is well diversified having the ability to withstand difficult market cycles. Our strength is our determination and team work. We are confident of overcoming the competition from other companies.

iv) Risk and Concerns

In the dynamically evolving competitive landscape of today, Companies that manage their risks effectively will grow sustainably. Your Company can be exposed to various business risks which might threaten its business continuity if not identified promptly and addressed on time. Therefore, the Company follows a proactive risk management policy, aimed at protecting its investor's, employees, assets and the environment while at the same time ensuring growth and continuity of its business. The Company's Directors are entrusted with the responsibility of evaluating the various risk faced by the organization and also consider the ways and means to mitigate the same.

v) Internal Control systems and their adequacy

Your Company has an Internal Control System commensurate with the size of the Company and the nature of its business and the complexities of its operations. Internal Financial Controls System has been laid out which comprehensively deals with and elaborates Financial Controls, Financial Reporting and timely preparation of reliable Financial Statements. The Company periodically discusses and reviews at its Audit Committee and with its Auditors the effectiveness of the internal Financial Control measures implemented by the Company including with reference to the Financial Statements of the Company. Moreover, Company continuously upgrades these systems in line with best practices and standards on internal control systems and procedures.

Additionally, clearly defined delegation of authority, policies and procedures for efficient conduct of the business, operating and Financial Controls have been put in place to safeguard the assets, to identify and minimize risk associated with the business and to detect and prevent fraud and errors against loss from unauthorized use.

vi) Discussion of Financial Performance with effect to Operational Performance

Your Company, has earmarked a Net Profit of **Rs. 10,82,671/-** during the Current Financial Year as compared to Net Profit of **Rs. 10,93,910/-** during the previous Financial Year thereby earned a stable growth rate during the current financial year.

The Company is always endeavour to deliver operational growth while its financial results may vary with market conditions.

vii) Human Resource and Industrial Relations

Your Company treats Human Capital as the key enabler of its business objectives. As a people – centric Company, it deploys an approach to attract, train, retain and upskill talent. Employees are considered an important asset and key to its success. Your management has taken various steps towards strengthening the Company's HR processes to ensure continual development and growth of its employees.

During the year under review, your company enjoyed cordial and harmonious relationship with its employees at all level.

**By the Order of the Board of Directors
For USS Global Limited
(Formerly Known as Surnidhi Investment Limited)**

**Place: New Delhi
Date: 24/08/2018**

Mohit Gupta
Managing Director
(DIN: 02366798)

Sanjay Kumar Sharma
Director
(DIN:03154904)

MANAGING DIRECTOR, CFO CERTIFICATION IN TERMS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**TO,
THE BOARD OF DIRECTORS
USS GLOBAL LIMITED (Formerly Known as Surnidhi Investment Limited)
1502, 15TH FLOOR, RG TRADE TOWER,
NETAJI SUBHASH PLACE, PITAM PURA,
NEW DELHI – 110034**

Dear Members of the Board,

Sub: Compliance Certificate in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. We, **Mohit Gupta, Managing Director,** and **Sanjay Sharma, Chief Financial Officer(CFO)** of **USS Global Limited (Formerly Known as Surnidhi Investment Limited),** have reviewed the Financial Statements and Cash Flow Statement and all Notes to Accounts, summary of the significant Accounting Policies thereof, as at **31st March, 2018** and certify that to the best of our knowledge and belief:
 - a) These Statements do not contain any materially untrue statement or omit any material fact or contain Statements that might be misleading.
 - b) These Statements read 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.
2. We further certify that, to the best of our knowledge and belief, no transactions have been entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls for financial reporting for the Company, and we have :
 - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company is made known to us by others within the Company, particularly during the period in which this report is being prepared:
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with Indian Accounting Standards (Ind AS).
 - c) Evaluated the effectiveness of the internal control system and procedures of the Company pertaining to financial reporting.
 - d) Disclosed in the Report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

