

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

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

To,

Dated: 2nd September, 2019

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

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

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

Dear Sir,

We wish to inform you that **26th Annual General Meeting** of the Company is scheduled to be held on **Saturday, 28th September, 2019**, at **3:00 P.M.** at the Registered Office of the Company situated at **1502, 15th Floor , RG Trade Tower, Netaji Subhash Place, PitamPura, New Delhi - 110034.**

In this regard, Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Please find enclosed herewith Copy of the **26th Annual Report** along with the Notice of 26th Annual General Meeting of the Company "**(USS Global Limited (Formerly Known as Surnidhi Investment Limited))**".

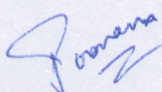
The same is being dispatch to the shareholders via permitted mode as per the Companies Act, 2013 and shall also be accessed on the website of the Company i.e. www.ussglobaltd.com.

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

26th
ANNUAL REPORT
2018-19



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 Agent

Alankit Assignment Limited
3E/7, Alankit Heights,
Jhandewalan Extension,
New Delhi - 110055

NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the **26th (Twenty – Sixth) ANNUAL GENERAL MEETING (AGM)** of the Members of **USS GLOBAL LIMITED (Formerly known as Surnidhi Investment Limited)** will be held on **Saturday, 28th September, 2019** at **3:00 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 March, 31st 2019 together with the Reports of the Board of Directors and Auditors thereon.
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 INCREASE THE BORROWING LIMIT OF THE COMPANY UPTO RS. 60,00,00,000/- (RUPEES SIXTY CRORES ONLY) PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT in suppression of the earlier resolution passed by the members via Postal Ballot, the result of which was declared on 28th January, 2016 and pursuant to provisions of the section 179,180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, (including any amendment thereto or re-enactment thereof) for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as 'the Board') to increase the limit to borrow from time to time in one or more tranches, any sum or sums of money together with the money already borrowed, if any, by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business), for the purpose of the business of the Company and on such terms and conditions as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and proper, from **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** to **Rs. 60,00,00,000/- (Rupees Sixty Crores Only)** notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, remaining outstanding at any time will exceed the aggregate of the paid-up capital of the company, free reserves and securities premium account.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications as may be required and to take such steps as may be necessary in relation to the above and settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies, in this regard, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution."

4. **TO INCREASE IN THE LIMIT TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEE, PROVIDE SECURITY IN CONNECTION WITH LOAN UPTO RS. 60,00,00,000/- (RUPEES SIXTY CRORES ONLY) PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT in suppression of the earlier resolution passed by the members via Postal Ballot, the result of which was declared on 28th January, 2016 and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force)

and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board), to (i) give any loan(s) to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan(s) to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, shall exceed over and above the limit of 60% of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 but shall not exceed from a Limit of **Rs. 50,00,00,000/- (Rupees Fifty Crores only) to Rs. 60,00,00,000/- (Rupees Sixty Crores only).**

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications as may be required and to take such steps as may be necessary in relation to the above and settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies , in this regard, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution.”

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

Date: 14/08/2019
Place: New Delhi
Registered Office:
1502, 15th Floor, RG Trade Tower,
Netaji Subhash Place, Pitam Pura,
New Delhi – 110034
Website: www.ussglobalttd.com
Email: surnidhiinvestmentltd@gmail.com
CIN: L74900DL1993PLC056491

Mohit Gupta
Managing Director
(DIN: 02366798)

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) to the Companies Act, 2013 with respect to the Special Business(es) 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 26TH 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 26TH 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 CARRYING VOTING RIGHTS 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 26th 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 26th 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 26th Annual General Meeting (AGM) 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. The Company reserves a right to not to allow or restrict a person as it may consider suitable from attending the 26th Annual General Meeting of the Company.
7. 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 24, 2019 to Saturday, September 28, 2019, (both days inclusive)** for the purpose of 26th Annual General Meeting of the Company.
8. 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 Companies Act, 2013 will be available for inspection by the members at the 26th AGM.
9. 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. Henceforth, the Company will not be in position to issue Demand Drafts, if dividend declared, if any, to those shareholders whose Bank Account details are not updated.

10. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Ruchir Jain (DIN : 03151017), Director of the Company, is liable to retire by rotation at the 26th Annual General Meeting of the Company, being eligible, offer himself for re - appointment. Accordingly, The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment as set out in Item No. 2 of the Notice of the 26th Annual General Meeting. 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" issued by the Institute of Company Secretaries of India with respect to Director(s) seeking re-appointment at the 26th Annual General Meeting is annexed to this notice.

11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at the earliest in order to effect the transfer, if any.

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

12. 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.

We urge members to support our commitment to Environmental Protection/Green Initiative by choosing to receive all the Communications of the Company through e-mail and accordingly request to register their email id(s) with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

13. 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.

14. M/s. Nishant & Associates, Chartered Accountants, (FRN : 027083N) Statutory Auditors, who were appointed in the 23rd Annual General Meeting held on September 27th, 2016 subject to ratification of their appointment at every Annual General Meeting of the Company. However, 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 7th, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors in the Notice of 26th AGM.

15. Pursuant to section 101,136, 20 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 26th Annual Report is being sent to them at their respective address by the permitted mode as per the Companies Act, 2013.

- 16.** 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 and on the website of CDSL at www.evotingindia.com.
- 17.** Members seeking any information with regard to the Audited Financial Statements 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@ussglobaltd.com or to poonam@ussglobaltd.com at least 7 days in advance prior to the date of 26th Annual General Meeting of the Company to enable the Management to facilitate clarifications during the Meeting.
- 18.** In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the 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, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members the facility to exercise their vote 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 **21st September, 2019** shall exercise their vote by electronic means.

19. VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period will begin on **25th September, 2019** at **9:00 A.M.** and conclude on **27th September, 2019** 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 i.e. **21st September, 2019**, may cast their votes electronically. The e-voting module shall be displayed by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

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. 21st September, 2019, 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@ussglobaltd.com, poonam@ussglobaltd.com

20. Members holding Shares either in physical or in dematerialised form entitled to attend the 26th Annual General Meeting who have not already cast their vote by remote e-voting may exercise their right to vote at the 26th Annual General Meeting. Poll papers will be distributed at the meeting to enable such shareholders to cast their vote. For clarity, kindly note that the members who have exercised their right to vote electronically shall not vote by way of poll at the Meeting but they may attend the 26th Annual General Meeting. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

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 **21st September, 2019**.