4. We have disclosed based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's Auditors and the Audit Committee :
- a) Any deficiencies, in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data of which we are aware and the steps we have taken or propose to be taken to rectify these deficiencies.
 - b) Significant changes, if any, in internal control over financial reporting during the year covered by this Report.
 - c) All significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements and;
 - d) Any Instances of significant fraud of which we are aware, that involve the management or other employees who have a significant role in the Company's internal controls system over financial reporting.
5. We further declare that all Board Members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Date : **28th May, 2018**
Place : **New Delhi**

Mohit Gupta
Managing Director
DIN : 02366798

Sanjay Sharma
Chief Financial Officer
(CFO)

INDEPENDENT AUDITORS' REPORT

To The Members,
USS Global Limited
(Formerly known as Surnidhi Investment Limited)
New Delhi

Report on the Audit of Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **USS Global Limited** (Formerly known as Surnidhi Investment Limited) ("the company"), which comprise the Balance Sheet as at **31 March, 2018**, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS 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 Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

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 adequate 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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 of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. 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 Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern, if we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS 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 of the state of affairs of the Company as at 31st March, 2018, its profit/loss and its cash flows for the year ended on that date.

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 sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity 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 Indian Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) 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 does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For Nishant & Associates,
Chartered Accountants
(FRN : 027083N)

(Nishant Agarwal)
Proprietor
(M No.: 527403)
Place: New Delhi
Date: 28/05/2018

Annexure to the Auditors' Report

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of USS Global Limited (Formerly known as Surnidhi Investment Limited) on the accounts of the company for the year ended 31st March, 2018]

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

(i) In respect of Fixed Assets / Investment in Property:

- (a) The Company has no fixed assets hence not required to maintain proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) There were no fixed assets owned by the Company hence physical verification of fixed assets are not required.

(ii) In respect of its inventory:

There were no inventories.

(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 loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) In respect of Loans to Directors and Investments by the Company:

The provisions of sections 185 and 186 of the Companies Act, 2013 had been complied with wherever required.

(v) In respect of Deposits:

The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

(vi) In respect of Cost Records:

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 Income-tax, Tax deducted at sources, Service Tax, Cess and other material statutory dues applicable to it, with the appropriate authorities.
- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2018 for a period of more than six months from the date they became payable.

(viii) In respect of Repayment of Loans:

In our opinion and according to the information and explanations given to us, the Company has no dues towards the Banks.

(ix) In respect of IPO and further public offer:

Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

(x) In respect of frauds on the company:

Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi) In respect of Managerial Remuneration:

Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013. An Agreement in this regard is been entered by the Company with its Managing Director.

(xii) In respect of Nidhi Company:

In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

(xiii) In respect of Related Party Transactions:

In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) In respect of Private Placement of Shares:

The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and thus this clause is not applicable.

(xv) In respect of Non cash Transactions with the Director or related Persons:

Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

(xvi) In respect of Registration under RBI Act:

In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Nishant & Associates,
Chartered Accountants
(FRN : 027083N)

(Nishant Agarwal)
Proprietor
(M No.: 527403)
Place: New Delhi
Date: 28/05/2018

Annexure - B to the Auditors' 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 **USS Global Limited** (Formerly known as Surnidhi Investment Limited) ("the Company") as of 31 March, 2018 in conjunction with our audit of the 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 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 ('ICAI'). 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 31 March 2018, 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 Nishant & Associates

Chartered Accountants

(FRN : 027083N)

(Nishant Agarwal)

Proprietor

(M No.: 527403)