21. 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, as amended.

22. 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.

23. 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 26th AGM) in a fair and transparent manner for the 26th Annual General Meeting of the Company.

24. The Scrutinizer shall immediately after the conclusion of the 26th Annual General Meeting first count the votes cast at the 26th 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 26th Annual General Meeting i.e. on **30th September, 2019** a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolution set out at the 26th 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.

The e - voting results along with the Consolidated Scrutinizer's Report shall be declared within 48 hours of passing the resolution at the 26th AGM i.e. on **30th September, 2019 at 2:00 P.M.** and the same shall be placed on the Company's Website **www.ussglobaltd.com** and on the Website of CDSL 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.

25. 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. 28th September, 2019.

26. 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 10:00 A.M. to 4:00 P.M. on all working Days (except Sundays and public Holidays) upto the date of 26th Annual General Meeting of the Company.

27. The Route Map to reach the Venue of the 26th Annual General Meeting is annexed for the Convenience of the Shareholders.

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

ITEM NO. 3

This is brought to the notice of the Members that a Special Resolution was passed by the members via Postal Ballot, the result of which was declared on 28th January, 2016 under section 180(1)(c) of the Companies Act, 2013 for availing the limit of borrowings of the Company in excess of its aggregate of paid up share capital & free reserves and securities premium account subject to a maximum amount of **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)**.

However, Keeping in view the Company's existing and future working capital requirements as well as for unanticipated opportunities that may come up in future to support its business and for its further expansion and growth, the Company needs additional funds and hence for this purpose, the Company is desirous of raising more funds from one or more Banks, Financial Institutions, Lending Institutions or any other person/Body Corporate, companies from time to time, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the Paid-Up Share Capital, Free Reserves and Securities Premium Account of the Company. Hence, the Board of Directors at their 6/2019 Meeting held on 14th August, 2019 have proposed to increase the maximum borrowing limits of the Company from **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** to **Rs. 60,00,00,000/- (Rupees Sixty Crores Only)**.

Further, pursuant to Section 180(1)(c) of the Companies Act, 2013, in order to facilitate the Company to borrow money in excess of aggregate of its Paid-Up Share Capital, Free Reserves and Securities Premium Account (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and in order to exceed/revise the limit as stated aforesaid, The Company is required to take consent from its members as per the provisions of Section 180 of the Companies Act, 2013 by the way of passing the Special Resolution in the ensuing 26th Annual General Meeting of the Company.

Hence, for the above mentioned purpose, the Board of Directors accordingly recommends the special resolution as set out in Item No. 3 of this Notice of the 26th AGM for the approval of the Shareholders.

The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their Shareholding in the Company, if any.

ITEM NO. 4

This is brought to the notice of the Members that a Special Resolution was passed by the Members via Postal Ballot, the result of which was declared on 28th January, 2016 under section 186 of the Companies Act, 2013 for granting loans, giving guarantee, providing security or making investment in any body corporate in excess of higher of 60% of paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account subject to a maximum amount of **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)**.

However, In order to make optimum use of the funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other body corporates or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Accordingly, Your directors in their 6/2019 Board Meeting held on 14th August, 2019 have decided to exceed the limit of granting loans, giving guarantee, providing security or making investment in any body corporate in excess of higher of 60% of paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account from **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** to **Rs. 60,00,00,000/- (Rupees Sixty Crores Only)**.

Further, Pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the above specified limits can be increased with the approval of the shareholders via special resolution to be passed by them at the ensuing 26th Annual General Meeting of the Company.

Hence, for the above mentioned purpose, the Board of Directors accordingly recommends the special resolution as set out in Item No. 4 of this Notice of the 26th AGM for the approval of the Shareholders.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their Shareholding in the Company, if any.

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

Date: 14/08/2019
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

Mohit Gupta
Managing Director
(DIN: 02366798)

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

	Re-Appointment
Name of Director	Mr. Ruchir Jain
DIN	03151017
Category	Non Executive Director
Date of Birth	9th May, 1980
Age	39 years
Date of First Appointment on the Board	26th March, 2011
Qualifications	Graduate in Commerce
Nature of Expertise in specific functional areas	Expert in Marketing and trading of tyres and related products
Terms and Conditions of Appointment / Re - Appointment	Re-appointment as a Non-Executive Director subject to liable to retire by rotation
Remuneration Proposed to be paid	As per the resolution set out In Item No. 2 of the Notice convening the 26th Annual General Meeting. As a Non- Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee (s) and Commission on Profit as may be approved by the shareholders from time-time within the limits set out in the Companies Act, 2013
Directorship held in other Companies (excluding foreign Companies)	Nil
Disclosure of relationships between Directors/Managers/KMP inter –se	None
Relationship with other Companies (excluding foreign Companies)	Nil
Committee position held in other Companies	Nil
No. of Shares held in the Company	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil
Number of Board Meetings Attended	7/9

BOARD REPORT

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

TO THE MEMBERS,

Your Directors are immensely pleased to submit the **26th (Twenty-Sixth)** Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2019.

1. FINANCIAL HIGHLIGHTS

The performance of the Company for the Financial Year ended 31st March, 2019 as compared to the Previous Financial Year is summarized below:

(Amount in Rupees)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Revenue from Operations	49,84,226	47,68,112
Other Income	4,16,273	12,90,995
Total Income	54,00,499	60,59,107
Total Expenses	83,09,544	50,77,612
Profit/(Loss) before Financial Charges & Depreciation	-29,09,045	9,81,495
Less : Finance Costs	0	0
Less : Depreciation & Amortisation Expenses	0	0
Profit /(Loss) before provision for Tax	-29,09,045	9,81,495
Tax Expenses		
Current Tax	45,540	2,03,010
MAT Credit	16,260	2,03,010
Tax Paid for earlier years	—	1,01,176
Profit/(Loss) after tax	-29,70,845	10,82,671

2. STATE OF COMPANY'S AFFAIRS

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, 2019, the Company has earned a Total Income of **Rs. 23,42,233/-** as compared to **Rs. 12,04,055/-** for the corresponding period of last Financial year.