Place: New Delhi

Date: 28/05/2018

BALANCE SHEET AS AT 31ST MARCH, 2018

		Amount in Rs.	
	Notes	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non-current assets			
Investment Property	1	15,640,020	18,349,025
Financial Assets			
(i) Loans	2	50,807,781	51,406,959
Other non-current assets	3	10,000,000	10,000,000
Total Non-current Assets		76,447,801	79,755,984
Current assets			
Inventories		-	-
Financial Assets			
(i) Investments	4	5,013,023	4,062,190
(ii) Cash and cash equivalents	5	657,585	141,255
Current Tax Assets (Net)		418,100	-
Other current assets	6	304,966	1,143,361
Total Current Assets		6,393,674	5,346,806
Total Assets		8,28,41,475	85,102,790
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	50,000,000	50,000,000
Other Equity	8	2,83,21,850	27,239,179
Total Equity		7,83,21,850	77,239,179
Liabilities			
Non-current liabilities			
Other Financial Liabilities	9	4,200,000	6,700,000
Total Non-current Liabilities		4,200,000	6,700,000
Current liabilities			
Financial Liabilities			
Borrowings		-	-
Trade Payables		-	-
Other financial liabilities		-	-
Other current liabilities	10	319,625	800,403
Provisions		-	363,208
Total Current Liabilities		319,625	1,163,611
Total Liabilities		4,519,625	7,863,611
Total Equity and Liabilities		8,28,41,475	85,102,790

Significant Accounting Policies and accompanying notes (1 to 17) are part of the Financial statements

As per our Report of even date

For Nishant & Associates

Chartered Accountants

Firm Registration Number: 027083N

For and on behalf of the Board of Directors
Mohit Gupta

Managing Director

DIN : 02366798

Sanjay Kumar Sharma

Director

DIN : 03154904

Nishant Agarwal

Proprietor

M. No. : 527403

Place : Delhi

Date : 28-05-2018

Poonam

Company Secretary

ACS : 34664

Sanjay Sharma

Chief Financial Officer

Statement of Profit and Loss for the year ended 31st March, 2018

			Amount in Rs.
	Notes	Year Ended 31st March, 2018	Year Ended 31st March, 2017
INCOME			
Revenue from operations	11	4,768,112	4,807,988
Other Income	12	1,290,995	1,450,609
Total Income		6,059,107	6,258,597
EXPENSES			
Cost of materials consumed		-	-
Employee benefits expense	13	3,320,674	2,746,000
Finance costs		-	-
Depreciation and amortisation expense		-	-
Other expenses	14	1,756,938	2,055,479
Total Expenses		5,077,612	4,801,479
Profit before Tax		981,495	1,457,118
Tax expense:			
Current tax		203,010	363208
Mat credit		203,010	-
Tax paid for earlier years		101,176	-
Profit/ (Loss) for the year		10,82,671	1,093,910
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Total Other Comprehensive Income		-	-
Total Comprehensive Income for the year		-	-
Earning per equity share of face value of Rs. 10 each			
Basic (in Rs.)	15	0.22	0.22
Diluted (in Rs.)	15	0.22	0.22
Significant Accounting Policies and accompanying notes (1 to 17) are part of the Financial statements			

As per our Report of even date

For Nishant & Associates

Chartered Accountants

Firm Registration Number: 027083N

Nishant Agarwal

Proprietor

M. No. : 527403

Place : Delhi

Date : 28-05-2018

For and on behalf of the Board of Directors

Mohit Gupta

Managing Director

DIN : 02366798

Sanjay Kumar Sharma

Director

DIN : 03154904

Poonam

Company Secretary

ACS : 34664

Sanjay Sharma

Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2018

	(Amount in Rs.)	
	2017-18	2016-17
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Statement of Profit and Loss Adjusted for:	9,81,495	14,57,118
Profit on sale of land	-1,290,995	-14,50,609
Loss on sale of land	-	11,80,446
Profit on sale of mutual funds	-2,50,833	-2,68,440
Finance costs	-	-
Operating profit before working capital changes Adjusted for:	-5,60,333	9,18,515
Increase (-) /decrease in short term loans and advances	-	38,213
Increase (-) /decrease in other current assets	4,20,295	-
Increase (-) /decrease in Long term loans and advances	5,99,178	-3,14,07,075
Decrease (-) /increase in other current liabilities	-8,43,986	7,36,210
Cash generated from /(-)used in operations	-	-
Cash used in operations	-3,84,846	-2,97,14,137
Taxes paid (net)	1,01,176	-3,63,208
Net cash used in operating activities	-2,83,670	-3,00,77,345
B. CASH FLOW FROM INVESTING ACTIVITIES		
Receipt for Property, Plant and Equipment	4,000,000	1,11,53,000
Net Withdrawal of/ (Investment in) Mutual Funds	-7,00,000	1,08,00,000
Interest income	-	-
Net cash generated from investing activities	3,300,000	2,19,53,000
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/decrease(-) in long term borrowings	-25,00,000	10,00,000
Interest paid	-	-
Net cash generated from financing activities	-2,500,000	10,00,000
Net increase / (decrease) in cash and cash equivalents	5,16,330	-71,24,345
Opening balance of cash and cash equivalents	1,41,255	72,65,600
Closing balance of cash and cash equivalents (Refer Note 5)	6,57,585	1,41,255