3. REVIEW OF OPERATIONS

During the year under review, the Total revenue from business and operations of your Company was **Rs. 49,84,226/-** as compared to **Rs. 47,68,112/-** during the previous financial year. The Company has incurred a Net Loss of **(Rs. 29,70,845)** as compared to the Net Profit of **Rs. 10,82,671/-** earned during the previous financial year.

In the concern of Losses suffered by the Company, Company is adhering to improve its Operational Performance so that these losses can be reduced significantly and thereby converted into profit year by year.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2019 was Rs. 5,00,00,000/- (Rupees Five Crores Only) consisting of 50,00,000 equity shares of Rs. 10/- each fully paid up.

During the year under review, the Company has neither issued nor buy back any type of shares.

The Authorized and Paid up Share Capital of the Company remain the same as of Previous Financial Year.

5. DIVIDEND

In the event of incurring losses, your Directors regret their inability to recommend any dividend on Equity shares of the Company for the Financial year ended 31st March, 2019.

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, as amended. No amount on account of Principal or interest on 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

The Company continued to work in the same business, as of the Business of Previous Financial Year.

10. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

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

11. NUMBER OF BOARD MEETINGS AND ANNUAL GENERAL MEETINGS

Nine (9) Meetings of the Board were held during the financial year under review the details of which are given below:

S.No.	Date	Attendance of the Board Members
1.	15 th April, 2018	5/5
2.	28 th May, 2018	5/5
3.	13 th August, 2018	5/5
4.	24 th August, 2018	5/5
5.	13 th November, 2018	5/5
6.	15 th November, 2018	5/5
7.	24 th December, 2018	4/5
8.	12 th February, 2019	5/5
9.	13 th March, 2019	4/5

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 25th Annual General Meeting of the Company was held on 29th September, 2018.

12. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ruchir Jain (DIN : 03151017), Director of the Company, is liable to retire by rotation at the 26th Annual General Meeting and being eligible offer himself for re – appointment. A resolution seeking shareholders' approval for his re-appointment forms the part of the Notice.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on 31st March, 2019 are: Mr. Mohit Gupta (DIN : 02366798), Managing Director, Mr. Sanjay Sharma (PAN : EZVPS9064J), Chief Financial Officer and Ms. Poonam (ACS : 34664), Company Secretary & Compliance officer of the Company.

There are no changes made in the Composition of Board during the Financial Year 2018-19.

Brief resume of Mr. Ruchir Jain (DIN : 03151017), who is proposed to be re-appointed as Director of the Company, have been furnished after the Notice of the 26th Annual General Meeting as per the Compliance of the Secretarial Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them, if any, for the purpose of attending meetings of the Board/Committee(s) of the Company.

13. DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company.

14. ANNUAL RETURN

Pursuant to the section 92(3) and section 134(3)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, the Annual Return of the Company is available on the Company's website, which can be accessed through the link **www.ussglobaltd.com**.

However, an extract of the Annual Return in Form MGT - 9 as on 31st March, 2019 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 2018-19 and is debt free Company.

Further, The Company has given Loan to one entity during the financial year. The details of the same is stated in **Note 2** of the Financial statements of the Company.

Further, Pursuant to Section 186 of the Companies Act, 2013, the Company wishes to increase the Limit to Make Investments, Give Loans, Guarantee, Provide Security in Connection With Loan upto Rs. 60,00,00,000 (Rupees Sixty Crores Only). A Resolution in this regard has been proposed in Item No. 4 of the Notice of 26th Annual General Meeting for shareholders approval.

And Further, Pursuant to Section 180(1)(C) of the Companies Act, 2013, the Company wishes to increase the Borrowing Limit of the company upto Rs. 60,00,00,000 (Rupees Sixty Crores only). A Resolution in this regard has been proposed in Item No. 3 of the Notice of 26th Annual General Meeting for shareholders approval.

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, no related party transactions require disclosure in the Board's Report, for compliance with Section 134(3)(h) of the Companies Act, 2013. And accordingly Form AOC-2 is not applicable.

17. STATUTORY AUDITORS

The members are informed that as per the Provisions of Section 139 of the Companies Act, 2013 and rules made there under M/s. Nishant & Associates (FRN : 027083N), Chartered Accountants, New Delhi, were appointed as the Statutory Auditors of the Company at the 23rd Annual General Meeting of the Company held on 27th September, 2016 for a term of Five years on a remuneration as approved by the Board subject to ratification of their appointment at every Annual General Meeting of the Company.

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. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM and a note in respect of same has been included in the Notice of the 26th AGM.

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 2019-20. They have further confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

Further, 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 26th Annual Report.

And Further, There have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

18. 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, as amended, 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 2018-19.

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

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

19. COST RECORDS AND AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable on the Company.

20. 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

21. 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

All the recommendations made by the Audit Committee were accepted by the Board.

22. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (“SEBI”). 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 Report on 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.

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**. The applicable annual listing fees have been paid to the Stock Exchange i.e. **Metropolitan Stock Exchange of India Limited (MSEI)** before the due dates.

24. PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS, ITS INDIVIDUAL MEMBERS AND ITS COMMITTEES

The Board of Directors have carried out an annual evaluation of its own performance, Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non executive directors.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee Meetings, representation of shareholder interest and enhancing shareholder value, experience and expertise to provide feedback, level of engagement and contribution, independence of judgment, safeguarding the interest of the Company, effective deployment of knowledge and guidance to top management on business strategy, governance, risk and understanding of the organization's strategy etc.

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

25. 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. Furthermore, employees are also free to communicate their complaints directly to the Chairman/ Member of the Audit Committee, as stated in the policy.

26(A) POLICY ON NOMINATION AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT AND OTHER EMPLOYEES

The Nomination and Remuneration Committee has framed a policy in compliance with Section 178 of the Companies Act, 2013 for selection and appointment of Directors including determining qualifications, competencies, positive attributes and independence of a Director, Key Managerial Personnel (KMP), Senior Management Personnel, employees and policies of the Company relating to their remuneration and other matters provided under Section 178 of the Companies Act, 2013.

The policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management and other employees is made available on the website of the Company at www.ussglobaltd.com.

26(B) POLICY ON ARCHIVAL OF DOCUMENTS AND PRESERVATION OF DOCUMENTS

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Company has adopted a Policy on Archival of Documents and Policy on Preservation of Documents. The same is available on the website of the Company at www.ussglobaltd.com.

27. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL ADEQUACY

The Management has laid down internal financial controls systems, policies and procedures to be followed by the Company for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of its assets against loss from unauthorized use or disposition, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Management has also assessed the effectiveness of the Company's internal control over financial reporting. Based on the assessment, the internal financial controls were adequate and operating effectively.

The Company uses proper system that connects all parts of the organization, to record data for accounting and management information purposes. It has continued its efforts to align all its processes and controls with best practices.

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. Internal Audit observations, if any, and recommendations are reported to the Audit Committee, time to time.

Further, In order to mitigate the risks, 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. Risks are assessed and managed at various levels with a top-down and bottom-up approach covering the enterprise and it's business units.

The Company manages various risks like financial risk, operational risk, marketing risk, external risk and regulatory risks associated with the Company Business. Sustained efforts to strengthen the risk framework have yielded consistently better outcomes for the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

Self-declaration checklists on statutory obligations and audits are some of the mechanisms to monitor and manage the risks and compliance in the Company.

The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

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 the end of the Financial year to which the financial statements relate 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 Regulators/ Courts/Tribunals or any statutory Authority which would impact the going concern status of the Company and its future operations.

30. 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.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, as stipulated under the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in **Annexure - III**, forming part of the Board Report.

32. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

During the financial year, adequate workshops and awareness programmes against sexual harassment were conducted across the Company to create awareness regarding sexual harassment among woman employees.

33. PARTICULARS OF EMPLOYEES

During the Financial Year ended 31st March, 2019, 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, as amended.

The information required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent along with this report. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company at 1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi - 110034 during the business hours on all working days up to the date of the 26th Annual General Meeting.

34. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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.

The Company continues to adopt and use the latest technologies, strategies to improve the productivity and quality of its services. The Company's operations do not require significant import of technology.

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

35. 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 31st March, 2019, the applicable accounting standards have been followed alongwith proper explanation (s) 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 31st March, 2019 and the profit and loss 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 a 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.

36(A) COMPLIANCE WITH MANDATORY REQUIREMENTS

Your Company confirms compliance with Corporate Governance Requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

36(B) COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company is in compliance 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, 2013.

37. ACKNOWLEDGMENT AND APPRECIATION

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation, support received from the Government Authorities, Stock Exchanges, Financial Institutions, Banks, Business Constituents, Shareholders 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 Directors appreciate and value the contribution made by every member of the USS family.

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 : 14th August, 2019

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 2019

[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: 3E/7, Alankit Heights, Jhandewalan Extension, New Delhi-110055 Tel No: 011-4254 1234, 011-2354 1234 Fax No.: 011-23552001, 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	79.48%
2.	Consultancy Services	702- Management Consultancy Activities	9.23%

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, 2018)				No. of Shares held at the end of the Financial Year (as on 31 st March, 2019)				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A.PROMOTERS									
(1) INDIAN									
a) Individual/HUF	30,60,200	1,00,000	31,60,200	63.204%	32,60,200	98,700	33,58,900	67.178%	3.974%
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):-	30,60,200	1,00,000	31,60,200	63.204%	32,60,200	98,700	33,58,900	67.178%	3.974%
(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)	30,60,200	1,00,000	31,60,200	63.204%	32,60,200	98,700	33,58,900	67.178%	3.974%
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, 2018)				No. of Shares held at the end of the Financial Year (as on 31 st March, 2019)				% 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 upto 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	16,24,100	16,24,100	32.482%	Nil	14,25,400	14,25,400	28.508%	(3.974%)
Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	Nil	18,39,800	18,39,800	36.796%	Nil	16,41,100	16,41,100	32.822%	(3.974%)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	18,39,800	18,39,800	36.796%	Nil	16,41,100	16,41,100	32.822%	(3.974%)
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	30,60,200	19,39,800	50,00,000	100%	32,60,200	17,39,800	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, 2018)			Shareholding at the End of the Financial Year (as on 31 st March, 2019)			
		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	31,60,200	63.204%	—	*33,58,900	67.178%	—	3.974%
	TOTAL	31,60,200	63.204%	—	33,58,900	67.178%	—	3.974%

***Note:**

Change in Shareholding occurred due to purchase of Equity Shares by **Mr. Mohit Gupta (Promoter of the Company)**.

Details of Equity Shares acquired by Mr. Mohit Gupta during the Financial Year 2018-19 are as follows:

S.NO.	Seller/ Transferor	No. of Shares	Acquirer/ Transferee	Date of Purchase	Date of Board Meeting for approval of Transfer
1.	Hupendra Kumar	1,00,000	Mohit Gupta	13/11/2018	15/11/2018
2.	Maliram Agarwal	98,700	Mohit Gupta	13/03/2019	13/03/2019

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, 2018)		Increase(+) Decrease(-) In Shareholding				Cumulative Shareholding during the year (01/04/2018 to 31/03/2019)	
		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	31,60,200	63.204%	13/11/2018	1,00,000	2.00%	*Purchase of 1,00,000 Equity Shares	32,60,200	65.204%
				13/03/2019	98,700	1.974%	*Purchase of 98,700 Equity Shares	33,58,900	67.178%

***Note:**

Change in Shareholding occurred due to purchase of Equity Shares by **Mr. Mohit Gupta (Promoter of the Company)**.

Details of Equity Shares acquired by Mr. Mohit Gupta during the Financial Year 2018-19 are as follows:

S.NO.	Seller/ Transferor	No. of Shares	Acquirer/ Transferee	Date of Purchase	Date of Board Meeting for approval of Transfer
1.	Hupendra Kumar	1,00,000	Mohit Gupta	13/11/2018	15/11/2018
2.	Maliram Agarwal	98,700	Mohit Gupta	13/03/2019	13/03/2019

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, 2018		Increase(+) Decrease(-) In Shareholding				Cumulative Shareholding during the year (01/04/2018 to 31/03/2019)	
		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%	13/11/2018	(1,00,000)	2.00 %	Sale of 1,00,000 Equity Shares	0	0.00%
5.	Mehandra Kumar	1,00,000	2.00%	—	—	—	—	1,00,000	2.00%
6.	Maliram Agarwal	98,700	1.97%	13/03/2019	(98,700)	1.97%	Sale of 98,700 Equity Shares	0	0.00%
7.	Vinod Kumar Gupta	97,700	1.95%	—	—	—	—	97,700	1.95%
8.	Vaibhav Gupta	97,400	1.94%	—	—	—	—	97,400	1.94%
9.	Ayush Agarwal	95,800	1.92%	—	—	—	—	95,800	1.92%
10.	Naresh Agarwal	95,500	1.91%	—	—	—	—	95,500	1.91%
11.	Nathu Lal	95,200	1.90%	—	—	—	—	95,200	1.90%
12.	Pramod Gupta	92,700	1.85%	—	—	—	—	92,700	1.85%

***Note:**

As on 31st March, 2019; Mr. Hupendra Kumar and Mr. Maliram Agarwal ceased to be in the list of Top Ten Shareholders of the Company due to transfer/sale of their entire 1,00,000 and 98,700 Equity Shares of face value of Rs. 10/- (Rupees Ten) each to **Mr. Mohit Gupta** (Promoter of the Company) on 13/11/2018 and 13/03/2019 respectively.

E. Shareholding of Directors and Key Managerial Personnel:

S.No.	Director's / KMP Name	Shareholding at the beginning of the Financial Year 01/04/2018		Increase(+) Decrease(-) In Shareholding				Cumulative Shareholding during the year (01/04/2018 to 31/03/2019)	
		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: 02366798)	31,60,200	63.204%	13/11/2018	1,00,000	2.00%	*Purchase of Equity Shares	32,60,200	65.204%
				13/03/2019	98,700	1.974%	*Purchase of Equity Shares	33,58,900	67.178%
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%

***Note:**

Change in Shareholding occurred due to purchase of Equity Shares by **Mr. Mohit Gupta (Promoter of the Company)**.

Details of Equity Shares acquired by Mr. Mohit Gupta during the Financial Year 2018-19 are as follows:

S.NO.	Seller/ Transferor	No. of Shares	Acquirer/ Transferee	Date of Purchase	Date of Board Meeting for approval of Transfer
1.	Hupendra Kumar	1,00,000	Mohit Gupta	13/11/2018	15/11/2018
2.	Maliram Agarwal	98,700	Mohit Gupta	13/03/2019	13/03/2019

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 Companies Act, 2013	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 Companies Act, 2013		

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	—	₹ 4,45,000	₹ 4,10,000	₹ 8,55,000
	(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	—	₹ 4,45,000	₹ 4,10,000	₹ 8,55,000

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, 2019

[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, 2019**, 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, 2019 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 there under 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 there under.
 - (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;
5. Payment of Gratuity Act, 1972 and Employees Insurance Act.

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

1. Since the Company has 9 employees therefore it is complied with the provision or of applicable Act.

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 : 1st August, 2019**

**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 that 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on 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 : 1st August, 2019

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 , Industry Structure and Developments

India is considered to be the most dynamic emerging economy among the largest countries in the world. It is expected to continue on its pace of rapid growth, fueled by an expansion in private consumption, and by the path-breaking changes in taxation, infrastructure investment, and privatisation. 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 Government of India continued emphasis on wide-ranging reforms which are aimed at improving productivity and incentivising private investments.

The Company usually focusing on new reforms in Consultancy and Investment sectors for strengthening country's future growth prospects. One reason for the outperformance of the Company is market share gains on account of superior capabilities and higher customer satisfaction.

Further, 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 finance Industry has played critical role as a key contributor to the economy by providing a fillip to infrastructure, employment generation, wealth creation and access to financial services for the rural and weaker sections of society. The health and success of the Company has far-reaching implications on the inclusive development of the economy, financial inclusion of capital formation and eventually the growth in GDP. The opportunity has driven several non-banks to enter the retail lending space, through the use of innovative lending models and product innovation. Your Company always evaluates benefits in relation to emerging markets, small business agency support or an availability of capital funding.

However, There are Various threats as associated with the business of the Company such as a) Limited range of products and service b) Skills gap in human resource capacity c) competition with commercial banks in terms of pricing d) Limited Scope of the market e) economic volatility.

Even in the presence of the above said threat and adverse 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. In this regard, The Company thoroughly analysed all the threats it faced out and show how they are exacerbated by the Company's weaknesses, takes necessary steps to mitigate the threats. There are a variety of the polices and strategies that a Company uses to utilize the opportunities as well as to overcome with the threats present in the Market.

iv) Risk and Concerns

In order to mitigate the risks, 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. Risks are assessed and managed at various levels with a top-down and bottom-up approach covering the enterprise and its business units.

The Company manages various risks like financial risk, operational risk, marketing risk, external risk and regulatory risks associated with the Company Business. Sustained efforts to strengthen the risk framework have yielded consistently better outcomes for the Company.

Self-declaration checklists on statutory obligations and audits are some of the mechanisms to monitor and manage the risks and compliance in the Company.

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.

The Management has laid down internal financial controls systems, policies and procedures to be followed by the Company for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of its assets against loss from unauthorized use or disposition, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. Our management has also assessed the effectiveness of the Company's internal control over financial reporting. Based on the assessment, our internal financial controls were adequate and operating effectively.

The Company uses proper system that connects all parts of the organization to record data for accounting and management information purposes. It has continued its efforts to align all its processes and controls with best practices.

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. Internal Audit observations, if any, and recommendations are reported to the Audit Committee, time to time.

vi) Discussion of Financial Performance with effects to Operational Performance

Your Company, has incurred a Net Loss of **(Rs. 29,70,845/-)** during the Current Financial Year as compared to Net Profit of **Rs. 10,82,671/-** earned during the previous Financial Year.

In the concern of Losses suffered by the Company, Company is adhering to improve its Operational Performance so that these losses can be reduced significantly and thereby converted into profit year by year.