As per our Report of even date

For Nishant & Associates**Chartered Accountants****Firm Registration Number: 027083N****Nishant Agarwal**

Proprietor

M. No. : 527403

Place : Delhi

Date : 28-05-2018

For and on behalf of the Board of Directors**Mohit Gupta**

Managing Director

DIN : 02366798

Poonam

Company Secretary

ACS : 34664

Sanjay Kumar Sharma

Director

DIN : 03154904

Sanjay Sharma

Chief Financial Officer

Statement of Changes in Equity for the year ended 31st March, 2018

A. Equity Share Capital				Amount in Rs.
Balance at the beginning of 1st April, 2016	Changes in equity share capital during the year 2016-17	Balance as at 31st March 2017	Changes in equity share capital during the year 2017-18	Balance as at 31st March 2018
50,000,000	-	50,000,000	—	50,000,000
B. OTHER EQUITY				Amount in Rs.
	Equity component of compound financial instruments	Reserve and Surplus	Other Comprehensive Income	Total
		Retained Earnings	Remeasurements of the defined benefit plans	
Balance at the beginning of 1st April, 2016	—	—	—	—
Total Comprehensive Income for the year	—	—	—	—
Balance as at the end of 31st March, 2017	—	—	—	—
Balance at the beginning of 1st April, 2017	—	—	—	—
Total Comprehensive Income for the year	—	—	—	—
Balance as at the end of 31st March, 2018	—	—	—	—

As per our Report of even date

For Nishant & Associates
Chartered Accountants
Firm Registration Number: 027083N

Nishant Agarwal
Proprietor
M. No. : 527403
Place : Delhi
Date : 28-05-2018

Mohit Gupta
Managing Director
DIN : 02366798

Poonam
Company Secretary
ACS : 34664

For and on behalf of the Board of Directors

Sanjay Kumar Sharma
Director
DIN : 03154904

Sanjay Sharma
Chief Financial Officer

Notes to the Financial Statements for the year ended 31st March, 2018

	As at 31st March, 2018	Amount in Rs. As at 31st March, 2017
1. Investment Property		
Land at Barota & Savoli	3,300,061	6,009,066
Land at Kundli	9,677,000	9,677,000
Land at Savoli	2,662,959	2,662,959
Total	15,640,020	18,349,025
2. Non-Current Financial Assets		Amount in Rs.
(I) Loans	As at	As at
	31st March, 2018	31st March, 2017
(Unsecured and Considered Good)		
Other than Security Deposits and Loans to Related Parties	50,807,781	51,406,959
Total	50,807,781	51,406,959
3. Other non-current assets		Amount in Rs.
(Unsecured and Considered Good)		
<u>Advance given against property</u>	10,000,000	10,000,000
Total	10,000,000	10,000,000
4. Current Financial Assets		Amount in Rs.
(i) Investments	As at	As at
	31st March, 2018	31st March, 2017
<u>Investment in Quoted Equity shares at cost</u>		
Apollo Tyres Limited (7500 Equity shares)	93,750	93,750
<u>Investment in Mutual Fund at cost</u>		
JM Finance Dynamic Debt Fund	4,919,273	3,968,440
Total	5,013,023	4,062,190
Aggregate Value of Quoted Investment		
Book Value	93,750	93,750
Market Value	2,077,875	1,565,250
5. Cash and cash equivalents		Amount in Rs.
	As at	As at
	31st March, 2018	31st March, 2017
Cash and cash equivalents		
Cash on hand	2,369	869
Balance with bank		
In current accounts	655,216	140,386
in deposit accounts	-	-
Total	657,585	141,255