Further, the Company is continuously trying to grab significant new opportunities for its overall growth and for the betterment of the wealth of its Shareholders.

vii) Segment-wise or product-wise performance

The company is engaged in a single business segment, which basically involves generating Interest Income and consultancy services related thereto.

viii) Debt Equity ratio

The Company is a debt free Company as on 31st March, 2019. However, the Company shall always adhere best possible practices to be in compliant with the permissible limit of the debt equity ratio i.e. 2:1 as prescribed under the Companies Act, 2013 read with rules made there under and other regulations and legislations made in this regard.

ix) Human Resource and Industrial Relations

Your Company strongly believes that Human Resource is the most important asset of an organization and put in place several initiatives that focus on leadership and talent development. The 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. With the high level of commitment and loyalty by the staff members, the Company is confident to face the challenges of the tougher market conditions.

Moreover, Your Company does not engage in any form of child labour/forced labour/involuntary labour and does not adopt any discriminatory employment practices.

During the year under review, your company enjoyed 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: 14/08/2019

**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, 2019 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 is 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.

Date : 28th May, 2019
Place : New Delhi

Mohit Gupta
Managing Director
DIN : 02366798

Sanjay Sharma
Chief Financial Officer
(CFO)

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT OF BOARD OF DIRECTORS
AND SENIOR MANAGEMENT**

**(Pursuant to Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015, as amended)**

**To,
THE BOARD OF DIRECTORS
USS GLOBAL LIMITED
(FORMERLY KNOWN AS SURNIDHI INVESTMENT LIMITED)
1502, 15TH FLOOR, RG TRADE TOWER, NETAJI SUBHASH PLACE,
PITAMPURA, NEW DELHI-110034**

This is to confirm that in respect of the Financial Year ended 31st March, 2019, The members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

Further, The Code of Conduct of Board of Directors and Senior Management Personnel of the Company is made available at the Company's website at **www.ussglobaltd.com**

**Place : New Delhi
Date : 28/05/2019**

**Mohit Gupta
Managing Director
DIN : 02366798**

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 **31st March 2019**, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 Companies Act, 2013.

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, 2019, 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 purpose 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 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, 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: 28/05/2019

Annexure - A 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, 2019]

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 source, 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 31st March, 2019 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 to the Companies Act, 2013.

(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: 28/05/2019

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 31st March 2019 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 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Nishant & Associates

Chartered Accountants

(FRN : 027083N)

(Nishant Agarwal)

Proprietor

(M No.: 527403)

Place: New Delhi

Date: 28/05/2019

Notes to the financial statements for the year ended 31st March, 2019

Significant accounting policies

a. Basis of preparation and presentation

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 Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. Effective from 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, w.e.f. April 1, 2015 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.

b. Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and other comprehensive income (OCI) that are reported and disclosed in the financial statements and accompanying notes. Actual results may differ from these estimates. These estimates and judgment are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other estimates and judgments that are believed to be reasonable under the circumstances. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

c. Current/ Non-Current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or noncurrent classification of assets and liabilities.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- 1) It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- 2) It is held primarily for the purpose of being traded;
- 3) It is expected to be realised within 12 months after the reporting date; or
- 4) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date. Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- 1) It is expected to be settled in the company's normal operating cycle;
- 2) It is held primarily for the purpose of being traded;
- 3) It is due to be settled within 12 months after the reporting date; or
- 4) The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

d. Property

Recognition and measurement

Items of property are measured at cost, which includes capitalised borrowing costs. Cost of an item of property comprises its purchase price. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

e. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

f. Revenue

Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

g. Financial instruments

i. Recognition and initial measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability of another entity. Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost or at FVTPL. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets. All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity. Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition. Financial assets at amortised cost are measured at amortised cost using the effective interest method. Interest income recognised in Statement of Profit and Loss. Subsequent measurement and gains and losses of Financial assets at FVTPL. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in Statement of Profit and Loss of Financial assets at amortised cost. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Statement of Profit and Loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in Statement of Profit and Loss.

iv. Derivative financial instruments

Foreign exchange forward contracts are purchased to mitigate the risk of changes in foreign exchange rates associated with forecast transactions denominated in certain foreign currencies. The Company recognizes all derivatives as assets or liabilities measured at their fair value. The changes are marked to market then at each reporting date and the related gains (losses) are recognised in the Statement of Profit and Loss.

v. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

h. Measurement of fair values

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

i. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprises cash at banks and on hand, which are not subject to risk of changes in value. Also for the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks and on hand.

j. Earning per share

Basic earning per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit or loss for the year attributable equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

k. Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future obligation at pre-tax rate that reflects current market assessments of the time value of money risks specific to liability. They are not discounted where they are assessed as current in nature. Provisions are not made for future operating losses. Provisions are reviewed at each balance sheet date.

l. Business combinations under common control

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Company are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are revised. Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. Under pooling of interests method, the asset and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies. The identity of the reserves is preserved and they appear in the financial statements of the Company in the same form in which they appeared in the financial statements of the previous entity. The difference, if any, between the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

m. Taxation

Income tax comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

BALANCE SHEET AS AT 31ST MARCH, 2019

Amount in Rs.

	Notes	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
Non-current assets			
Property, Plant and Equipment	1	9,677,000	15,640,020
Financial Assets		-	-
(i) Loans	2	41,812,647	50,807,781
Other non-current assets	3	21,000,000	10,000,000
Total Non-current Assets		72,489,647	76,447,801
Current assets			
Inventories		-	-
Financial Assets		-	-
(i) Investments	4	5,958,254	5,013,023
(ii) Cash and cash equivalents	5	1,353,665	657,585
Current Tax Assets (Net)		680,389	418,100
Other current assets	6	1,923,688	304,966
Total Current Assets		9,915,996	6,393,674
Total Assets		82,405,643	82,841,475
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	50,000,000	50,000,000
Other Equity	8	25,351,005	28,321,850
Total Equity		75,351,005	78,321,850
Liabilities			
Non-current Liabilities			
Other Financial Liabilities	9	6,700,000	4,200,000
Total Non-current Liabilities		6,700,000	4,200,000
Current Liabilities			
Financial Liabilities			
Borrowings		-	-
Trade Payables		-	-
Other Financial Liabilities		-	-
Other Current Liabilities	10	354,638	319,625
Provisions		-	-
Total Current Liabilities		354,638	319,625
Total Liabilities		7,054,638	4,519,625
Total Equity and Liabilities		82,405,643	82,841,475

Significant Accounting Policies and accompanying notes are part of the Financial statements

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 : New Delhi
 Date : 28-05-2019

Poonam
 Company Secretary
 ACS : 34664

Sanjay Sharma
 Chief Financial Officer

Statement of Profit and Loss for the year ended 31st March, 2019

Amount is Rs.