Notes to the Financial Statements for the year ended 31st March, 2018

	As at 31st March, 2018	Amount in Rs. As at 31st March, 2017
6. Other current assets		
(Unsecured)		
Balance with Government Tax Authorities	86,334	1,143,361
Mat Credit	2,18,632	-
Total	3,04,966	1,143,361
7. Equity Share Capital		
		Amount in Rs.
Particulars	31st March, 2018	31st March, 2017
(a) Authorised Share Capital:		
55,00,000 (Previous Year 55,00,000) Equity Shares of Rs.10/- each with voting right	55,00,000	55,00,000
(b) Issued, Subscribed and paid up capital		
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10/- each with voting right	5,00,00,000	5,00,00,000
Total	5,00,00,000	5,00,00,000
<p>The Company has only one class of equity share having par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and right issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion to their shareholding.</p>		
<p>Details of shares held by each shareholder holding more than 5% shares :</p>		
Particulars	31st March, 2018	31st March, 2017
	Numbers of Shares	Numbers of Shares
Mohit Gupta	3,160,200	3,060,200
<p>Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:</p>		
Particulars	31st March, 2018	31st March, 2017
	Numbers of Shares	Numbers of Shares
Equity Shares opening balance	5,000,000	5,000,000
Add : Shares issued during the year	-	-
Equity Shares closing balance	5,000,000	5,000,000

Notes to the Financial Statements for the year ended 31st March, 2018

	As at 31st March, 2018	Amount in Rs. As at 31st March, 2017
8. Other Equity		
a) Capital Reserves		
Opening balance as per last Balance Sheet	932,000	932,000
Add: Addition during the year	-	-
Closing balance	932,000	932,000
b) General Reserves		
Opening balance as per last Balance Sheet	12,618,987	12,618,987
Add: Profit for the year	-	-
Closing balance	12,618,987	12,618,987
c) Retained Earnings		
Opening balance as per last Balance Sheet	13,688,192	12,594,282
Add: Profit for the year	10,82,671	1,093,910
Closing balance	1,47,70,863	13,688,192
d) Other Comprehensive Income	-	-
Total of Other Equity	2,83,21,850	27,239,179
9. Other Financial Liabilities		Amount in Rs.
	As at 31st March, 2018	As at 31st March, 2017
Advance against purchase of properties	4,200,000	6,700,000
Total	4,200,000	6,700,000
10. Other Current Liabilities		Amount in Rs.
	As at 31st March, 2018	As at 31st March, 2017
Other Payables		
Statutory dues	10,931	36,000
Salary Payable	261,304	419,000
Audit Fees Payables	23,010	18,100
Others	24,380	327,303
Total	319,625	800,403

Notes to the Financial Statements for the year ended 31st March, 2018

	Year ended 31st March, 2018	Amount in Rs. Year ended 31st March, 2017
11. Revenue from Operations		
Interest Income	4,499,999	4,528,028
Profit on sale of Mutual Funds	250,833	268,440
Divided Income	17,280	11,520
Total	4,768,112	4,807,988
	Year ended 31st March, 2018	Amount in Rs. Year ended 31st March, 2017
12. Other Income		
Profit on sale of property	1,290,995	1,450,609
Miscellaneous income	-	-
Total	1,290,995	1,450,609
	Year ended 31st March, 2018	Amount in Rs. Year ended 31st March, 2017
13. Employee Benefits Expense		
Salaries and wages	3,320,674	2,746,000
Staff welfare expenses	-	-
Total	3,320,674	2,746,000

Notes to the Financial Statements for the year ended 31st March, 2018

	Year ended 31st March, 2018	Amount in Rs. Year ended 31st March, 2017
14. Other Expenses		
Advertisement Expenses	36,556	30443
DMAT Charges	20750	10305
Audit Fess	19,910	18100
Bank charges	508	2965
Courier Charges	67,124	30104
Electricity charges	67,534	55904
E-voting charges	27,175	5750
Filing Fees	4,200	600
Interest on TDS	195	2684
Legal & Professional charges	53,050	481855
Listing Fees	40,250	28625
Maintenance charges	88,187	55600
Printing & Stationary	16,000	29900
Loss on sale of property	-	1180446
Rent	591,031	113612
Transport allowance	4,000	0
Water Expenses	3,600	3744
Website Maintenance Expenses	22,266	0
Balance written off	694,602	0
Misc. Expenses	-	4842
Total	1,756,938	20,55,479
15. EARNING PER SHARE (EPS)		
	2017-18	2016-17
i) Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.in lakh)	10,82,671	1,093,910
ii) Weighted average number of equity shares used as denominator for calculating basic EPS	5,000,000	5,000,000
iii) Total weighted average potential equity shares	-	-
iv) Weighted average number of equity shares used as denominator for calculating diluted EPS	5,000,000	5,000,000
v) Basic Earning per Share (Rs.)	0.22	0.22
vi) Diluted Earning per Share (Rs.)	0.22	0.22
vii) Face Value per Equity Share (Rs.)	10	10

Notes to the Financial Statements for the year ended 31st March, 2018

15. Related party disclosures

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

(a) List of related parties where control exists and related parties with whom major transactions have taken place and relationships:

Sr. No.	Name of Related Party	Relationship
1.	Mr. Mohit Gupta	Key Managerial Person (KMP)

b) Details of major transactions and balances with related parties:

	FY 2017-18	FY 2016-17
Managerial Remuneration paid to Mr. Mohit Gupta	6,60,000	6,60,000

16. Contingent Liabilities

There are no contingent liabilities existing as on 31st March, 2018 (Previous Year Rs. Nil)

17. Foreign Exchange Exposure

Foreign Exchange earnings and outgo during the period are as follows:

Particulars	Amount(Rs.)
Earnings	Nil (Previous Year -Nil)
Outgo	Nil (Previous Year -Nil)

As per our Report of even date

For and on behalf of the Board of Directors

For Nishant & Associates

Chartered Accountants

Firm Registration Number: 027083N

Mohit Gupta

Managing Director

DIN : 02366798

Sanjay Kumar Sharma

Director

DIN : 03154904

Nishant Agarwal

Proprietor

M. No. : 527403

Place : Delhi

Date : 28-05-2018

Poonam

Company Secretary

ACS : 34664

Sanjay Sharma

Chief Financial Officer

USS GLOBAL LIMITED
(Formerly known as Surnidhi Investment Limited)

Note	Particulars
1	Significant accounting policies (Illustrative)
1.1	Basis of accounting and preparation of financial statement These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. Effective April 1, 2016, the Company has adopted all the IND AS standards and the adoption is carried out in accordance with IND AS 101, First time adoption of Indian Accounting Standards, with April 1, 2017 as the transition date. The transition was carried out from Indian accounting principles generally accepted in India described under section 133 of the Act, read with rule 7 of the Companies (Accounts) rules, 2014 (IGAAP), which was the previous GAAP. These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. The financial statements have been prepared on the historical cost basis.
1.2	Use of estimates The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
1.3	Inventories The company does not have any inventory.
1.4	Cash and cash equivalents (for the purposes of Cash Flow Statement) Cash comprises cash on hand and demand deposits with bank. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid Investment that are readily convertible into known amount of cash and which are subject to insignificant risk of changes in value.
1.5	Cash Flow Statement Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments which are remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.
1.6	Depreciation and amortisation The company does not have any tangible or intangible assets
1.7	Revenue Recognition Revenue is recognized when it is probable that future economic benefits will flow to the entity and these benefits can be measured reliably in accordance with IND AS-18.
1.8	Other income Interest income is accounted on accrual basis. Dividend Income is accounted for when the right to receive it is established.
1.9	Tangible fixed assets The company does not have any tangible assets
1.10	Intangible assets The company does not have any intangible assets
1.11	Foreign currency transactions and translations No Foreign currency transaction have been made during the year
1.12	Government grants, subsidies and export incentives The Company has not received any Government grant, subsidies and export incentive.
1.13	Investments Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as current or long-term based on Management's intention at the time of purchase. Current investments are carried at the lower of cost and fair value of each investment individually. Cost for overseas investments comprises the Indian Rupee value of the consideration paid for the investment translated at the exchange rate prevalent the date of investment. Long term investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.
1.14	Employee benefits The company is not statutorily covered under any statute pertaining to PF, ESI, Gratuity etc.
1.15	Borrowing Costs Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