	Notes	Year ended 31st March, 2019	Year ended 31st March, 2018
INCOME			
Revenue from operations	11	4,984,226	4,768,112
Other Income	12	416,273	1,290,995
Total Income		5,400,499	6,059,107
EXPENSES			
Cost of materials consumed		-	-
Employee benefits expense	13	4,063,865	3,320,674
Finance costs		-	-
Depreciation and amortisation expense		-	-
Other expenses	14	4,245,679	1,756,938
Total Expenses		8,309,544	5,077,612
Profit before Tax		-2,909,045	981,495
Tax expense:			
Current tax		45,540	203,010
Mat credit		16,260	203,010
Tax paid for earlier years		-	101,176
Profit/ (Loss) for the year		-2,970,845	1,082,671
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	-0.59	0.22
Diluted (in Rs.)	15	-0.59	0.22

Significant Accounting Policies and accompanying notes 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 : New Delhi

Date : 28-05-2019

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

Cash Flow Statement for the year ended 31st March, 2019

(Amount in Rs.)

	2018-19	2017-18
A: CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Statement of Profit and Loss Adjusted for:	-2,909,045	981,495
Profit on sale of land	-	-1,290,995
Loss on sale of land	3,163,019	-
Profit on sale of mutual funds	-545,231	-250,833
Operating profit before working capital changes Adjusted for:	-291,257	-560,333
Increase (-) /decrease in short term loans and advances	-	-
Increase (-) /decrease in other current assets	-1,881,011	420,295
Increase (-) /decrease in Long term loans and advances	8,995,134	599,178
Decrease (-) /increase in other current liabilities	35,013	-843,986
Cash generated from /(-)used in operations	-	-
Cash used in operations	6,857,880	-384,846
Taxes paid (net)	-61,800	101,176
Net cash used in operating activities	6,796,080	-283,670
B: CASH FLOW FROM INVESTING ACTIVITIES		
Receipt for Property, Plant and Equipment	2,800,000	4,000,000
Net Withdrawal of/ (Investment in) Mutual Funds	-400,000	-700,000
Increase (-) /decrease in other Non-current assets	-11,000,000	-
Net cash generated from investing activities	-8,600,000	3,300,000
C: CASH FLOW FROM FINANCING ACTIVITIES		
Increase/decrease(-) in long term borrowings	2,500,000	-2,500,000
Interest paid	-	-
Net cash generated from financing activities	2,500,000	-2,500,000
Net increase / (decrease) in cash and cash equivalents	696,080	516,330
Opening balance of cash and cash equivalents	657,585	141,255
Closing balance of cash and cash equivalents (Refer Note 5)	1,353,665	657,585

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 : New Delhi

Date : 28-05-2019

Poonam

Company Secretary

ACS : 34664

Sanjay Sharma

Chief Financial Officer

Statement of Changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital				Amount in Rs.
Balance at the beginning of 1st April, 2018	Changes in equity share capital during the year 2018-19	Balance as at 31st March, 2019	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, 2017	—	—	—	—
Total Comprehensive Income for the year	—	—	—	—
Balance as at the end of 31st March, 2018	—	—	—	—
Balance at the beginning of 1st April, 2018	—	—	—	—
Total Comprehensive Income for the year	—	—	—	—
Balance as at the end of 31st March, 2019	—	—	—	—

As per our Report of even date

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

Nishant Agarwal
Proprietor
M. No. : 527403
Place : New Delhi
Date : 28-05-2019

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

Notes to the Financial Statements for the year ended 31st March, 2019

Amount in Rs.		
1. Property, Plant and Equipment	As at 31st March, 2019	As at 31st March, 2018
Land at Barota & Savoli	-	3,300,061
Land at Kundli	9,677,000	9,677,000
Land at Savoli	-	2,662,959
Total	9,677,000	15,640,020

Amount in Rs.		
2. Financial Assets	As at 31st March, 2019	As at 31st March, 2018
(i) Loans		
(Unsecured and Considered Good) Other than Security Deposits and Loans to Related Parties	41,812,647	50,807,781
Total	41,812,647	50,807,781

Amount in Rs.		
3. Other non-current assets	As at 31st March, 2019	As at 31st March, 2018
(Unsecured and Considered Good) Advance given against property Balance with Banks in Deposit account	10,000,000 11,000,000	10,000,000 -
Total	21,000,000	10,000,000

Amount in Rs.		
4. Financial Assets	As at 31st March, 2019	As at 31st March, 2018
Investments		
Investment in Quoted Equity shares at cost Apollo Tyres Limited (7500 Equity shares)	93,750	93,750
Investment in Mutual Fund at cost JM Finance Dynamic Debt Fund	5,864,504	4,919,273
Total	5,958,254	5,013,023
Aggregate Value of Quoted Investment		
Book Value	93,750	93,750
Market Value	1,670,625	2,077,875

Amount in Rs.		
5. Cash and cash equivalents	As at 31st March, 2019	As at 31st March, 2018
Cash and cash equivalents		
- Cash on hand	283,259	2,369
- Balances with Banks in current account	1,070,406	655,216
	1,353,665	657,585
Other Bank Balances		
- Balance in deposit account with Banks	11,000,000	-
	11,000,000	-
Less: Balance under Non current assets	11,000,000	-
Total	1,353,665	657,585

Notes to the Financial Statements for the year ended 31st March, 2019

Amount in Rs.

6. Other current assets	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, considered good)		
Input GST	157,207	86,334
Mat Credit	205,665	218,632
Interest accrued on FD with Yes Bank	360,816	-
Other Receivables	1,200,000	-
Total	1,923,688	304,966

7. Equity Share capital

Amount in Rs.

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Authorised Share Capital:		
55,00,000 (Previous Year 55,00,000) Equity Shares of Rs.10/- each with voting right	55,000,000	55,000,000
(b) Issued, Subscribed and paid up capital		
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs.10/- each with voting right	50,000,000	50,000,000
Total	50,000,000	50,000,000

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares 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.

Details of shares held by each shareholder holding more than 5% shares :

Particulars	31st March, 2019	31st March, 2018
	Number of Shares	Number of Shares
Mohit Gupta	3,358,900	3,160,200

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	31st March, 2019	31st March, 2018
	Number of Shares	Number 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, 2019

Amount in Rs.

8. Other Equity	As at 31st March, 2019	As at 31st March, 2018
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	14,770,863	13,688,192
Add: Profit for the year	-2,970,845	1,082,671
Closing balance	11,800,018	14,770,863
d) Other Comprehensive Income	-	-
	-	-
Total Other Equity	25,351,005	28,321,850

Amount in Rs.

9. Other Financial Liabilities	As at 31st March, 2019	As at 31st March, 2018
Advance against sale of property	6,700,000	4,200,000
Total	6,700,000	4,200,000

Amount in Rs.

10. Other Current Liabilities	As at 31st March, 2019	As at 31st March, 2018
Other payables		
Statutory dues	11,883	10,931
Salary Payable	309,500	261,304
Audit Fees Payables	19,910	23,010
Others	13,345	24,380
Total	354,638	319,625

Notes to the Financial Statements for the year ended 31st March, 2019

Amount in Rs.

11. Revenue from Operations	Year ended 31st March, 2019	Year ended 31st March, 2018
Consultancy Income	460,000	-
Interest on Loans and Advances	3,961,715	4,499,999
Dividend	17,280	17,280
Profit on sale of Mutual Funds	545,231	250,833
Total	4,984,226	4,768,112

Amount in Rs.

12. Other Income	Year ended 31st March, 2019	Year ended 31st March, 2018
Profit on sale of property	-	1,290,995
Interest on Fixed Deposit	400,873	-
Interest on IT Refund	15,400	-
Total	416,273	1,290,995

Amount in Rs.

13. Employee Benefits Expense	Year ended 31st March, 2019	Year ended 31st March, 2018
Salaries and wages	4,063,865	3,320,674
Total	4,063,865	3,320,674

Notes to the Financial Statements for the year ended 31st March, 2019

Amount in Rs.

14. Other Expenses	Year ended 31st March, 2019	Year ended 31st March, 2018
Advertisement Expenses	39,824	36,556
DMAT Charges	1,000	20,750
Annual Fees	9,000	-
Audit Fees	19,910	19,910
Bad Debts	149	-
Bank charges	1,167	508
Courier Charges	101,247	67,124
Electricity charges	80,156	67,534
E-voting charges	5,000	27,175
Filing Fees	8,400	4,200
Interest on TDS	12	195
Legal & Professional charges	80,250	53,050
Listing Fees	55,000	40,250
Maintenance charges	56,064	88,187
Printing & Stationery	17,000	16,000
Loss on sale of property	3,163,019	-
Rent	585,900	591,031
Rounded Off	5	-
Transport allowance	-	4,000
Water Expenses	5,400	3,600
Website Maintenance Expenses	17,176	22,266
Balance written off	-	694,602
Total	4,245,679	1,756,938

15. EARNING PER SHARE (EPS)	2018-19	2017-18
i) Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in lakh)	-2,970,845	1,082,671
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.)	-0.59	0.22
vi) Diluted Earning per Share (Rs.)	-0.59	0.22
vii) Face Value per Equity Share (Rs.)	10	10

Notes to the Financial Statements for the year ended 31st March, 2019

16 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:

Managerial Remuneration paid to	FY 2018-19	FY 2017-18
Mr. Mohit Gupta	6,60,000	6,60,000

17 Contingent Liabilities

There are no contingent liabilities existing as on 31st March, 2019 (Previous Year Rs. Nil)

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

Nishant Agarwal
Proprietor
M. No. : 527403
Place : New Delhi
Date : 28-05-2019

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

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

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

26th Annual General Meeting - 28th September, 2019

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 **26TH 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, 28th September, 2019** at **3:00 P.M.**

Name of the * Member/Proxy/Authorised Representative :
(In BLOCK Letters)

Signature of the *Member/ Proxy/ Authorised Representative :

Note(s):

1. Please fill all details and hand over the duly signed Attendance Slip at the entrance of the Meeting Venue.
2. Members are requested to bring copies of the 26th Annual Report to the 26th Annual General Meeting along with their one Identity Proof.
3. The Map to reach 26th AGM venue is given overleaf.

***Strike out whichever is not applicable**



USS GLOBAL LIMITED

(Formerly known as **SURNIDHI INVESTMENT LIMITED**)

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

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 **26th Annual General Meeting** of the Company to be held on **Saturday, 28th September, 2019 at 3:00 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	Type of 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, 2019 including the Audited Balance sheet, Statement of Profit and Loss and Cash Flow Statement as on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Re-appointment of Mr. Ruchir Jain (DIN: 03151017) , Director, who retire by rotation.	Ordinary		
Special Business				
3.	Increase In the Borrowing Limit of the Company upto Rs. 60,00,00,000/- (Rupees Sixty Crores only) pursuant to section 180(1)(c) of the Companies Act, 2013.	Special		
4.	Increase in the Limit to make Investments, Give Loans, Guarantee, Provide Security in connection with Loan upto Rs. 60,00,00,000/- (Rupees Sixty Crores only) pursuant to Section 186 of the Companies Act, 2013.	Special		

Signed this.....day of.....2019

Signature of the Shareholder.....

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

Affix
Revenue
Stamp of
Rs. 1/-

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.

*Please Complete all details before submission.



ROUTE MAP



USS GLOBAL LIMITED

(Formerly Known as Surnidhi Investment Limited)

CIN: L74900DL1993PLC056491

Regd. Office : 1502, 15th Floor, RG Trade Tower,
Netaji Subhash Place, Pitam Pura, New Delhi-110034

Phone No.: 011-45824477

E-mail : surnidhiinvestmentltd@gmail.com