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Note	Particulars
1.16	<p>Segment Reporting</p> <p>The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.</p> <p>The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p> <p>Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.</p> <p>Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.</p>
1.17	<p>Leases</p> <p>Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.</p> <p>Assets leased by the Company in its capacity as lessee where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.</p> <p>Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.</p>
1.18	<p>Earning per share</p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable and the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>
1.19	<p>Taxes on Income</p> <p>Income taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant asset can be measured reliably. The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.</p> <p>Current and Deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.</p>
1.20	<p>Impairment of assets</p> <p>The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.</p>
1.21	<p>Provision and contingencies</p> <p>A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimate reliably, and it is probable that an out flow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the out flow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an out flow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of out flow of resources is remote, no provision or disclosure is made.</p>

USS GLOBAL LIMITED

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Regd office : 1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034

Phone: 011- 45824477, **website:** www.ussglobaltd.com

E-mail: surnidhiinvestmentltd@gmail.com

CIN: L74900DL1993PLC056491

ATTENDANCE SLIP

25th Annual General Meeting - 29th September, 2018

Folio No..... DP ID.....

No. of Shares held..... Client ID.....

I/We certify that I am a *Member/Proxy/Authorised Representative for the Member(s) of the Company.

I hereby record my presence at the **25TH ANNUAL GENERAL MEETING** of the Company at the Registered Office of the Company situated at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034** on **Saturday, 29th September, 2018 at 2:30 P.M.**

Name of the *Member/Proxy/Authorised Representative:
Signature of the *Member/ Proxy/ Authorised Representative:

Note(s):

1. Only Member/Proxy/Authorized Representative can attend the 25th Annual General Meeting.
2. Please complete the Folio No. /DP ID No., Client ID No. and name of the Member/Proxyholder/Authorized Representative, and hand over duly signed Attendance slip at the entrance of the Meeting Venue.
3. Members are requested to bring the copies of the 25th Annual Report to the 25th Annual General Meeting along with their One Identity Proof.
4. The Route Map to reach the 25th AGM Venue is given overleaf.

*Strike out whichever is not applicable

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CIN: L74900DL1993PLC056491

Form No. MGT-11

Proxy Form

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

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

I/We, being the member (s) holding..... shares of the above mentioned Company, 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 :or failing him/her

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on **Saturday, 29th September, 2018 at 2:30 P.M.** at the Registered Office of the Company situated at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034** or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Please mention no. of shares	
		For	Against
Ordinary Business			
1.	Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2018 including the Audited Balance sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Ruchir Jain (DIN: 03151017) , Director, who retire by rotation		
Special Business			
3.	Re-appointment of Mr. Mohit Gupta (DIN: 02366798) , as a Managing Director of the Company for the period of 5 Years.		
4.	Re-appointment of Mr. Sanjay Kumar Sharma (DIN: 03154904) , as an Independent Director of the Company for the period of 5 Years.		

Signed this.....day of.....2018

Signature of the Shareholder.....

Signature of the Proxy holder(s).....

Notes:

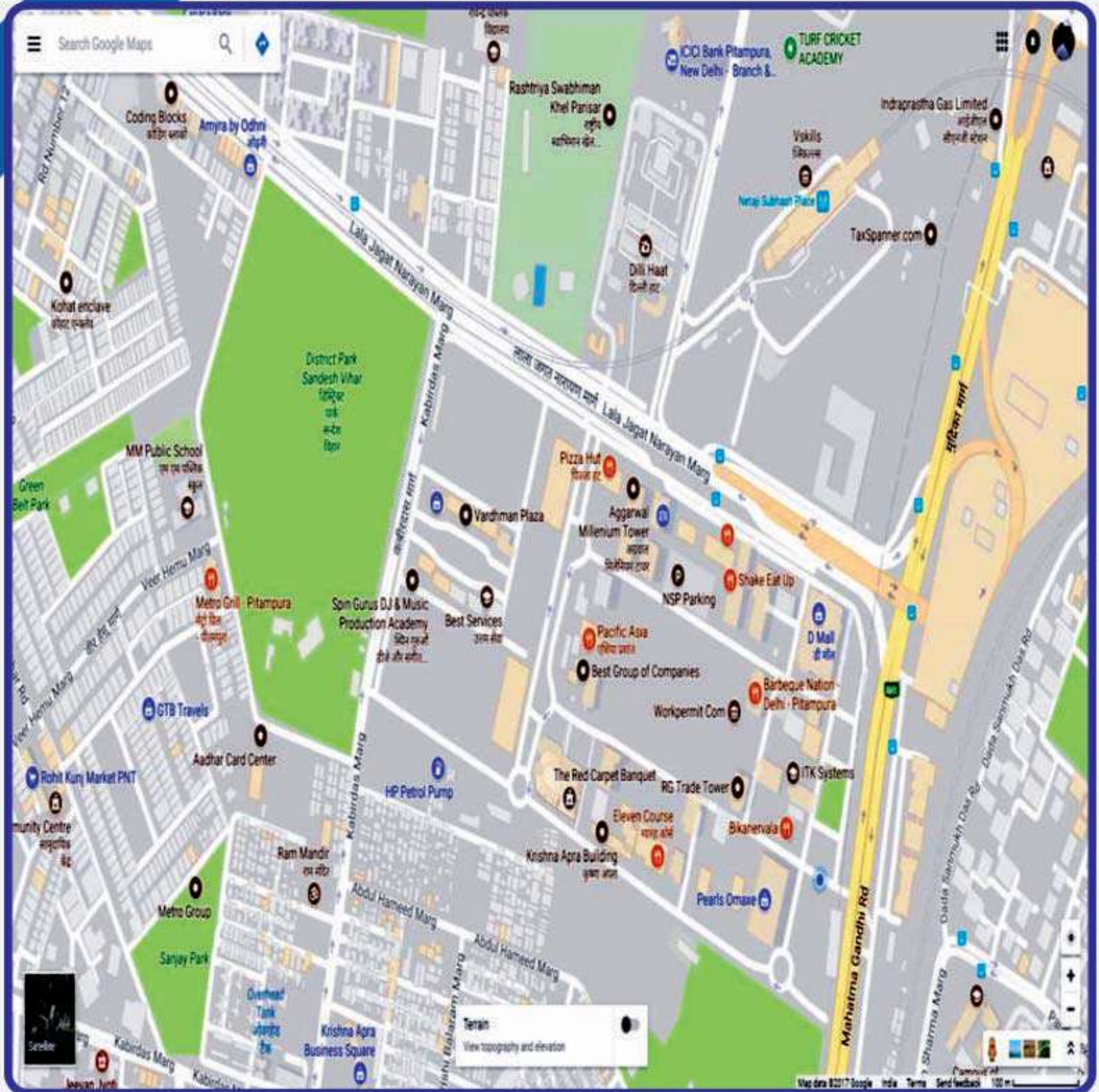
*This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 Hours before the Commencement of the Meeting.

*For the details of resolution, please refer to the Notice of the **25th Annual Meeting** dated **24th August, 2018**

* Please Complete all details including details of member(s) in above before submission.

Affix Revenue Stamp of Rs. 1/-

ROUTE MAP



USS GLOBAL LIMITED

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CIN: L74900DL1993PLC056491

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